Regional Management Corp.
Form 10-Q
November 14, 2012
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period ended

Commission File Number: 001-35477

Regional Management Corp.

(Exact name of registrant as specified in its charter)

Delaware	**57-0847115**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
509 West Butler Road Greenville, South Carolina	**29607**
(Address of principal executive offices)	**(Zip Code)**

(864) 422-8011

(Registrant s telephone number, including area code)

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

Indicate by check mark whether the registrant 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 (Section 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 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	¨
Non-accelerated filer	x (Do not check if a smaller reporting company)	Smaller reporting company	¨

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

As of November 13, 2012, the registrant had outstanding 12,486,727 shares of Common Stock, $0.10 par value.

Table of Contents

		Page No.
PART I.	**FINANCIAL INFORMATION**	
Item 1.	Financial Statements (Unaudited)	
	Consolidated Balance Sheets dated September 30, 2012 and December 31, 2011	3
	Consolidated Statements of Income for the Three and Nine Months Ended September 30, 2012 and 2011	4
	Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2012 and 2011	5
	Notes to Consolidated Financial Statements	6
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	16
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	34
Item 4.	Controls and Procedures	34
PART II.	**OTHER INFORMATION**	
Item 1.	Legal Proceedings	35
Item 1A.	Risk Factors	35
Item 5.	Other Information	35
Item 6.	Exhibits	35
SIGNATURE		36
EXHIBIT INDEX		37

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Regional Management Corp. and Subsidiaries

Consolidated Balance Sheets

September 30, 2012 and December 31, 2011

($ in Thousands except per share amounts)

	September 30, 2012 (Unaudited)	December 31, 2011
Assets		
Cash	$ 4,360	$ 4,849
Gross finance receivables	483,847	387,494
Less unearned finance charges, insurance premiums, and commissions	(86,927)	(80,900)
Finance receivables	396,920	306,594
Allowance for loan losses	(22,132)	(19,300)
Net finance receivables	374,788	287,294
Premises and equipment, net of accumulated depreciation	5,116	4,446
Deferred tax asset, net		15
Repossessed assets at net realizable value	714	409
Other assets	9,314	7,137
Total assets	$ 394,292	$ 304,150
Liabilities and Stockholders Equity		
Liabilities:		
Cash overdraft	$	$ 1
Deferred tax liability, net	5,469	
Accounts payable and accrued expenses	5,417	7,447
Senior revolving credit facility	258,308	206,009
Mezzanine debt-related parties		25,814
Other notes payable	1,404	
Total liabilities	270,598	239,271
Temporary equity		12,000
Commitments and Contingencies		
Stockholders equity:		
Common stock, $0.10 par value, 1,000,000,000 shares authorized, 12,486,727 shares issued and outstanding at September 30, 2012; 25,000,000 shares authorized, 9,336,727 shares issued and outstanding at December 31, 2011	1,249	934
Additional paid-in-capital	79,921	28,150
Retained earnings	42,524	23,795
Total stockholders equity	123,694	52,879

Total liabilities and stockholders equity	$ 394,292	$ 304,150

See accompanying notes to consolidated financial statements (unaudited).

Table of Contents

Regional Management Corp. and Subsidiaries

Consolidated Statements of Income

For the Three and Nine months ended September 30, 2012 and 2011

(Unaudited)

($ in Thousands except per share amounts)

	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Revenue				
Interest and fee income	$ 31,089	$ 23,406	$ 86,333	$ 65,945
Insurance income, net	2,689	2,139	7,684	6,266
Other income	1,712	1,176	5,029	3,580
Total revenue	35,490	26,721	99,046	75,791
Expenses				
Provision for loan losses	7,384	4,569	18,918	11,894
General and administrative expenses				
Personnel	8,539	6,565	24,766	19,381
Occupancy	2,301	1,710	6,281	4,771
Advertising	632	406	1,857	1,699
Other	2,832	1,587	7,451	4,799
Consulting and advisory fees		177	1,451	795
Interest expense				
Senior revolving credit facility and other notes payable	2,705	2,313	7,557	6,027
Mezzanine debt-related parties		1,016	1,030	3,019
Total interest expense	2,705	3,329	8,587	9,046
Total expenses	24,393	18,343	69,311	52,385
Income before income taxes	11,097	8,378	29,735	23,406
Income taxes	4,109	3,193	11,005	8,566
Net income	$ 6,988	$ 5,185	$ 18,730	$ 14,840
Net income per common share:				
Basic	$ 0.56	$ 0.56	$ 1.64	$ 1.59
Diluted	$ 0.55	$ 0.54	$ 1.60	$ 1.55
Weighted average common shares outstanding:				
Basic	12,486,727	9,336,727	11,429,063	9,336,727
Diluted	12,774,488	9,548,147	11,712,565	9,574,651

See accompanying notes to consolidated financial statements (unaudited).

Table of Contents

Regional Management Corp. and Subsidiaries

Consolidated Statements of Cash Flows

For the Nine months ended September 30, 2012 and 2011

(Unaudited)

($ in Thousands)

	2012	2011
Cash Flows From Operating Activities		
Net income	$ 18,730	$ 14,840
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	18,918	11,894
Depreciation and amortization	1,881	987
Amortization of stock compensation expense	305	157
Fair value adjustment on interest rate caps	26	236
Deferred income taxes	5,485	1,154
Changes in operating assets and liabilities:		
Increase in other assets	(3,296)	(2,624)
Increase in other liabilities	(2,032)	(461)
Net cash provided by operating activities	40,017	26,183
Cash flows from investing activities:		
Net origination of finance receivables	(78,447)	(47,594)
Purchase of the assets of two consumer loan companies, net of cash	(27,967)	
Purchase of property and equipment	(1,761)	(1,969)
Increase in restricted cash		(450)
Net cash (used in) investing activities	(108,175)	(50,013)
Cash flows from financing activities:		
Decrease in cash overdraft	(1)	(332)
Issuance (payments) of other notes payable, net	1,404	(466)
Net proceeds from issuance of common stock	39,781	
Net advances on senior revolving credit facility	52,299	26,572
Repayment of mezzanine debt	(25,814)	
Net cash provided by financing activities	67,669	25,774
Net change in cash	(489)	1,944
Cash:		
Beginning	4,849	856
Ending	$ 4,360	$ 2,800
Supplemental Disclosure of Cash Flow Information		
Cash payments for interest		
Paid to third parties	$ 7,378	$ 5,496
Paid to related parties	$ 1,152	$ 3,336

Cash payments for income taxes	$ 8,105	$ 9,227

See accompanying notes to consolidated financial statements (unaudited).

Table of Contents

Regional Management Corp. and Subsidiaries

Notes to Consolidated Financial Statements

September 30, 2012 and 2011

(Dollars in thousands, except per share information)

(Unaudited)

Note 1. Basis of Presentation

Basis of presentation: The consolidated financial statements of Regional Management Corp. (the Company) at September 30, 2012 and for the three and nine months ended September 30, 2012 and 2011 are unaudited and have been prepared in conformity with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 270, Interim Reporting. In the opinion of management, the interim financial statements include all adjustments, all of which are normal, recurring adjustments that are necessary for a fair presentation of the financial position at September 30, 2012 and the results of operations and cash flows for the three and nine month periods ended September 30, 2012 and 2011. The results for interim periods are not necessarily indicative of results that may be expected for other interim periods or for the full year.

The accompanying financial statements have been prepared in accordance with the accounting policies stated in the Company s audited financial statements for the year ended December 31, 2011 and should be read in conjunction with the notes to those consolidated financial statements. These financial statements have also been prepared in accordance with the instructions to Form 10-Q. The consolidated balance sheet data as of December 31, 2011 was derived from the Company s audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

Note 2. Nature of Business and Significant Accounting Policies

Nature of business: The Company was incorporated and began operations in 1987. The Company is engaged in the consumer finance business, offering small installment loans, large installment loans, automobile purchase loans, furniture and appliance purchase loans, related credit insurance, and ancillary products and services. As of September 30, 2012, the Company operates offices in 213 locations in the states of Alabama (42 offices), New Mexico (2 offices), North Carolina (26 offices), Oklahoma (4 offices), South Carolina (69 offices), Tennessee (20 offices), and Texas (50 offices) under the brand names Regional Finance, RMC Financial Services, Anchor Finance, Superior Financial Services, First Community Credit, and Sun Finance. In the nine months ended September 30, 2012, the Company opened 24 offices and acquired 23 branches in Alabama, four of which were merged into existing Regional offices.

Principles of consolidation: The consolidated financial statements include the accounts of Regional Management Corp. and its wholly-owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. The Company operates through a separate subsidiary in each state.

The accounting and reporting policies of the Company are in accordance with accounting principles generally accepted in the United States of America and conform to general practices within the consumer finance industry.

The following is a description of significant accounting policies used in preparing the financial statements.

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

Material estimates that are particularly susceptible to change relate to the determination of the allowance for loan losses, fair value of stock-based compensation, and the valuation of deferred tax assets and liabilities.

Loan losses: Provisions for loan losses are charged to income as losses are estimated to have occurred and in amounts sufficient to maintain an allowance for loan losses at an adequate level to provide for losses on the finance receivables. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Loan

loss experience, average loan life, and contractual delinquency of finance receivables by loan type, the value of underlying collateral, and management s judgment are factors used in assessing the overall adequacy of the allowance and the resulting provision for loan losses. While management uses the best information available to make its evaluation, future adjustments to the allowance may be necessary if there are significant changes in economic conditions or portfolio performance. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revisions as more information becomes available.

Table of Contents

The Company establishes a full valuation allowance for a loan at the date that the loan is contractually delinquent 180 days. The Company initiates repossession proceedings when an account is seriously delinquent and, in the opinion of management, the customer is unlikely to make further payments. The Company sells substantially all repossessed vehicle inventory through public sales conducted by independent automobile auction organizations after the required post-repossession waiting period. Losses on the sale of repossessed collateral are charged to the allowance for loan losses.

The allowance for loan losses consists of general and specific components. The general reserve estimates loan losses for groups of loans on a collective basis. The Company s general component of the allowance for loan losses relates to probable incurred losses of unimpaired loans and consists of two computations as follows:

Large installment loans, automobile purchase loans and furniture and appliance purchase loans. Most recent twelve months of historical losses are used to estimate the general allowance for large installment loans (loans in excess of $2.5), automobile purchase loans, and all furniture and appliance purchase loans.

Small installment loans. Most recent eight months of historical losses are used to estimate the general allowance for small installment loans, including live checks (loans of $2.5 or less).

Automobile purchase, furniture and appliance purchase, and large installment loans have longer maturities than small installment loans, which is why a shorter period is used for small installment loan losses.

The Company adjusts the computed historical loss percentages as described above for qualitative factors based on an assessment of internal and external influences on credit quality that are not fully reflected in the historical loss data. Those qualitative factors include trends in growth in the loan portfolio, delinquency, unemployment, bankruptcy, and other economic trends.

The specific component of the allowance for loan losses relates to impaired loans. The specific component includes a full reserve for accounts that are 180 days or more delinquent on a contractual basis. The specific component also includes an estimate of the loss resulting from the difference between the recorded investment in a loan to a bankrupt customer and the present value of the cash flows of such loans in accordance with the modified loan terms approved by the bankruptcy court discounted at the original contractual interest rate. Loans to bankrupt customers are evaluated in the aggregate rather than on a specific loan basis. Such loans are accounted for as troubled debt restructurings (as described under Impaired loans below).

In 2011, the Company began evaluating the loans of customers in Chapter 13 bankruptcy for impairment as troubled debt restructurings. The Company has adopted the policy of aggregating loans with similar risk characteristics for purposes of computing the amount of impairment. In connection with the adoption of this practice, the Company computed the estimated impairment on its Chapter 13 bankrupt loans in the aggregate by discounting the projected cash flows at the original contract rates on the loan using the terms imposed by the bankruptcy court. This method was applied in the aggregate to each of the Company s four classes of loans.

The Company s policy for the accounts of customers in bankruptcy is to charge off the balance of accounts in a confirmed bankruptcy under Chapter 7 of the bankruptcy code. For customers in a Chapter 13 bankruptcy plan, the Company reduces the interest rate to that specified in the bankruptcy order. Additionally, if the bankruptcy court converts a portion of a loan to an unsecured claim the Company s policy is to charge off the portion of the unsecured balance that it deems uncollectible at the time the bankruptcy plan is confirmed. Once the customer is in a confirmed Chapter 13 bankruptcy plan, the Company receives payments with respect to the remaining amount of the loan at the reduced interest rate from the bankruptcy trustee. The Company does not believe that accounts in a confirmed Chapter 13 plan have a higher level of risk than non-bankrupt accounts. If a customer fails to comply with the terms of the bankruptcy order, the Company will petition the trustee to have the customer dismissed from bankruptcy. Upon dismissal, the Company restores the account to the original terms and pursues collection through its normal collection activities.

In making the computations of the present value of cash payments to be received on bankrupt accounts in each product category, the Company used the weighted average interest rates and weighted average remaining term based on data as of each balance sheet date.

Impaired loans: A loan is considered impaired by the Company when it is 180 or more days contractually delinquent, at which time a full valuation allowance is established for such loans within the allowance for loan losses. In addition, loans that have been modified by bankruptcy proceedings are accounted for in the aggregate by the Company as troubled debt restructurings and are also considered impaired loans. At the time of restructuring, a specific valuation allowance is established for such loans within the allowance for loan losses.

Table of Contents

The factors used to determine whether an account is uncollectible are the age of the account, supervisory review of collection efforts, and other factors such as customers relocating to an area where collection is not practical. As of September 30, 2012, bankrupt accounts that had not been charged-off were approximately $5,326. Such accounts are specifically evaluated for impairment. The Company has elected to evaluate such loans in the aggregate in accordance with FASB ASC Topic 310 as they have common risk characteristics. Of the total $5,326 of bankrupt accounts at September 30, 2012, $448 are more than 180 days contractually delinquent and thus fully reserved. For customers with a confirmed Chapter 13 bankruptcy plan, the Company receives payments through the bankruptcy court. For customers who recently filed for Chapter 13 bankruptcy, the Company generally does not receive any payments until their bankruptcy plan is confirmed by the court. If the customers have made payments to the trustee in advance of plan confirmation, the Company may receive a lump sum payment from the trustee once the plan is confirmed. This lump sum payment represents the Company s pro-rata share of the amount paid by the customer. If a customer files for bankruptcy under Chapter 7 of the bankruptcy code, the customer s entire debt is cancelled. In such cases, the Company charges off the account upon receiving notice from the bankruptcy court. If a vehicle secures a Chapter 7 bankruptcy account, the customer has the option of buying the vehicle at fair value or reaffirming the loan and continuing to pay the loan.

The remainder of the 180 or more days past due accounts are those of which operations personnel are of the view that some portion can be collected. At September 30, 2012, there are $1,732 of accounts that are 180 or more days contractually delinquent of which $448 represent the accounts of customers in bankruptcy.

Delinquency: The Company determines past due status using the contractual terms of the loan. This is the credit quality indicator used to evaluate the allowance for loan losses for each class of finance receivables.

Interest rate caps: In 2009, the Company purchased three interest rate caps with notional amounts of $10,000 each. The Company purchased the caps to protect a portion of its senior revolving credit facility from increases in interest rates above the strike rate of the cap. In early 2010, the Company exchanged its $30,000 notional cap for a cap with a notional amount of $128,500, a strike rate of 6.0%, and a maturity of March 2014. There was no cost related to this exchange. In late 2010, the Company purchased an additional cap increasing the total interest rate protection to $150,000 on the same terms as the exchanged cap. At September 30, 2012, the caps are based on the three-month LIBOR contract and reimburse the Company for the difference when three-month LIBOR exceeds six percent. The carrying value of the caps, are adjusted to fair value. For the nine months ended September 30, 2012 and 2011, the Company recorded unfavorable fair value adjustments of $26 and $236, respectively, as increases in interest expense.

Earnings per share: Earnings per share have been computed based on the weighted-average number of common shares outstanding during each reporting period presented. Common shares issuable upon the exercise of the stock-based compensation, which are computed using the treasury stock method, are included in the computation of diluted earnings per share.

Government regulation: The Company is subject to various state and federal laws and regulations, which, among other things, impose limits on interest rates, other charges, and insurance premiums and require licensing and qualifications.

In 2010, congress passed the Dodd-Frank Wall Street Reform and Consumer Protection Act. Among other provisions, the bill created the Consumer Financial Protection Bureau (CFPB). The CFPB has the authority to promulgate regulations that could affect the Company s business. The CFPB has not issued any regulations to date and the Company is not aware of any pending regulations that might affect its business.

Disclosure about fair value of financial instruments: The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

Finance receivables: Finance receivables are originated either at prevailing market rates or at statutory limits. The Company s loan portfolio turns approximately 1.2 times per year from cash payments and renewal of loans. Management believes that the carrying value approximates the fair value of its loan portfolio.

Interest rate caps: The fair value of the interest rate caps is the estimated amount the Company would receive to terminate the cap agreements at the reporting date, taking into account current interest rates and the creditworthiness of the counterparty for assets and creditworthiness of the Company for liabilities.

Debt: The Company refinanced its senior revolving credit facility in January 2012, and further amended the senior revolving credit facility in July 2012, and as a result of the refinancing, the Company believes that the fair value of this variable rate debt approximates its carrying value at September 30, 2012 and December 31, 2011. The Company also refinanced its mezzanine debt in August 2010 and estimated that the fixed interest rate on the mezzanine debt exceeded the estimated market interest rate for similar debt, which resulted in a fair value in excess of the carrying amount at December 31, 2011. The Company also considered its creditworthiness in its determination of fair value. The Company s

mezzanine debt was repaid in full from the proceeds of the Company s initial public offering, which closed on April 2, 2012.

Table of Contents

The Company follows the provisions of ASC 820-10. ASC 820-10 applies to all assets and liabilities that are being measured and reported on a fair value basis. ASC 820-10 requires disclosure that establishes a framework for measuring fair value and expands disclosure about fair value measurements. This statement enables the reader of the financial statements to assess the inputs used to develop those measurements by establishing a hierarchy for ranking the quality and reliability of the information used to determine fair values. The statement requires that assets and liabilities carried at fair value be classified and disclosed in one of the following three categories:

Level 1 Quoted market prices in active markets for identical assets or liabilities.

Level 2 Observable market based inputs or unobservable inputs that are corroborated by market data.

Level 3 Unobservable inputs that are not corroborated by market data.

In determining the appropriate levels, the Company performs a detailed analysis of the assets and liabilities that are subject to ASC 820-10. At each reporting period, all assets and liabilities for which the fair value measurement is based on significant unobservable inputs are classified as Level 3.

The carrying amount and estimated fair values of the Company s financial instruments summarized by level are as follows:

	September 30, 2012		December 31, 2011	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
	(Unaudited)		(Unaudited)	
Assets				
Level 1 inputs				
Cash	$ 4,360	$ 4,360	$ 4,849	$ 4,849
Restricted cash	1,338	1,338	1,338	1,338
Level 2 inputs				
Interest rate caps	2	2	28	28
Level 3 inputs				
Net finance receivables	374,788	374,788	287,294	287,294
Repossessed assets	714	714	409	409
Liabilities				
Level 3 inputs				
Senior revolving credit facility	258,308	258,308	206,009	206,009
Mezzanine debt-related parties			25,814	26,428
Other notes payable	1,404	1,404		

Accounting pronouncements issued and adopted:

In October 2010, the FASB issued ASU 2010-26, *Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts*. ASU 2010-26 modifies the definitions of the type of costs incurred by insurance entities that can be capitalized in the successful acquisition of new and renewal contracts. ASU 2010-26 requires incremental direct costs of successful contract acquisition as well as certain costs related to underwriting, policy issuance and processing, medical and inspection and sales force contract selling for successful contract acquisition to be capitalized. These incremental direct costs and other costs are those that are essential to the contract transaction and would not have been incurred had the contract transaction not occurred. This guidance was adopted by the Company for the year beginning January 1, 2012 and will be applied prospectively. The adoption of this guidance did not have a material impact on the Company s consolidated financial position, results of operations, cash flows, or disclosures.

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement*, which aligns disclosures related to fair value between U.S. GAAP and International Financial Reporting Standards. The ASU includes changes to the wording used to describe many of the requirements in U.S. GAAP for measuring fair value and changes to the disclosure of information about fair value measurements. More specifically, the changes clarify the intent of the FASB regarding the application of existing fair value measurements and disclosures as well as changing some particular principles or requirements for measuring fair value or for disclosing information about fair value measurements. This ASU is effective for interim and annual periods beginning after December 15, 2011. The adoption of this guidance did not have a material impact on the consolidated

financial statements.

Table of Contents

Note 3. Finance Receivables, Credit Quality Information, and Allowance for Loan Losses

Finance receivables consisted of the following:

	September 30, 2012 (Unaudited)	December 31, 2011
Small installment loans	$ 158,468	$ 130,257
Large installment loans	56,888	36,938
Automobile purchase loans	155,344	128,660
Furniture and appliance purchase loans	26,220	10,739
Finance receivables	$ 396,920	$ 306,594

The following is a summary of the changes in the allowance for loan losses for the periods indicated (unaudited):

	Three Months Ended September 30,		Nine months Ended September 30,	
	2012	2011	2012	2011
	(Unaudited)		(Unaudited)	
Balance at beginning of period	$ 20,780	$ 18,000	$ 19,300	$ 18,000
Provision for loan losses	7,384	4,569	18,918	11,894
Finance receivables charged off	(6,275)	(4,254)	(16,726)	(11,870)
Recoveries	243	185	640	476
Balance at end of period	$ 22,132	$ 18,500	$ 22,132	$ 18,500

The following is a reconciliation of the allowance for loan losses by component for the three months ended September 30, 2012 and 2011.

	Balance July 1, 2012	Provision	Charge-Offs	Recoveries	Balance September 30, 2012	Finance Receivables September 30, 2012	Allowance as Percentage of Loan Balance September 30, 2012
Small installment loans	$ 9,551	$ 4,333	$ (3,147)	$ 120	$ 10,857	$ 158,468	6.9%
Large installment loans	3,293	717	(863)	76	3,223	56,888	5.7%
Automobile purchase loans	7,451	1,990	(2,096)	45	7,390	155,344	4.8%
Furniture and appliance purchase loans	485	344	(169)	2	662	26,220	2.5%
Total	$ 20,780	$ 7,384	$ (6,275)	$ 243	$ 22,132	$ 396,920	5.6%

	Balance July 1, 2011	Provision	Charge-Offs	Recoveries	Balance September 30,	Finance Receivables September 30,	Allowance as Percentage

					2011	2011	of Loan Balance September 30, 2011
Small installment loans	$ 7,281	$ 3,608	$ (2,540)	$ 104	$ 8,453	$ 116,927	7.2%
Large installment loans	2,615	369	(543)	34	2,475	35,668	6.9%
Automobile purchase loans	7,800	511	(1,133)	44	7,222	123,510	5.8%
Furniture and appliance purchase loans	304	81	(38)	3	350	7,341	4.8%
Total	$ 18,000	$ 4,569	$ (4,254)	$ 185	$ 18,500	$ 283,446	6.5%

Table of Contents

The following is a reconciliation of the allowance for loan losses by component for the nine months ended September 30, 2012 and 2011.

	Balance January 1, 2012	Provision	Charge-Offs	Recoveries	Balance September 30, 2012	Finance Receivables September 30, 2012	Allowance as Percentage of Finance Receivables September 30, 2012
Small installment loans	$ 8,838	$ 11,078	$ (9,393)	$ 334	$ 10,857	$ 158,468	6.9%
Large installment loans	2,448	2,727	(2,148)	196	3,223	56,888	5.7%
Automobile purchase loans	7,618	4,522	(4,857)	107	7,390	155,344	4.8%
Furniture and appliance purchase loans	396	591	(328)	3	662	26,220	2.5%
Total	$ 19,300	$ 18,918	$ (16,726)	$ 640	$ 22,132	$ 396,920	5.6%

	Balance January 1, 2011	Provision	Charge-Offs	Recoveries	Balance September 30, 2011	Finance Receivables September 30, 2011	Allowance as Percentage of Finance Receivables September 30, 2011
Small installment loans	$ 8,974	$ 6,532	$ (7,366)	$ 313	$ 8,453	$ 116,927	7.2%
Large installment loans	2,972	976	(1,540)	67	2,475	35,668	6.9%
Automobile purchase loans	5,909	4,077	(2,856)	92	7,222	123,510	5.8%
Furniture and appliance purchase loans	145	309	(108)	4	350	7,341	4.8%
Total	$ 18,000	$ 11,894	$ (11,870)	$ 476	$ 18,500	$ 283,446	6.5%

Following is a summary of the finance receivables associated with customers in bankruptcy as of the periods indicated:

	Finance Receivables in Bankruptcy as of September 30, 2012 (Unaudited)	Finance Receivables in Bankruptcy as of December 31, 2011
Small installment loans	$ 432	$ 352
Large installment loans	1,814	586
Automobile purchase loans	2,959	2,160
Furniture and appliance purchase loans	121	32
Total	$ 5,326	$ 3,130

Table of Contents

The following is an assessment of the credit quality of finance receivables at September 30, 2012 and December 31, 2011. The contractual delinquency of the finance receivable portfolio by component at September 30, 2012 and December 31, 2011 was:

September 30, 2012 (Unaudited)

	Small Installment Loans		Large Installment Loans		Automobile Purchase Loans		Furniture and Appliance Purchase Loans		Total	
	$	%	$	%	$	%	$	%	$	%
Current	$ 119,575	75.4%	$ 40,330	70.8%	$ 108,638	69.9%	$ 20,788	79.3%	$ 289,331	73.0%
1 to 29 days delinquent	27,351	17.3%	11,976	21.1%	38,484	24.8%	4,197	16.0%	82,008	20.7%
Delinquent accounts										
30 to 59 days	4,536	2.9%	1,853	3.3%	4,831	3.1%	536	2.0%	11,756	2.8%
60 to 89 days	2,718	1.7%	983	1.7%	1,584	1.0%	231	0.9%	5,516	1.4%
Over 90 days	4,288	2.7%	1,746	3.1%	1,807	1.2%	468	1.8%	8,309	2.1%
Total delinquency	$ 11,542	7.3%	$ 4,582	8.1%	$ 8,222	5.3%	$ 1,235	4.7%	$ 25,581	6.3%
Total loans	$ 158,468	100.0%	$ 56,888	100.0%	$ 155,344	100.0%	$ 26,220	100.0%	$ 396,920	100.0%
Loans in nonaccrual status	$ 4,288	2.7%	$ 1,746	3.1%	$ 1,807	1.2%	$ 468	1.8%	$ 8,309	2.1%

The accounts of the acquired Alabama branches were converted to the Company s loan management system on April 2, 2012. In presenting September 30, 2012, the Company made estimates of the delinquency reported by the acquired company s loan management system to conform to the methods used by the Company.

December 31, 2011

	Small Installment Loans		Large Installment Loans		Automobile Purchase Loans		Furniture and Appliance Purchase Loans		Total	
	$	%	$	%	$	%	$	%	$	%
Current	$ 97,240	74.7%	$ 25,787	69.8%	$ 91,947	71.5%	$ 9,101	84.7%	$ 224,075	73.0%
1 to 29 days delinquent	22,784	17.5%	8,202	22.2%	30,376	23.6%	1,313	12.2%	62,675	20.5%
Delinquent accounts										
30 to 59 days	4,084	3.1%	1,484	4.0%	3,962	3.1%	146	1.4%	9,676	3.2%
60 to 89 days	3,002	2.3%	686	1.9%	1,185	0.9%	75	0.7%	4,948	1.6%
90 days and over	3,147	2.4%	779	2.1%	1,190	0.9%	104	1.0%	5,220	1.7%
Total delinquency	$ 10,233	7.8%	$ 2,949	8.0%	$ 6,337	4.9%	$ 325	3.1%	$ 19,844	6.5%
Total loans	$ 130,257	100.0%	$ 36,938	100.0%	$ 128,660	100.0%	10,739	100.0%	$ 306,594	100.0%

Loans in nonaccrual status	$	3,147	2.4%	$	779	2.1%	$	1,190	0.9%	$	104	1.0%	$	5,220	1.7%

Table of Contents

Following is a summary of finance receivables evaluated for impairment at September 30, 2012 and December 31, 2011:

	September 30, 2012 (Unaudited)		December 31, 2011	
Finance receivables evaluated for impairment				
Accounts 180 or more days past due, excluding accounts of customers in bankruptcy	$	1,284	$	1,074
Customers in Chapter 13 bankruptcy		5,326		3,130
Total impaired accounts specifically evaluated	$	6,610	$	4,204
Finance receivables evaluated collectively		390,310		302,390
Finance receivables outstanding	$	396,920	$	306,594
Accounts in bankruptcy in nonaccrual status	$	1,277	$	783
Total impaired accounts specifically evaluated	$	6,610	$	4,204
Amount of the specific reserve for impaired accounts	$	3,135	$	2,187
Finance receivables evaluated collectively	$	390,310	$	302,390
Amount of the general component of the reserve	$	18,997	$	17,113

Note 4. Debt

The Company s senior revolving credit facility contains restrictive covenants including maintenance of a specified interest coverage ratio, restrictions on distributions, limitations on additional borrowings, debt ratio, maintenance of a minimum allowance for loan losses, and certain other restrictions. At September 30, 2012, the Company was in compliance with all debt covenants. Substantially all the Company s finance receivables are pledged to the senior revolving credit facility.

Note 5. Temporary Equity

The shareholders agreement between the Company, Regional Holdings LLC, the sponsors and the individual owners provided that the individual owners have the right to put their stock back to the Company if an initial public offering did not occur within five years of the acquisition date, March 21, 2007. The put option was exercisable for 90 days following March 21, 2012, amended on March 12, 2012 to May 21, 2012. The purchase price of the stock is the then fair value, and the option is subject to contingencies, principally failure to complete an initial public offering and approval of the senior lender. The Company valued this put option at the original purchase price of $12,000. There are 2,196,877 shares owned by the individual owners. The initial public offering closed on April 2, 2012, see note 13.

Note 6. Income Taxes

Regional Management Corp. and its subsidiaries file a consolidated federal income tax return. The Company files consolidated or separate state income tax returns as permitted by individual states in which it operates.

Note 7. Stock Based Compensation

In connection with the initial public offering, the Company granted 310,000 options to purchase common stock to its directors and certain of its officers. The total compensation cost of the options was $2,811, which will be amortized over the option vesting period of five years. At September 30, 2012, unrecognized stock-based compensation expense to be recognized over future periods approximated $2,530.

Table of Contents

Note 8. Earnings Per Share

The following schedule reconciles the computation of weighted average basic and diluted earnings per share for the three and nine month periods ended September 30, 2012 and 2011:

	Three Months Ended September 30, 2012 (Unaudited)			Nine months ended September 30, 2012 (Unaudited)		
	Net Income	Shares	Per Share	Net Income	Shares	Per Share
Basic earnings per share						
Income available to common stockholders	$ 6,988	12,486,727	$ 0.56	$ 18,730	11,429,063	$ 1.64
Effect of dilutive securities						
Options to purchase common stock		287,761			283,502	
Diluted earnings per share						
Income available to common stockholders plus assumed exercise of options to purchase common stock	$ 6,988	12,774,488	$ 0.55	$ 18,730	11,712,565	$ 1.60

	Three Months Ended September 30, 2011 (Unaudited)			Nine months ended September 30, 2011 (Unaudited)		
	Net Income	Shares	Per Share	Net Income	Shares	Per Share
Basic earnings per share						
Income available to common stockholders	$ 5,185	9,336,727	$ 0.56	$ 14,840	9,336,727	$ 1.59
Effect of dilutive securities						
Options to purchase common stock		211,420			237,924	
Diluted earnings per share						
Income available to common stockholders plus assumed exercise of options to purchase common stock	$ 5,185	9,548,147	$ 0.54	$ 14,840	9,574,651	$ 1.55

Note 9. Related Party Transactions

The Company is majority owned by two sponsors and its former majority stockholders. Following is a summary of transactions during the three and nine months ended September 30, 2012 and 2011 with the sponsors and the individual owners who retain an interest in the Company.

	Three Months Ended September 30,		Nine months Ended September 30,	
	Individual Owners	Sponsors	Individual Owners	Sponsors
2012 (unaudited)				
Interest expense on mezzanine debt	$	$	$ 195	$ 812
Financing fees			3	12
Consulting and advisory fee expense			563	888
2011				
Interest expense on mezzanine debt	$ 199	$ 841	$ 582	$ 2,437
Consulting and advisory fee expense	113	65	338	457

Note 10. Commitments and Contingencies

The Company is a defendant in various pending or threatened lawsuits. These matters are subject to various legal proceedings in the ordinary course of business. Each of these matters is subject to various uncertainties and some of them may have an unfavorable outcome to the Company. The Company has established accruals for the matters that are probable and reasonably estimable. The Company is not party to any legal proceedings that management believes would have a materially adverse effect on the Company s consolidated financial statements.

Table of Contents

Note 11. Restricted Assets

RMC Reinsurance, Ltd. is a wholly-owned life insurance subsidiary of the Company. RMC Reinsurance is required to maintain cash reserves against life insurance policies ceded to it, as determined by the ceding company. In 2011, the Company increased its letter of credit to $1,388 in favor of the ceding company. The letter of credit is secured by a cash deposit of $1,388. The cash securing the letter of credit at September 30, 2012 and December 31, 2011 are presented as restricted cash in the other asset category in the accompanying balance sheets.

Note 12. Acquisitions

On January 20, 2012, the Company purchased the assets of two affiliated consumer loan companies in the state of Alabama. This acquisition was made to expand the Company s presence in the state. Following is a summary of the transaction:

Branches purchased	23
Branches merged into existing Regional offices	4
Net new offices	19
Total loans acquired	$ 27,967
Other assets acquired	569
Total cash purchase price, subject to adjustment	$ 29,888

In accordance with FASB ASC Topic 805-10, the Company determined that the transaction met the definition of a business combination. Accordingly, the purchase price will be allocated to the fair value of the tangible and intangible assets acquired. The Company has hired a third party to assist in the valuation of acquired assets which is not complete at September 30, 2012. The accompanying financial statements include management s estimates of the amortization of intangible assets; however, those estimates are subject to change upon completion of the third party s analysis. As of September 30, 2012, the Company had incurred approximately $62 in costs related to the acquisition.

Note 13. Sale of Common Stock

On April 2, 2012, the Company closed the sale of 3,150,000 shares of its $.10 par value common stock at $15.00 per share, before underwriting discounts and offering expenses. The following table summarizes the changes in Common Stock and Additional Paid in Capital as a result of this transaction:

	$0.10 Par Value Common Shares	Common Stock Amount	Additional Paid in Capital
Balance December 31, 2011	9,336,727	$ 934	$ 28,150
Sale of common stock	3,150,000	315	46,935
Underwriting discount and offering expenses			(7,469)
Reclassification of temporary equity			12,000
Stock option expense			305
Balance September 30, 2012	12,486,727	$ 1,249	$ 79,921

Table of Contents

ITEM 2. 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 the related notes that appear elsewhere in this Quarterly Report on Form 10-Q. These discussions contain forward-looking statements reflecting our current expectations that involve risks and uncertainties. These forward-looking statements include, but are not limited to, statements concerning our strategy, future operations, future financial position, future revenues, projected costs, expectations regarding demand and acceptance for our financial products, growth opportunities and trends in the market in which we operate, prospects, and plans and objectives of management. The words anticipates, believes, estimates, expects, intends, may, plans, projects, will, would, and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions, and expectations disclosed in the forward-looking statements that we make. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those in the forward-looking statements, including without limitation, the risks set forth in our filings with the Securities and Exchange Commission, including our Quarterly Reports on Form 10-Q for the period ended March 31, 2012 (which was filed with the Securities and Exchange Commission on May 10, 2012) and for the period ended June 30, 2012 (which was filed with the Securities and Exchange Commission on August 13, 2012). The forward-looking information we have provided in this Quarterly Report on Form 10-Q pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 should be evaluated in the context of these factors. Forward-looking statements speak only as of the date they were made and we undertake no obligation to update or revise such statements, except as required by the federal securities laws.

Overview

We are a diversified specialty consumer finance company providing a broad array of loan products primarily to customers with limited access to consumer credit from banks, thrifts, credit card companies, and other traditional lenders. We began operations in 1987 with four branches in South Carolina and have expanded our branch network to 213 locations in the states of South Carolina, Texas, North Carolina, Tennessee, Alabama, Oklahoma, and New Mexico as of September 30, 2012. Each of our loan products is secured, structured on a fixed rate, fixed term basis with fully amortizing equal monthly installment payments and is repayable at any time without penalty. Our loans are sourced through our multiple channel platform, including in our branches, through direct mail campaigns, independent and franchise automobile dealerships, online credit application networks, furniture and appliance retailers, and our consumer website. We operate an integrated branch model in which all loans, regardless of origination channel, are serviced and collected through our branch network, providing us with frequent in-person contact with our customers, which we believe improves our credit performance and customer loyalty. Our goal is to consistently and soundly grow our finance receivables and manage our portfolio risk while providing our customers with attractive and easy-to-understand loan products that serve their varied financial needs.

Our diversified product offerings include:

Small Installment Loans As of September 30, 2012, we had approximately 158,600 small installment loans outstanding, representing $158.5 million in finance receivables.

Large Installment Loans As of September 30, 2012, we had approximately 20,200 large installment loans outstanding, representing $56.9 million in finance receivables.

Automobile Purchase Loans As of September 30, 2012, we had approximately 17,900 automobile purchase loans outstanding, representing $155.3 million in finance receivables.

Furniture and Appliance Purchase Loans As of September 30, 2012, we had approximately 22,700 furniture and appliance purchase loans outstanding, representing $26.2 million in finance receivables.

Insurance Products We offer our customers optional payment protection insurance options relating to many of our loan products.

Our primary sources of revenue are interest and fee income from our loan products, of which interest and fees relating to installment loans and automobile purchase loans have historically been the largest component. In 2009, we introduced furniture and appliance purchase loans and expanded our automobile purchase loans to offer loans through online credit application networks. In addition to interest and fee income from loans, we derive revenue from insurance products sold to customers of our direct loan products.

Initial Public Offering

On March 27, 2012, our registration statement on Form S-1 relating to our initial public offering was declared effective by the Securities and Exchange Commission (SEC). Our initial public offering closed on April 2, 2012, at which time we sold 3,150,000 shares of our common stock and received cash proceeds of approximately $43.9 million, net of underwriting discounts and

Table of Contents

commissions. Additionally, we incurred offering costs of $4.2 million related to the initial public offering. We used the proceeds of the offering to pay a portion of our indebtedness. We anticipate incurring significantly lower amounts of interest expense in future periods from the reduction of debt resulting from our initial public offering, as described in Unaudited Pro Forma Consolidated Financial Information below.

Factors Affecting Our Results of Operations

Our business is driven by several factors affecting our revenues, costs and results of operations, including the following:

Growth in Loan Portfolio. The revenue that we derive from interest and fees from our loan products is largely driven by the number of loans that we originate. Average finance receivables grew 22.2% from $216.0 million in 2010 to $264.0 million in 2011. Average finance receivables grew 34.4% from $254.3 million in the first nine months of 2011 to $341.9 million in the first nine months of 2012. We originated or purchased 55,300, 67,300 and 80,200 new loans during 2010, 2011 and the first nine months of 2012, respectively. We source our loans through our branches and our live check program, as well as through automobile dealerships and furniture and appliance retailers that partner with us. Our loans are made exclusively in geographic markets served by our network of branches. Increasing the number of branches we operate allows us to increase the number of loans that we are able to service. We opened 17, 36, and 43 new branches in 2010, 2011, and the first nine months of 2012, respectively. We opened two AutoCredit Source branches in early 2011 and two additional AutoCredit Source branches in Texas in January 2012. We have grown more rapidly in Tennessee and Alabama than in the other states in which we operate. We opened our first branch in Tennessee in 2007 and our first branch in Alabama in 2009. As of September 30, 2012, we operated 20 branches with a total of $20.4 million in net finance receivables in Tennessee and 42 branches with a total of $38.0 million in net finance receivables in Alabama.

Product Mix. We offer a number of different loan products, including small installment loans, large installment loans, automobile purchase loans and furniture and appliance purchase loans. We charge different interest rates and fees and are exposed to different credit risks with respect to the various types of loans we offer. For example, in recent years, we have sought to increase our product diversification by growing our automobile purchase and furniture and appliance purchase loans, which have lower interest rates and fees than our small and large installment loans but also have longer maturities and lower charge-off rates. Our product mix also varies to some extent by state. For example, small installment loans make up a smaller percentage of our loan portfolio in North Carolina than in the other states in which we operate because the rate structure in North Carolina is more favorable for larger loans. Small installment loans make up a larger percentage of our loan portfolio in Texas than our other loan products because our branches in Texas have historically focused on small installment loans. However, we expect to continue diversifying our product mix in Texas in the future, including opening additional AutoCredit Source branches.

Asset Quality. Our results of operations are highly dependent upon the strength of our asset portfolio. We recorded $17.9 million of provisions for loan losses during 2011 (or 6.8% as a percentage of average finance receivables) and $18.9 million of provisions for loan losses during the first nine months of 2012 (or 7.4% as a percentage of average finance receivables (both annualized)). The quality of our asset portfolio is the result of our ability to enforce sound underwriting standards, maintain diligent portfolio oversight, and respond to changing economic conditions as we grow our loan portfolio.

Allowance for Loan Losses

Beginning January 1, 2010, we have evaluated losses in each of the four categories of loans in establishing the allowance for loan losses. The following table sets forth our allowance for loan losses compared to the related finance receivables as of September 30, 2012 and December 31, 2011:

	As of September 30, 2012		As of December 31, 2011	
	Finance Receivables	Allowance as Percentage of Related Finance Receivables	Finance Receivables	Allowance as Percentage of Related Finance Receivables
	(Dollars in thousands)			
Small Installment Loans	$ 158,468	6.9%	$ 130,257	6.8%
Large installment loans	56,888	5.7%	36,938	6.6%
Automobile purchase loans	155,344	4.8%	128,660	5.9%

Furniture and appliance purchase loans	26,220	2.5%	10,739	3.7%
Total	$ 396,920	5.6%	$ 306,594	6.3%

The allowance for loan losses as a percentage of related financial receivables decreased in the nine months ended September 30, 2012, primarily for automobile purchase loans. The performance of our automobile purchase loan portfolio continues to improve and we believe the reduction is appropriate given the recent performance.

Provisions for Loan Losses

In evaluating our allowance for loan losses, we currently separate our portfolio of receivables into four components based on loan type: small installment, large installment, automobile purchase, and furniture and appliance purchase. The allowance for small installment loans is based on the historic loss percentage computed by using the most recent eight months of losses applied to the most recent month-end balance of loans. The allowance for each other loan type is based on the historic loss percentage computed by using the most recent 12 months of losses applied to the most recent month-end balance of loans for each such loan type. We believe that the primary underlying factor driving the provision for loan losses for each of these loan types is the same: general economic conditions in the areas in which we conduct business. In addition, gasoline prices and the market for repossessed automobiles at auction are an additional underlying factor that we believe influences the provision for loan losses for automobile purchase loans and, to a lesser extent, large installment loans. We monitor these factors, the monthly trend of delinquencies and the slow file (which consists of all loans one or more days past due) to identify trends that might require an increased provision, and we modify the provision for loan losses accordingly.

Interest Rates. Our costs of funds are affected by changes in interest rates. In particular, the interest rate that we pay on our senior revolving credit facility is a floating rate based on LIBOR. Although we have purchased interest rate caps to protect a notional amount of $150.0 million of our outstanding senior revolving credit facility should the three-month LIBOR exceed 6.0%, our cost of funding will increase if LIBOR increases. The interest rates that we charge on our loans are not significantly impacted by changes in market interest rates.

Efficiency Ratio. One of our key operating metrics is our efficiency ratio, which is calculated by dividing the sum of general and administrative expenses by total revenue. Our efficiency ratio was 40.7% in the first nine months of 2012, compared to 40.4% in the same period of 2011. We expect the efficiency ratio to improve as we leverage our operating expenses, although the additional personnel and other costs of being a public company will reduce the improvement that we might have otherwise achieved.

Components of Results of Operations

Interest and Fee Income

Our interest and fee income consists primarily of interest earned on outstanding loans. We cease accruing interest on a loan when the customer is contractually past due 90 days. Accrual resumes when the customer makes at least one full payment and the account is less than 90 days contractually past due.

Loan fees are additional charges to the customer, such as loan origination fees, acquisition fees and maintenance fees, as permitted by state law. The fees may or may not be refundable to the customer in the event of an early payoff, depending on state law. Fees are accreted to income over the life of the loan on the constant yield method and are included in the customer s truth in lending disclosure.

Insurance Income

Our insurance income consists of revenue from the sale of various insurance products and other payment protection options offered to customers who obtain loans directly from us. We do not sell insurance to non-borrowers. The type and terms of our insurance products vary from state to state based on applicable laws and regulations. We offer optional credit life insurance, credit accident and health insurance, and involuntary unemployment insurance. We require property insurance on any personal property securing loans and offer customers the option of providing proof of such insurance purchased from a third party (such as homeowners or renters insurance) in lieu of purchasing property insurance from us. We also require proof of liability and collision insurance for any vehicles securing loans, and we obtain collateral insurance on behalf of customers who permit their other insurance coverage to lapse.

We issue insurance certificates as agents on behalf of an unaffiliated insurance company and then remit to the unaffiliated insurance company the premiums we collect (net of refunds on paid out or renewed loans). The unaffiliated insurance company cedes life insurance premiums to our wholly-owned insurance subsidiary, RMC Reinsurance, Ltd. (RMC Reinsurance), as written and non-life premiums to RMC Reinsurance as earned. As of September 30, 2012, we had pledged a $1.3 million letter of credit to the unaffiliated insurance company to secure payment of life insurance claims. We maintain a cash reserve for life insurance claims in an amount determined by the unaffiliated insurance company. The unaffiliated insurance company maintains the reserves for non-life claims.

Other Income

Our other income consists primarily of late charges assessed on customers who fail to make a payment within a specified number of days following the due date of the payment (except in North Carolina, which does not permit late charges on direct consumer loans). Other income

also includes fees for extending the due date of a loan and returned check charges. Due date extensions are only available to a customer once every thirteen months, are available only to customers who are current on their loans, and must be approved by personnel at our headquarters. Less than 1% of scheduled payments were deferred in 2011 and in the nine months ended September 30, 2012.

Provision for Loan Losses

Provisions for loan losses are charged to income in amounts that we judge as sufficient to maintain an allowance for loan losses at an adequate level to provide for losses on the related finance receivables portfolio. Loan loss experience, contractual delinquency of finance receivables, the value of underlying collateral, and management s judgment are factors used in assessing the overall adequacy of the allowance and the resulting provision for loan losses. Our provision for loan losses fluctuates so that we maintain an adequate loan loss allowance that accurately reflects our estimates of losses in our loan portfolio. Therefore changes in our charge-off rates may result in changes to our provision for loan losses. While management uses the best information available to make its evaluation, future adjustments to the allowance may be necessary if there are significant changes in economic conditions or portfolio performance.

General and Administrative Expenses

Our general and administrative expenses are comprised of four categories: personnel, occupancy, advertising, and other. We typically measure our general and administrative expenses as a percentage of total revenue, which we refer to as our efficiency ratio.

Our personnel expenses are the largest component of our general and administrative expenses and consist primarily of the salaries, bonuses, and benefits associated with all of our branch, field and headquarters employees, and related payroll taxes. In connection with our initial public offering in March 2012, we granted awards of stock options to purchase an aggregate of 280,000 shares of our common stock to our executive officers and directors and stock options to purchase an aggregate of 30,000 shares to other employees, each pursuant to the Regional Management Corp. 2011 Stock Incentive Plan (the 2011 Stock Plan). Each stock option has an exercise price equal to the initial public offering price of $15.00 per share and vest in five equal annual installments beginning on the first anniversary of the grant date. We recorded a deferred stock-based compensation expense equal to the grant-date fair value of the stock options issued of $2.8 million, which is being recognized as compensation expense over the vesting period.

Our occupancy expenses consist primarily of the cost of renting our branches, all of which are leased, as well as the utility and other non-personnel costs associated with operating our branches.

Our advertising expenses consist primarily of costs associated with our live check direct mail campaigns (including postage and costs associated with selecting recipients), and maintaining our web site, as well as telephone directory advertisements and some local advertising by branches. These costs are expensed as incurred.

Other expenses consist primarily of various other expenses including legal, audit, office supplies, credit bureau charges, and postage.

We expect that our general and administrative expenses will increase as a result of the additional legal, accounting, insurance, and other expenses associated with being a public company.

Consulting and Advisory Fees

Consulting and advisory fees consist of amounts payable to the sponsors and certain former major stockholders, who were members of our management before our acquisition by the sponsors, pursuant to certain agreements that were terminated in connection with our initial public offering in March 2012.

Interest Expense

Our interest expense consists primarily of interest payable and amortization of debt issuance costs in respect of borrowings under our senior revolving credit facility and our mezzanine debt. Interest expense also includes costs attributable to the interest rate caps we enter into to manage our interest rate risk and unused line fees. Changes in the fair value of the interest rate cap are reflected in interest expense for the senior revolving credit facility and other notes payable. We repaid the mezzanine debt and a portion of the borrowings under our senior revolving credit facility with proceeds from our initial public offering in April 2012. We entered into an amended and restated senior revolving credit facility in January 2012, which was subsequently amended in July 2012. See Liquidity and Capital Resources.

Income Taxes

Incomes taxes consist primarily of state and federal income taxes. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts 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 effects of future tax rate changes are recognized in the period when the enactment of new rates occurs.

Table of Contents

Results of Operations

The following tables summarize key components of our results of operations for the periods indicated, both in dollars and as a percentage of total revenue (unaudited):

	Three Months Ended September 30,			
	2012		2011	
	Amount	% of Revenue	Amount	% of Revenue
	(Dollars in Thousands)			
Revenue:				
Interest and fee income	$ 31,089	87.6%	$ 23,406	87.6%
Insurance income, net	2,689	7.6%	2,139	8.0%
Other income	1,712	4.8%	1,176	4.4%
Total revenue	35,490	100.0%	26,721	100.0%
Expenses:				
Provision for loan losses	7,384	20.8%	4,569	17.1%
General and administrative expenses				
Personnel	8,539	24.1%	6,565	24.6%
Occupancy	2,301	6.5%	1,710	6.4%
Advertising	632	1.8%	406	1.5%
Other	2,832	8.0%	1,587	5.9%
Consulting and advisory fees			177	0.7%
Interest expense				
Senior revolving credit facility and other notes payable	2,705	7.6%	2,313	8.7%
Mezzanine debt-related parties			1,016	3.8%
Total interest expense	2,705	7.6%	3,329	12.5%
Total expenses	24,393	68.7%	18,343	68.6%
Income before taxes	11,097	31.3%	8,378	31.4%
Income taxes	4,109	11.6%	3,193	11.9%
Net income	$ 6,988	19.7%	$ 5,185	19.4%

Table of Contents

	Nine months ended September 30,			
	2012		2011	
	Amount	% of Revenue	Amount	% of Revenue
	(Dollars in Thousands)			
Revenue:				
Interest and fee income	$ 86,333	87.2%	$ 65,945	87.0%
Insurance income, net	7,684	7.8%	6,266	8.3%
Other income	5,029	5.1%	3,580	4.7%
Total revenue	99,046	100.0%	75,791	100.0%
Expenses:				
Provision for loan losses	18,918	19.1%	11,894	15.7%
General and administrative expenses				
Personnel	24,766	25.0%	19,381	25.6%
Occupancy	6,281	6.3%	4,771	6.3%
Advertising	1,857	1.9%	1,699	2.2%
Other	7,451	7.5%	4,799	6.3%
Consulting and advisory fees	1,451	1.5%	795	1.0%
Interest expense				
Senior revolving credit facility and other notes payable	7,557	7.6%	6,027	8.0%
Mezzanine debt-related parties	1,030	1.0%	3,019	4.0%
Total interest expense	8,587	8.7%	9,046	11.9%
Total expenses	69,311	70.0%	52,385	69.1%
Income before taxes	29,735	30.0%	23,406	30.9%
Income taxes	11,005	11.1%	8,566	11.3%
Net income	$ 18,730	18.9%	$ 14,840	19.6%

Table of Contents

The following tables sets forth certain information derived from the Company s consolidated financial statements and other operating data and ratios, for the periods indicated (unaudited):

Regional Management Corp.

Selected Financial Data

As of and for the Three Months and Nine months ended September 30, 2012 and 2011

(Unaudited)

(Dollars in thousands)

	Components of Increase in Interest Income Three Months Ended September 30, 2012 Compared to Three Months Ended September 30, 2011 Increase (Decrease)		
	Volume	Rate	Net
Small installment loans	$ 3,916	$ (296)	$ 3,620
Large installment loans	1,587	51	1,638
Automobile purchase loans	1,711	(276)	1,435
Furniture and appliance purchase loans	817	173	990
Total increase in interest income	$ 8,031	$ (348)	$ 7,683

	Three Months Ended September 30,	
Loans Originated (1)	2012	2011
Small installment loans	$ 135,840	$ 90,444
Large installment loans	23,604	15,985
Automobile purchase loans	34,036	29,773
Furniture and appliance purchase loans	9,788	4,563
Total finance receivables	$ 203,268	$ 140,765

	Three Months Ended September 30,			
	2012		2011	
	Amount	Percentage of Average Finance Receivables (Annualized)	Amount	Percentage of Average Finance Receivables (Annualized)
Net charge-offs as a percentage of average finance receivables	$ 6,032	6.5%	$ 4,069	6.0%
	Amount	Percentage of Total Revenue	Amount	Percentage of Total Revenue

Provision for loan losses	$ 7,384	20.8%	$ 4,569	17.1%
General and administrative expenses	$ 14,304	40.3%	$ 10,268	38.4%

	Amount	Growth Rate	Amount	Growth Rate
Same store finance receivables at period-end/Growth rate	$ 348,662	27.2%	$ 258,527	15.4%
Same store revenue growth rate		18.3%		14.6%

	Components of Increase in Interest Income Nine Months Ended September 30, 2012 Compared to Nine Months Ended September 30, 2011		
	Increase (Decrease)		
	Volume	Rate	Net
Small installment loans	$ 7,096	$ (154)	$ 6,942
Large installment loans	5,054	966	6,020
Automobile purchase loans	5,541	(157)	5,384
Furniture and appliance purchase loans	1,858	184	2,042
Total increase in interest income	$ 19,549	$ 839	$ 20,388

	Nine Months Ended September 30,	
Loans Originated (1)	2012	2011
Small installment loans	$ 291,576	$ 222,340
Large installment loans	59,289	41,547
Automobile purchase loans	96,834	93,375
Furniture and appliance purchase loans	26,692	9,129
Total finance receivables	$ 474,391	$ 366,391

	Nine months ended September 30,			
	2012		2011	
	Amount	Percentage of Average Finance Receivables (Annualized)	Amount	Percentage of Average Finance Receivables (Annualized)
Net charge-offs as a percentage of average finance receivables	$ 16,086	6.3%	$ 11,394	6.0%

Amount