

CASH AMERICA INTERNATIONAL, INC.

1600 West 7th Street
Fort Worth, Texas 76102

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held April 21, 2004

To Our Shareholders:

The Annual Meeting of Shareholders of Cash America International, Inc. (the "Company") will be held at the Fort Worth Club, 11th Floor, Fort Worth Club Building, 306 West 7th Street, Fort Worth, Texas on Wednesday, April 21, 2004 at 9:00 a.m., Central Standard Time, for the following purposes:

- (1) To elect seven (7) persons to serve as directors of the Company to hold office until the next annual meeting of shareholders or until their successors are duly elected and qualified;
- (2) To consider and act upon a proposal to approve the Cash America International, Inc. 2004 Long-Term Incentive Plan;
- (3) To consider and act upon a proposal to ratify the appointment of PricewaterhouseCoopers LLP as independent auditors of the Company for the year 2004; and
- (4) To transact such other business as may properly come before the meeting or any adjournments thereof.

Only holders of record of the Common Stock of the Company at the close of business on March 4, 2004 are entitled to notice of and to vote at the Annual Meeting. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding Common Stock entitled to vote at the meeting is required for a quorum to transact business. The stock transfer books will not be closed.

Management sincerely desires your presence at the meeting. However, so that we may be sure that your shares are represented and voted in accordance with your wishes, please sign and date the enclosed proxy and return it promptly in the enclosed stamped envelope. If you attend the meeting, you may revoke your proxy and vote in person.

By Order of the Board of Directors,

Hugh A. Simpson
Secretary

Fort Worth, Texas
March 22, 2004

CASH AMERICA INTERNATIONAL, INC.
1600 West 7th Street
Fort Worth, Texas 76102
(Principal Executive Offices)

PROXY STATEMENT

For

ANNUAL MEETING OF SHAREHOLDERS

April 21, 2004

SOLICITATION OF PROXIES

The proxy statement and accompanying proxy are furnished in connection with the solicitation by the Board of Directors of Cash America International, Inc., a Texas corporation (the "Company"), of proxies to be voted at the Annual Meeting of Shareholders (the "Annual Meeting") to be held at the Fort Worth Club located on the 11th Floor of the Fort Worth Club Building, 306 West 7th Street, Fort Worth, Texas on Wednesday, April 21, 2004 at 9:00 a.m., Central Standard Time, and at any recess or adjournment thereof. The solicitation will be by mail, and this Proxy Statement and the accompanying form of proxy will be mailed to shareholders on or about March 22, 2004.

The enclosed proxy, even though executed and returned, may be revoked at any time prior to the voting of the proxy by giving written notice of revocation to the Secretary of the Company at its principal executive offices or by executing and delivering a later-dated proxy or by attending the Annual Meeting and voting in person. However, no revocation shall be effective until the notice has been received by the Company at or before the Annual Meeting. Any revocation will not affect a vote on any matters taken prior to receipt of the revocation. Mere attendance at the Annual Meeting will not of itself revoke the proxy.

The expense of this proxy solicitation will be borne by the Company and will include reimbursement paid to brokerage firms and other custodians, nominees and fiduciaries for their expenses in forwarding solicitation material regarding the meeting to beneficial owners. The Company has retained Georgeson Shareholder Communications, Inc. to assist in the solicitation of proxies from shareholders and will pay the firm a fee of approximately \$5,500 for these services. Further solicitation of proxies may be made by telephone or other electronic communication following the original solicitation by directors, officers and regular employees of the Company or by its transfer agent. These persons will not be additionally compensated for these efforts, but they will be reimbursed by the Company for out-of-pocket expenses.

A copy of the Annual Report to Shareholders of the Company for its fiscal year ended December 31, 2003 is being mailed with this Proxy Statement to all shareholders entitled to vote, but it does not form any part of the information for solicitation of proxies.

VOTING SECURITIES OUTSTANDING; QUORUM

The record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting was the close of business on March 4, 2004 (the "Record Date"). At the close of business on March 4, 2004, there were 28,347,447 shares of Common Stock, par value \$.10 per share, issued and outstanding, each of which is entitled to one vote on all matters properly brought before the meeting. There are no cumulative voting rights.

The presence in person or by proxy of the holders of a majority of the issued and outstanding shares of Common Stock on the Record Date is necessary to constitute a quorum at the Annual Meeting. Assuming the presence of a quorum, the affirmative vote of a majority of the shares of Common Stock present, or represented by proxy, and entitled to vote at the Annual Meeting is necessary for the election of directors, for approval of the 2004 Long-Term Incentive Plan and for ratification of the appointment of independent auditors.

Shares voted for a proposal and shares represented by returned proxies that do not contain instructions to vote against a proposal or to abstain from voting will be counted as shares cast for the proposal. Shares will be counted as cast against the proposal if the shares are voted either against the proposal or to abstain from voting. Broker non-votes will not change the number of votes for or against the proposal and will not be treated as shares entitled to vote, but such shares will be counted for purposes of determining the presence of a quorum.

PURPOSES OF THE ANNUAL MEETING

At the Annual Meeting, the shareholders of the Company will consider and vote on the following matters:

- (1) Election of seven (7) persons to serve as directors of the Company to hold office until the next annual meeting of shareholders or until their successors are duly elected and qualified;
- (2) Approval of the Cash America International, Inc. 2004 Long-Term Incentive Plan;
- (3) Ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors of the Company for the year 2004; and
- (4) Such other business as may properly come before the meeting or any adjournments thereof.

ELECTION OF DIRECTORS

Shareholders will vote for seven (7) directors who are to be elected for a term expiring at the next annual meeting of shareholders or until their successors shall be elected and shall have qualified. The following slate of seven nominees has been chosen by the Board of Directors, and the Board recommends that each be elected. Unless otherwise indicated in the enclosed form of Proxy, the persons named in the proxy intend to nominate and vote for the election of the following nominees for the office of director. All of the nominees are presently serving as directors. Mr. Clifton H. Morris, Jr. has chosen not to stand for re-election, and hence is not a nominee.

<u>Name and Age</u>	<u>Principal Occupation During Past Five Years</u>	<u>Director Since</u>
Jack Daugherty (56)	Mr. Daugherty has served as Chairman of the Board and Chief Executive Officer of the Company from its inception until February 2000, when he retired from the position of Chief Executive Officer. Mr. Daugherty has owned and operated pawnshops since 1971.	1983
A. R. Dike (68)	Mr. Dike has owned and served as Chairman of the Board and Chief Executive Officer of The Dike Co., Inc. (a private insurance agency) for over twenty years. He served as Chairman of Willis Corroon Life, Inc. of Texas from 1991 through June 1999.	1988
Daniel R. Feehan (53)	Mr. Feehan assumed the position of Chief Executive Officer and President of the Company in February 2000, and prior to that served as President and Chief Operating Officer since January 1990.	1984
James H. Graves (55)	Mr. Graves has served as Managing Director and Partner of Erwin, Graves & Associates, LP, a management consulting firm located in Dallas, Texas, since January 2002. From November 2000 until January 2002, he served as Managing Director-Investment Banking for UBS Warburg, and prior to that he served as Chief Operating Officer and head of Equity Capital Markets at J. C. Bradford & Co., a Nashville based securities firm (acquired by Paine Webber in 2000), where he worked for more than five years	1996
B. D. Hunter (74)	Mr. Hunter has served since January 2000 as Vice Chairman of the Board of Service Corporation International, a publicly held company that owns and operates funeral homes and related businesses. For more than five years, Mr. Hunter has served as Chairman of the Board of Huntco, Inc. ("Huntco"), an intermediate steel processing company. He served as Chief Executive	1984

Officer of Huntco until May 2000. In February 2002, Huntco filed for protection under Chapter 11 of the U.S. Bankruptcy Code during a severe downturn in the steel industry.

Timothy J. McKibben (55)	Mr. McKibben has served as Chairman of the Board of Ancor Holdings, L.P., a private investment firm, since 1993, and prior to that he served as Chairman of the Board and President of Anago Incorporated, a medical products manufacturing company he co-founded in 1978.	1996
Alfred M. Micallef (61)	Mr. Micallef has served as President since 1974 and currently as Chairman of M International-Nev, Inc., formerly known as JMK International, Inc., a holding company of rubber and plastics manufacturing businesses.	1996

Each nominee for election as a director has consented to serve if elected. The Board of Directors does not contemplate that any of the above-named nominees for director will be unable to accept election as a director of the Company. Should any of them become unavailable for election as a director of the Company, then the persons named in the enclosed form of proxy intend to vote such shares represented in such proxy for the election of such other person or persons as may be nominated or designated by the Board of Directors. There are no family relationships among the Company's executive officers and the nominees for director.

Certain nominees for director of the Company hold directorships in companies with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934. Mr. Dike is a director of AmeriCredit Financial Corp. Mr. Feehan is a director of RadioShack Corporation, AZZ incorporated and Calloway's Nursery, Inc. Mr. Graves is a director of Hallmark Financial Services, Inc. and Detwiler Mitchell & Co. Mr. Hunter is a director of Service Corporation International. Mr. McKibben is a director of Calloway's Nursery, Inc. Mr. Micallef is a director of Lone Star Technologies, Inc.

Meetings and Committees of the Board of Directors

The Board of Directors held five meetings during the fiscal year ended December 31, 2003. Standing committees of the Board include the Executive Committee, Audit Committee, Management Development and Compensation Committee, and Nominating and Corporate Governance Committee. (The Executive Committee does not meet regularly and did not meet during fiscal 2003.) All directors attended 75% or more of the total number of meetings of the Board and of committees on which they serve.

While it does not have a formal policy requiring them to do so, the Company encourages its directors to attend the annual meeting of shareholders and anticipates that they will. All of the Company's directors attended the Company's 2003 Annual Meeting.

Audit Committee. The Audit Committee's principal responsibilities are described under "Audit Committee Report" in this Proxy Statement. Its members are Messrs. Graves, McKibben and

Micallef. The independence and “financial expert” status of Audit Committee members are also described under “Audit Committee Report” in this Proxy Statement. The Audit Committee held five meetings during fiscal 2003.

Management Development and Compensation Committee. The Management Development and Compensation Committee’s responsibilities include (i) overseeing the Company’s incentive compensation plans and equity-based plans, and (ii) annually reviewing and approving the corporate goals and objectives relevant to the Chief Executive Officer’s compensation, evaluating the CEO’s performance in light of those goals and objectives, and setting the CEO’s compensation level based on that evaluation. As part of its responsibilities, the Committee administers the Company’s 1994 Long-Term Incentive Plan, as amended, and will administer the Company’s 2004 Long-Term Incentive Plan if it is approved by the shareholders. The Committee’s decisions and recommendations relating to executive compensation are reviewed by the full Board of Directors. Its members are Messrs. Hunter, Dike, and Micallef. The Committee held four meetings during fiscal 2003.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee considers and recommends to the Board qualified candidates for inclusion on the slate of nominees for the Board of Directors. In addition, the Committee assists in developing and recommending corporate governance principles and practices, including determining director independence and committee membership. Its members are Messrs. McKibben, Graves and Morris. The Committee held four meetings during fiscal 2003. Candidates for director are selected for their character, judgment, and business experience and acumen. Financial expertise and familiarity with national and international issues affecting the Company’s business are among the relevant criteria. The Company’s Corporate Governance Principles also require that a majority of the Board be independent in accordance with New York Stock Exchange listing standards. The Committee will consider candidates meeting these criteria who are suggested by directors, management, shareholders and search firms hired to identify and evaluate qualified candidates. Shareholders may submit recommendations by written notice addressed to the Corporate Secretary of the Company. The recommendation notice must be received by the Secretary not later than November 22, 2004.

Directors' Compensation

Directors each receive a retainer of \$5,000 per quarter and a meeting fee of \$1,500 per Board meeting attended. The Audit Committee chair receives an annual retainer of \$8,000, and the chairs of the Management Development and Compensation Committee and the Nominating and Corporate Governance Committee each receive annual retainers of \$5,000. All committee members receive meeting fees of \$1,000 for each committee meeting attended. Nonemployee directors may elect to defer all or part of their cash compensation in a calendar year. All amounts deferred are deferred in the form of Company Common Stock based on the fair market value of the Common Stock as of the last trading day of the month in which the cash compensation is earned. The nonemployee director is entitled to receive the Common Stock upon retirement or separation of service from the Board for any reason.

Effective October 25, 1989, options to purchase shares of the Company's common stock were granted under the 1989 Non-Employee Director Stock Option Plan in the following amounts (after adjustment for stock splits in 1990 and 1992): 225,000 shares to each non-employee director serving on the Executive Committee of the Board of Directors (i.e., Mr. Morris), 150,000 shares to each other non-employee director with at least two years of service on the Board of Directors as of the date of grant (i.e., Mr. Hunter) and 120,000 shares to each other non-employee director (i.e., Mr. Dike). Messrs. Morris, Hunter and Dike exercised all of their options and sold all of the underlying shares in September 2003. The expiration date of the options was October 25, 2004.

The Company's 1994 Long-Term Incentive Plan also provides for the grant of stock options to non-employee directors. Under this Plan, non-employee directors receive options to purchase 5,000 shares of the Company's common stock upon joining the Board of Directors. Those directors continuing their service receive options for 2,500 shares at the time of each annual meeting of shareholders. In each case, the exercise price of the options is the closing price of the Company's common stock on the New York Stock Exchange on the day preceding the grant date. The options issued under this Plan vest one year after the grant date and expire upon the earlier of five (5) years after the director's retirement date or ten (10) years after the grant date.

Corporate Governance

The Board of Directors has adopted a Code of Business Conduct and Ethics to govern the conduct of all of the officers, directors and employees of the Company. The Board has also adopted Corporate Governance Principles, which detail the functions, activities and administration of the Board and its committees. In addition to the Amended and Restated Charter of the Audit Committee attached to this Proxy Statement as APPENDIX A, the Board has adopted charters for the Management Development and Compensation Committee and the Nominating and Corporate Governance Committee. The Code, Corporate Governance Principles, and committee charters can be accessed on the Company's website at www.cashamerica.com. Under the Corporate Governance Principles, the Chair of the Nominating and Corporate Governance Committee serves as presiding director in all meetings of non-management directors.

Director Independence

The Board of Directors has determined that, with the exception of Daniel R. Feehan, President and CEO of the Company, and Jack R. Daugherty, Chairman of the Board and former CEO of the Company, all of its directors, including all of the members of the Audit, Management Development and Compensation, and Nominating and Corporate Governance Committees, are “independent” as defined by the listing standards of the New York Stock Exchange currently in effect and approved by the Securities and Exchange Commission (“SEC”), all applicable rules and regulations of the SEC, and for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. No director is deemed independent unless the Board affirmatively determines that the director has no material relationship with the Company, either directly or as an officer, shareholder or partner of an organization that has a relationship with the Company. In making its determination, the Board observes all criteria for independence established by the rules of the SEC and the New York Stock Exchange. In addition, the Board considers all commercial, banking, consulting, legal, accounting, charitable or other business relationships any director may have with the Company.

Procedure for Contacting Directors

The Board of Directors has established a procedure for shareholders to send communications to the Board. Shareholders may communicate with the Board generally or with a specific director at any time by writing to the Company’s Corporate Secretary at the Company’s address, 1600 West 7th Street, Fort Worth, Texas 76102. The Secretary will review all messages received and will forward any message that reasonably appears to be a communication from a shareholder about a matter of shareholder interest that is intended for communication to the Board. Communications will be sent as soon as practicable to the director to whom they are addressed, or if addressed to the Board generally, to the Chairman of the Nominating and Corporate Governance Committee. Because other appropriate avenues of communication exist for matters that are not of shareholder interest, such as general business complaints or employee grievances, communications that do not relate to matters of shareholder interest will not be forwarded to the Board. The Corporate Secretary has the option, but not the obligation, to forward these other communications to appropriate channels within the Company.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The Company has only one outstanding class of equity securities, its Common Stock, par value \$.10 per share.

The following table sets forth certain information, as of the Record Date, with respect to each person or entity who is known to the Company to be the beneficial owner of more than five percent (5%) of the Company's Common Stock. The information below was derived solely from filings made by these owners with the Securities and Exchange Commission.

<u>Name and Address of Beneficial Owner</u>	<u>Amount of Beneficial Ownership</u>	<u>Percent of Class</u>
Delaware Management Holdings 2005 Market Street Philadelphia, PA 19103	2,603,848 (1)	9.30%
Barclays Global Investors, NA 45 Fremont Street San Francisco, CA 94105	2,279,636 (2)	8.14%

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- (1) Based upon information contained in a Schedule 13G, filed with the Company, which indicates that Delaware Management Holdings has sole voting power with regard to 2,594,282 shares, has shared voting power with regard to 241 shares, and has the sole right to dispose of all 2,603,848 shares.
- (2) Based upon information contained in a Schedule 13G, filed with the Company, which indicates that Barclays Global Investors, NA beneficially owns 2,279,636 shares and has sole voting and dispositive power with respect to 2,108,017 shares.

The following table sets forth information with respect to the beneficial ownership of the Company's Common Stock, as of March 4, 2004 by its directors, nominees for election as directors, named executive officers, and all directors and executive officers as a group.

<u>Name</u>	<u>Amount and Nature of Beneficial Ownership (1) (2)</u>	<u>Percent of Class</u>
Jack Daugherty	148,459	.52%
A. R. Dike	26,000	*
Daniel R. Feehan	747,046	2.59%
James H. Graves	41,601	.15%
B. D. Hunter	30,000 (3)	.11%
Timothy J. McKibben	24,125	*
Alfred M. Micallef	7,500	*
Clifton H. Morris, Jr.	19,500 (4)	*
James H. Kauffman	282,657	.99%
Thomas A. Bessant, Jr.	191,688	.67%
Michael D. Gaston	148,270 (5)	.52%
Jerry D. Finn	50,775	.18%
All Directors and Executive Officers as a group (15 persons)	2,032,086 (6)	6.79%

* Indicates ownership of less than .1% of the Company's Common Stock.

- (1) Beneficial ownership as reported in the above table has been determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended. Unless otherwise indicated, each of the persons named has sole voting and investment power with respect to the shares reported.
- (2) Except for the percentages of certain parties that are based on options exercisable within sixty days of March 4, 2004, as indicated below, the percentages indicated are based on 28,347,447 shares of Common Stock issued and outstanding on March 4, 2004. In the case of parties holding options, the percentage ownership is calculated by including as outstanding those shares presently purchasable or purchasable within the next sixty days underlying such options. The shares subject to options that are exercisable within sixty days of March 4, 2004 are as follows: Mr. Daugherty - 143,344 shares; Mr. Dike - 15,000 shares; Mr. Feehan - 508,486 shares; Mr. Hunter - 15,000 shares; Messrs. Graves and McKibben - 20,000 shares; Mr. Micallef - 7,500 shares; Mr. Morris - 17,500 shares; Mr. Kauffman - 175,000 shares; Mr. Bessant - 146,729 shares; Mr. Gaston - 130,906 shares; and Mr. Finn - 50,625 shares.
- (3) This amount includes 15,000 shares held by a corporation that Mr. Hunter indirectly controls. Mr. Hunter disclaims beneficial ownership of such shares.
- (4) This amount includes 2,000 shares owned by Mr. Morris' wife.
- (5) This amount includes 3,500 shares owned by Mr. Gaston's wife.
- (6) This amount includes 1,560,764 shares that directors and executive officers have the right to acquire within the next sixty days through the exercise of stock options.

Compliance With Section 16(a) of the Securities Exchange Act of 1934

The Company's executive officers and directors are required to file under Section 16(a) of the Securities Exchange Act of 1934 reports of ownership and changes of ownership with the Securities and Exchange Commission. Based solely upon its review of the copies of such reports received by it, and written representations from individual directors and executive officers, the Company believes that during the fiscal year ended December 31, 2003 all filing requirements applicable to executive officers and directors have been complied with, except as follows: Form 4's for the stock option grants reflected in the "Option/SAR Grants in Last Fiscal Year" table below and for the restricted stock unit grants reflected in the "Summary Compensation Table" below were filed on February 13, 2003 and January 7, 2004 respectively, as were the Form 4's for the corresponding grants to the Company's other executive officers (Messrs. Robert D. Brockman, William R. Horne, and Hugh A. Simpson). Mr. Alfred M. Micallef, director, also filed a late Form 4 on November 12, 2003.

EXECUTIVE COMPENSATION

The following sets forth information for each of the Company's last three fiscal years concerning the compensation of the Company's Chief Executive Officer and each of the other four most highly compensated executive officers who were serving as executive officers at the end of the last fiscal year.

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation		Long-Term Compensation Awards		
		Salary (\$)	Bonus (\$)	Restricted Stock Unit Awards (\$)	Securities Underlying Options/SAR (#)	All Other Compensation (\$)(1)
Daniel R. Feehan CEO and President	2003	458,604	486,100	1,138,685 (2)	62,500	116,061
	2002	441,501	290,761	-	62,500	40,317
	2001	423,469	112,468	-	-	38,101
James H. Kauffman Executive VP - International Operations	2003	270,921	229,735	377,110 (2)	25,000	54,764
	2002	271,318	138,757	-	25,000	12,957
	2001	278,415	55,871	-	-	8,797
Thomas A. Bessant, Jr. Executive VP - CFO	2003	222,384	188,593	236,587 (2)	50,000	38,350
	2002	215,088	113,089	-	25,000	5,950
	2001	203,942	43,356	-	-	6,052
Michael D. Gaston Executive VP - Business Development	2003	210,329	178,357	263,816 (2)	25,000	39,478
	2002	203,310	106,896	-	25,000	7,290
	2001	196,290	41,670	-	-	6,499
Jerry D. Finn Executive VP - Domestic Pawn Operations	2003	207,528	175,974	341,775 (2)	25,000	40,006
	2002	200,750	105,550	-	25,000	7,355
	2001	193,308	41,045	-	-	6,064

(1) The amounts disclosed in this column for 2003 include:

- (a) Company contributions of the following amounts under the Company's 401(k) Savings Plan on behalf of Mr. Feehan: \$19,184; Mr. Kauffman: \$10,242; Mr. Bessant: \$5,935; Mr. Gaston: \$8,306; and Mr. Finn: \$8,202.
- (b) Company contributions of the following amounts under the Company's Supplemental Executive Retirement Plan, adopted effective January 1, 2003, on behalf of Mr. Feehan: \$70,784; Mr. Kauffman: \$39,186; Mr. Bessant: \$32,118; Mr. Gaston: \$30,372; and Mr. Finn: \$29,973.
- (c) Payment by the Company of premiums for term life insurance on behalf of Mr. Feehan: \$1,093; Mr. Kauffman: \$5,336; Mr. Bessant: \$297; Mr. Gaston: \$800; and Mr. Finn: \$1,831.
- (d) Annual premium payments under split-dollar life insurance policy on Mr. Feehan (\$25,000). The split-dollar insurance arrangement between the Company and Mr. Feehan was terminated in December 2003.

(2) Consists of grants of 59,214, 19,610, 12,303, 13,719 and 17,773 restricted stock units on December 22, 2003 to Messrs. Feehan, Kauffman, Bessant, Gaston and Finn, respectively, each valued at the market price of the Company's Common Stock as of the date of grant. If the holder is age 50 or older, the units vest in equal installments over the number of whole and fractional 12-month periods between the grant date and the date on which the holder reaches age 65, provided the holder continues to be employed by the Company on the vesting date. If the holder is under age 50, 1/15th of the units vest upon each anniversary of the grant date, provided the holder continues to be employed by the Company on the vesting date. Holders of these restricted stock units are not entitled to receive dividends unless and until they receive the underlying shares. As of December 31, 2003, Messrs. Feehan, Kauffman, Bessant, Gaston and Finn did not hold any restricted stock units or restricted shares other than these units, and the values of their units on that date, based on the closing price of the Company's Common Stock on December 31, 2003, were \$1,254,153, \$415,340, \$260,578, \$290,568, and \$376,432, respectively.

The following table shows all individual grants of stock options to the named executive officers of the Company during the fiscal year ended December 31, 2003.

Option/SAR Grants in Last Fiscal Year

Individual Grants

	Number of Securities Underlying Options/SARs Granted <u>(#)(1)</u>	% of Total Options/SARs Granted to Employees in <u>Fiscal Year</u>	Exercise or Base Price <u>(\$/Sh)</u>	Expiration <u>Date</u>	Grant Date Present Value \$ <u>(2)</u>
Daniel R. Feehan	62,500	10.9	\$9.41	01/22/13	416,000
James H. Kauffman	25,000	4.4	\$9.41	01/22/13	166,000
Thomas A. Bessant, Jr.	50,000	8.7	\$9.41	01/22/13	332,000
Michael D. Gaston	25,000	4.4	\$9.41	01/22/13	166,000
Jerry D. Finn	25,000	4.4	\$9.41	01/22/13	166,000

(1) These stock options were granted on January 22, 2003 and vest in 25% increments on each anniversary date of the grant beginning January 22, 2004, or in accordance with certain share price appreciation criteria as follows: The options vest 50% if the market price of the Company's common stock equals or exceeds 150% of the exercise price for 20 consecutive calendar days, and the options vest 100% if the market price equals or exceeds 200% of the exercise price for 20 consecutive calendar days. As of December 31, 2003, these options were 100% vested.

(2) As permitted by the Securities and Exchange Commission's rules on executive compensation disclosure, the company used the Black-Scholes model of option valuation to determine grant date present value. The Company does not advocate or necessarily agree that the Black-Scholes model can properly determine the value of an option. Calculations are based upon the following assumptions as of the grant date: (i) dividend yield per share of .53% based on the Company's history of dividend payments; (ii) volatility of 50.1%; (iii) an expected option term of approximately 8.4 years; and (iv) a risk-free rate of return of 4.13% (based on the then quoted yield of U.S. Treasury Strips maturing approximately 8 years from the grant date).

The following table provides information concerning option exercises in fiscal 2003 and the value of unexercised options held by each of the named executive officers at the end of the Company's last fiscal year.

**Aggregated Option/SAR Exercises in Last Fiscal Year
and FY-End Option/SAR Values**

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options/SARs at FY-End (#)	Value of Unexercised In-the-Money Options/SARs at FY- End (\$) (1)
			Exercisable / Unexercisable	Exercisable / Unexercisable
Daniel R. Feehan	297,450	3,143,025	367,343 / 141,143	4,373,229 / 1,514,863
James H. Kauffman	-	-	112,500 / 62,500	1,290,156 / 665,156
Thomas A. Bessant, Jr.	2,500	38,462	108,100 / 38,629	1,299,346 / 417,674
Michael D. Gaston	10,000	130,500	85,453 / 45,453	981,121 / 488,421
Jerry D. Finn	82,425	627,528	12,500 / 38,125	147,125 / 412,448

(1) Values stated are based upon the closing price of \$21.18 per share of the Company's Common Stock on the New York Stock Exchange on December 31, 2003, the last trading day of the fiscal year.

The following table summarizes the Company's equity compensation plan information as of December 31, 2003.

Equity Compensation Plan Information			
Plan Category	Common shares to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Common shares available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by the Company's shareholders	2,342,465 (1)	\$9.75	619,814 (2)
Equity compensation plans not approved by the Company's shareholders (3)	-	-	-
Totals	2,342,465	\$9.75	619,814

(1) Consists of the following shares of stock to be issued upon the exercise of outstanding stock options granted under the following plans:

- (a) 179,400 shares under the 1987 Stock Option Plan
- (b) 200,000 shares under the 1989 Non-Employee Director Stock Option Plan
- (c) 1,963,065 shares under the 1994 Long-Term Incentive Plan

(2) Consists entirely of shares available for issuance under the 1994 Long-Term Incentive Plan.

(3) The Company has no equity compensation plans that were not approved by the Company's shareholders.

Management Development and Compensation Committee Report

Overall Executive Compensation Policies

The basic philosophy of the Company's executive compensation program is to link the compensation of its executive officers (including the named executive officers) to their contribution toward the enhancement of shareholder value. Consistent with that philosophy, the program is designed to meet the following policy objectives:

- Attracting and retaining qualified executives critical to the long-term success of the Company.

- Tying executive compensation to the Company's general performance and specific attainment of long-term strategic goals.
- Rewarding executives for contributions to strategic management designed to enhance long-term shareholder value.
- Providing incentives that align the executives' interests with those of the Company's shareholders.

Elements of Executive Compensation

The Company's executive compensation program consists of the following elements designed to meet the policy objectives set out above:

Base Salary

The Committee sets the annual salary of the Company's Chief Executive Officer and reviews the annual salaries of the Company's other executive officers. In setting appropriate annual salaries, the Committee takes into consideration the minimum salaries set forth in the Chief Executive Officer's employment contract (described elsewhere in this Proxy Statement), the level and scope of responsibility, experience, and performance of the executive, the internal fairness and equity of the Company's overall compensation structure, and the relative compensation of executives in similar positions in the marketplace. The Committee relies on information supplied by an outside compensation consulting firm pertaining to competitive compensation. The Company's executive compensation program is designed to position base salary at the 50th percentile of the competitive market and total cash compensation, including annual performance incentives, at the 75th percentile of the competitive market. The Committee believes that the few companies in the peer group described below under "Performance Graph" may not be included in the surveys used for compensation comparisons. Those surveys represent a much broader collection of U.S. companies.

Annual Incentive Compensation

The Company's executive compensation program consists of both short-term and long-term incentive components.

a. Short-Term Component

Under this component, the Company's executive officers are eligible to receive annual incentive cash bonuses, depending on the extent to which the Company's operating performance for the year exceeds that of the previous year. In the event the Company's operating performance hits a specified target under the financial plan, then the officers' bonuses are equal to certain percentages of their annual base salaries. The target bonus percentage for the Company's Chief Executive Officer is 50%. The target bonus percentages for the other officers vary depending upon each

officer's position with the Company, and the bonus amount increases in the event the Company's operating performance exceeds the financial plan.

b. Long-Term Component

Under this component, the Company's executive officers are eligible to receive long-term incentive grants in the form of restricted stock and/or stock options, with the number of shares of stock and/or options tied to certain percentages of the officers' annual base salaries. The applicable percentage varies depending upon the officer's position with the Company. The allocation between restricted stock and stock options is determined by the Committee at its discretion. The Company's 1994 Long-Term Incentive Plan (the "1994 Plan") allows for these forms of stock-based long-term incentive compensation awards. This long-term incentive component is designed to further the objective of fostering and promoting improvement in long-term financial results and increases in shareholder value. The Company has granted options to its executive officers in recent years at an exercise price equal to the closing price of the Company's common stock on the New York Stock Exchange on the day preceding the date of grant. This arrangement rewards effective management that results in long-term increases in the Company's stock price. The options granted to certain of the Company's executive officers in 2003 vest in 25% increments on each of the first four anniversaries of the date of grant. However, vesting accelerates if the Company's stock price hits certain target levels: the options vest 50% if the stock price equals or exceeds 150% of the exercise price for twenty consecutive calendar days, and the options vest 100% if the stock price equals or exceeds 200% of the exercise price for twenty consecutive calendar days. With these grants, the Company further strengthened the link between its senior management's interests and those of the Company's shareholders.

Deductibility Cap on Executive Compensation

A federal tax law enacted in 1994 disallows corporate deductibility for certain compensation paid in excess of \$1,000,000 to the Chief Executive Officer and the four other most highly paid executive officers. "Performance-based compensation," as defined in the tax law, is not subject to the deductibility limitation, provided certain shareholder approval and other requirements are met. Although the cash compensation paid to the Company's Chief Executive Officer and the four other most highly paid executive officers is below the \$1,000,000 level in each case, the Committee determined that the Company should seek to ensure that future stock option and performance award compensation under the 1994 Plan qualifies as "performance-based compensation." Accordingly, the 1994 Plan is intended to meet the requirements of this tax law and thereby preserve full deductibility of both stock option and stock-based performance award compensation expense.

CEO's Compensation For Fiscal 2003

The fiscal 2003 salary of Mr. Daniel R. Feehan, Chief Executive Officer of the Company, was based primarily on his rights under his employment agreement with the Company. Under that agreement, Mr. Feehan's minimum base salary was \$433,000. At the same time in 2003 that other Company officers received merit increases in their base salaries, the Committee approved a 3.5% increase in Mr. Feehan's base salary. The Committee believes that the total cash compensation paid to Mr. Feehan was appropriate in light of the Company's accomplishments in 2003, which included record revenues and earnings, eclipsing the \$1.00 per share mark in earnings for the first time in the Company's history, and successfully completing the Cashland acquisition--the Company's largest acquisition to date.

These 2003 accomplishments also support the Committee's belief that the fiscal 2003 cash compensation of the Company's other executive officers was set at appropriate levels.

MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE

B. D. Hunter, Chairman
A. R. Dike
Alfred M. Micallef

Notwithstanding anything to the contrary set forth in any of the Company's previous filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 that might incorporate future filings, including this Proxy Statement, in whole or in part, the preceding report and the Performance Graph on Page 14 shall not be incorporated by reference into any such filings.

Compensation Committee Interlocks and Insider Participation

None of the members of the Management Development and Compensation Committee of the Company's Board of Directors is an officer, former officer, or employee of the Company or any subsidiary of the Company or has any interlocking relationship with another entity requiring disclosure.

Employment Contracts, Termination of Employment and Change-in-Control Arrangements

Mr. Feehan's employment agreement was amended and restated effective January 21, 2004. The initial term of Mr. Feehan's agreement expires April 30, 2006. Compensation is determined annually by the Company's Board of Directors, subject to minimum annual compensation of \$433,000. Included in the agreement is Mr. Feehan's covenant not to compete with the Company during the term of his employment and for a period of three years thereafter. The employment agreement also provides that if he is terminated by the Company other than for cause, the Company will pay to Mr. Feehan the remainder of his current year's salary plus an amount equal to his salary, at the then current rate, for a period equal to the greater of three years or the remainder of the term of the agreement, with that amount payable in thirty-six equal monthly installments. In the event he

resigns or is terminated other than for cause within twelve months after a "change in control" of the Company (as that term is defined in the employment agreement), he will be entitled to (1) earned and unpaid salary, (2) a pro-rated portion of the target bonus under the existing bonus plan based on the number of months employed during the year, (3) a lump sum equal to three times his annual salary, (4) a lump sum equal to three times the greater of (i) the target bonus for the year, or (ii) the actual bonus for the preceding year, (5) immediate vesting of any outstanding unvested cash-based and equity-based long-term incentive awards, (6) continued health benefits for thirty-six months, and (7) executive placement services from an executive search/placement firm. In addition, the Company would be obligated to pay him an amount sufficient to cover the costs of any excise tax that may be triggered by the payments referred to in the preceding sentence, together with an amount sufficient to cover his additional state and federal income, excise, and employment taxes that may arise on this additional payment.

In conjunction with his retirement from the position of Chief Executive Officer of the Company, Mr. Daugherty entered into an amended and restated employment agreement with the Company effective February 1, 2000. The term of Mr. Daugherty's agreement expires January 31, 2005, with no provision for renewal or extension. His annual compensation under the agreement is \$200,000. Included in the agreement is Mr. Daugherty's covenant not to compete with the Company during the term of his employment and for a period of three years thereafter. The agreement also provides that if Mr. Daugherty is terminated by the Company other than for cause, the Company will pay him the remainder of his current year's salary plus an amount equal to his salary, at the then current rate, for a period equal to the greater of three years or the remainder of the term of the agreement, with that amount payable in thirty-six equal monthly installments. However, the agreement does not provide for any separation payment following a "change in control."

On December 22, 2003, the Company entered into separate Executive Change-in-Control Severance Agreements with each of its executive vice presidents, namely Thomas A. Bessant, Jr., Robert D. Brockman, Jerry D. Finn, Michael D. Gaston, William R. Horne, James H. Kauffman, and Hugh A. Simpson. These agreements provide that if the executive is terminated other than for cause within twenty-four months after a "change in control" of the Company (as that term is defined in the agreement), then the executive will be entitled to (1) earned and unpaid salary, (2) a pro-rated portion of the target bonus under the existing bonus plan based on the number of months employed during the year, (3) a lump sum equal to two times the executive's annual salary, (4) a lump sum equal to two times the greater of (i) the target bonus for the year, or (ii) the actual bonus for the preceding year, (5) immediate vesting of any outstanding unvested cash-based and equity-based long-term incentive awards, (6) continued health benefits for twenty-four months, and (7) executive placement services from an executive search/placement firm. In addition, the Company would be obligated to pay the executive an amount sufficient to cover the costs of any excise tax that may be triggered by the payments referred to in the preceding sentence, together with an amount sufficient to cover his additional state and federal income, excise, and employment taxes that may arise on this additional payment.

Performance Graph

The following Performance Graph shows the changes over the past five year period in the value of \$100 invested in: (1) the Company's Common Stock, (2) the Standard & Poor's 500 Index, and (3) the common stock of a peer group of companies whose returns are weighted according to their respective market capitalizations. The values of each investment as of the beginning of each year are based on share price appreciation and the reinvestment of dividends. The peer group consists of the other companies in the pawnbroking industry with publicly traded common stock.

[Insert Performance Graph]

Transactions With Management

In December 1999, the Company sold the assets of three of its pawnshop units, along with certain real estate, to Ace Pawn, Inc. ("Ace"), a corporation controlled by the Company's then Chairman of the Board and Chief Executive Officer Jack R. Daugherty. The Company financed Ace's purchase of the assets, receiving promissory notes secured by a security interest in all of Ace's assets. During 2003, the highest unpaid balance of principal and accrued interest on these notes was \$2,609,142. Simultaneously with the purchase of the three pawnshops, Ace entered into standard form Franchise Agreements with the Company to operate the pawnshops as franchised "Cash America" units. Ace repaid the notes in full in January 2003 and continues to operate the pawnshops under the Franchise Agreements. In October 2003, the Company purchased one of the pawnshops from Ace for \$2,461,000 cash. The purchase price was determined by independent appraisal and was approved by the Company's Board of Directors.

The Board of Directors of the Company adopted an officer stock loan program in 1994, modified the program in 1996 and in 2001, and discontinued the program in 2002 with no further principal advances to be made. The purpose of the program was (i) to facilitate and encourage the ownership of Company common stock by the officers of the Company and (ii) to establish the terms for stock loan transactions with officers. Participants in the program could utilize loan proceeds to acquire and hold common stock of the Company by means of option exercises or otherwise. The stock held as a result of the loan is pledged to the Company to secure the obligation to repay the loan. At its July 24, 2002 meeting, the Board further modified the program as follows: the interest rate on all outstanding loans was set at a fixed rate of six percent (6%) per annum; all outstanding loans were converted to a five-year maturity date with all principal and interest due at maturity; and all of the prior triggering events that could cause the loan to become a nonrecourse obligation to the borrower, except for a "change in control" of the Company, were eliminated. As of February 29, 2004, Messrs. Feehan, Kauffman, and Bessant had stock loans outstanding under this program in the aggregate principal amounts of \$1,674,379, \$431,779, and \$364,087, respectively. These were also the highest amounts by which Messrs. Kauffman and Bessant were indebted under the program during 2003. On September 25, 2003, Mr. Feehan made a payment of \$1,000,000 on his stock loan. This reduced the outstanding balance of the loan from \$2,674,379, which was the highest amount by which he was indebted during 2003, to \$1,674,379.

AUDIT COMMITTEE REPORT

The Audit Committee consists of three non-employee members of the Board of Directors (listed below). After reviewing the qualifications of the current members of the Committee, and any relationships they may have with the Company that might affect their independence from the Company, the Board has determined that (1) all current Committee members are "independent" as that concept is defined in Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (2) all current Committee members are "independent" as that concept is defined in the applicable rules of the NYSE, (3) all current Committee members are financially literate, and (4) Mr. Graves qualifies as an audit committee financial expert under the applicable rules promulgated pursuant to the Exchange Act.

The Board of Directors appointed the undersigned directors as members of the Committee and adopted a written charter setting forth the procedures and responsibilities of the Committee. The Committee's responsibilities include: (i) reviewing the independence, qualifications, services, fees, and performance of the Company's independent auditors, (ii) appointing, replacing and discharging the independent auditors, (iii) pre-approving the professional services provided by the independent auditors, (iv) reviewing the scope of the annual audit and reports and recommendations submitted by the independent auditors, and (v) reviewing the Company's financial reporting and accounting policies, including any significant changes, with management and the independent auditors. Each year, the Committee reviews the charter and reports to the Board on its adequacy in light of applicable NYSE rules. A copy of the charter is attached to this Proxy Statement as APPENDIX A.

During the last year, and earlier this year in preparation for the filing with the SEC of the Company's annual report on Form 10-K for the year ended December 31, 2003 (the "10-K"), the Committee:

- reviewed and discussed the audited financial statements included in the 10-K with management and the Company's independent auditors;
- reviewed the overall scope and plans for the audit and the results of the independent auditors' examinations;
- met with management periodically during the year to consider the adequacy of the Company's internal controls and the quality of its financial reporting and discussed these matters with the Company's independent auditors and with appropriate Company financial personnel and internal auditors;
- discussed with the Company's senior management, independent auditors and internal auditors the process used for the Company's Chief Executive Officer and Chief Financial Officer to make the certifications required by the SEC and the Sarbanes-Oxley Act of 2002 in connection with the 10-K and other periodic filings with the SEC;

- reviewed and discussed with the independent auditors (1) their judgments as to the quality (and not just the acceptability) of the Company's accounting policies, (2) the written communication required by Independence Standards Board Standard No. 1, "Independence Discussions with Audit Committees" and the independence of the independent auditors, and (3) the matters required to be discussed with the Committee under auditing standards generally accepted in the United States, including Statement on Auditing Standards No. 61, "Communication with Audit Committees";
- based on these reviews and discussions, as well as private discussions with the independent auditors and the Company's internal auditors, recommended to the Board of Directors the inclusion of the audited financial statements of the Company and its subsidiaries in the 10-K; and
- determined that the non-audit services provided to the Company by the independent auditors (discussed below under "Independent Auditors") are compatible with maintaining the independence of the independent auditors. The Committee's pre-approval policies and procedures are discussed below under "Independent Auditors."

Notwithstanding the foregoing actions and the responsibilities set forth in the Committee charter, the charter clarifies that it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and in accordance with generally accepted accounting principles. Management is responsible for the Company's financial reporting process, including its system of internal controls, and for the preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States. The independent auditors are responsible for expressing an opinion on those financial statements. Committee members are not employees of the Company or accountants or auditors by profession or experts in the fields of accounting or auditing. Therefore, the Committee has relied, without independent verification, on management's representation that the financial statements have been prepared with integrity and objectivity and in conformity with accounting principles generally accepted in the United States and on the representations of the independent auditors included in their report on the Company's financial statements.

The Committee meets regularly with management and the independent and internal auditors, including private discussions with the independent auditors and the Company's internal auditors and receives the communications described above. The Committee has also established procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters. However, this oversight does not provide us with an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or policies, or

appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, our considerations and discussions with management and the independent auditors do not assure that the Company's financial statements are presented in accordance with generally accepted accounting principles or that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards.

The information contained in this report shall not be deemed to be "soliciting material" or to be "filed" with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filings with the Securities and Exchange Commission, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended, or the Exchange Act.

AUDIT COMMITTEE

James H. Graves, Chairman
Timothy J. McKibben
Alfred M. Micallef

PROPOSAL TO APPROVE THE 2004 LONG-TERM INCENTIVE PLAN

Background Information

The Board of Directors has adopted, subject to shareholder approval, the Company's 2004 Long-Term Incentive Plan (the "2004 Plan"). The purpose of the 2004 Plan is to promote the interests of the Company and its shareholders and give it a competitive advantage by (i) attracting and retaining executive personnel and other key employees of outstanding ability; (ii) motivating executive personnel and other key employees, by means of performance-related incentives, to achieve longer-range performance goals; and (iii) enabling such employees to participate in the long-term growth and financial success of the Company by acquiring a proprietary interest in the Company.

The following summary of the 2004 Plan is qualified in its entirety by reference to the full text of the 2004 Plan, which is attached to this Proxy Statement as APPENDIX B.

General Administration of the Plan

The 2004 Plan will be administered by the Management Development and Compensation Committee of the Board of Directors (the "Committee"). The Committee will be authorized to grant to key employees of the Company awards in the form of stock options, performance shares, and restricted stock. In addition, the Committee will have the authority to grant other stock-based awards in the form of stock appreciation rights, restricted stock units, and stock unit awards. The 2004 Plan will become effective upon

approval by the shareholders and will expire ten years from such effective date unless terminated earlier or extended by the Board of Directors.

Each member of the Committee must be a "non-employee director" within the meaning of Rule 16b-3 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), an "independent director" within the meaning of the New York Stock Exchange listing standards, as amended, and an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). The Committee will select persons to receive grants from among the eligible participants, determine the types of grants and number of shares to be awarded to grantees, and set the terms, conditions, and provisions of the grants consistent with the 2004 Plan. The Committee has authority to amend awards and to accelerate vesting and/or exercisability of awards, provided that it cannot amend an outstanding option to reduce its exercise price or cancel an option and replace it with an option with a lower exercise price. The Committee may also establish rules for administration of the 2004 Plan.

Eligibility

The Committee will select grantees from among the key employees, officers, directors and consultants (other than members of the Committee) of the Company and its subsidiaries. The eligible participants will be those who, in the opinion of the Committee, have the capacity for contributing in a substantial measure to the successful performance of the Company.

Shares Subject to the Plan

Subject to adjustment as described below, a maximum 850,000 shares of Company Common Stock may be issued under the 2004 Plan. The aggregate number of shares that may be issued upon the exercise of incentive stock options may not exceed 425,000. Any shares of Company Common Stock subject to awards that are forfeited or withheld in payment of any exercise price or taxes will again be available for grant. Also, if an award terminates without shares of Company Common Stock being issued, then the shares that were subject to the award will again be available for grant. The shares may be authorized and unissued shares or treasury shares. In the event of a stock split, stock dividend, spin-off, or other relevant change affecting the Company's Common Stock, the Committee shall make appropriate adjustments to the number of shares available for grants and to the number of shares and price under outstanding grants made before the event.

Types of Awards Under the 2004 Plan

Stock Options

The Committee may grant awards in the form of options to purchase shares of the Company's Common Stock. With regard to each such option, the Committee will determine

the number of shares subject to the option, the manner and time of the exercise of the option, and the exercise price per share of stock subject to the option; provided, however, that the exercise price of any "Incentive Stock Option" (as defined in the 2004 Plan) may not be less than 100% of the fair market value of the shares of Company Common Stock on the date the option is granted. The exercise price may, at the discretion of the Committee, be paid by a participant in cash, shares of Company Common Stock or a combination thereof. The period of any option shall be determined by the Committee, but no Incentive Stock Option may be exercised later than 10 years after the date of grant or earlier than one year after the date of grant. The aggregate fair market value, determined at the date of grant of the Incentive Stock Option, of Company Common Stock for which an Incentive Stock Option is exercisable for the first time during any calendar year as to any participant shall not exceed the maximum limitation as provided in Section 422 of the Code. The effect of a grantee's termination of employment by reason of death, retirement, disability, or otherwise will be specified in the option agreement evidencing the grant of the option.

Stock Appreciation Rights

The 2004 Plan also authorizes the Committee to grant stock appreciation rights ("SARs"). Upon exercising an SAR, the holder receives for each share with respect to which the SAR is exercised, an amount equal to the difference between the exercise price (which may not be less than the fair market value of such share on the date of grant unless otherwise determined by the Committee) and the fair market value of the Company Common Stock on the date of exercise. At the Committee's discretion, payment of such amount may be made in cash, shares of Company Common Stock, or a combination thereof. Each SAR granted will be evidenced by an agreement specifying the terms and conditions of the award, including the effect of termination of employment (by reason of death, disability, retirement or otherwise) on the exercisability of the SAR. No SAR may have a term of greater than 10 years.

Performance Shares

The 2004 Plan permits the Committee to grant awards of performance shares to eligible employees from time to time. These awards are contingent upon the achievement of certain performance goals established by the Committee. The length of time over which performance will be measured, the performance goals, and the criteria to be used in determining whether and to what degree the goals have been attained will be determined by the Committee. The Committee will also determine the effect of termination of employment of a grantee (by reason of death, retirement, disability or otherwise) during the performance period.

Restricted Stock and Restricted Stock Units

Under the 2004 Plan, the Committee may award restricted shares of the Company's Common Stock and restricted stock units to eligible employees from time to time and

subject to certain restrictions as determined by the Committee. The nature and extent of restrictions on such shares and units, the duration of such restrictions, and any circumstance which could cause the forfeiture of such shares or units shall be determined by the Committee. The Committee will also determine the effect of the termination of employment of a recipient of restricted stock or restricted stock units (by reason of retirement, disability, death or otherwise) prior to the lapse of any applicable restrictions.

Other Stock Based Awards

In addition, the Committee shall have authority under the 2004 Plan to grant stock unit awards, which can be in the form of Common Stock or units, the value of which is based, in whole or in part, on the value of the Company's Common Stock. Such stock unit awards will be subject to such terms, restrictions, conditions, vesting requirements and payment rules as the Committee may determine. Stock unit awards may not be assigned, sold, transferred, pledged or otherwise encumbered prior to the date shares are issued or, if later, the date provided by the Committee at the time of grant of the stock unit award. Stock unit awards may relate in whole or in part to certain performance criteria established by the Committee at the time of grant. The Committee will also determine the effect of termination of employment of a stock unit award recipient (by reason of death, retirement, disability or otherwise) during any applicable vesting period.

Awards to Covered Employees

The Plan permits the Committee to grant Qualified Performance-Based Awards to the chief executive officer and the four other highest compensated officers of the Company (the "Covered Employees"). These Qualified Performance-Based Awards are intended to qualify as performance-based pay under Section 162(m) of the Internal Revenue Code to enable the Company to deduct the compensation paid to the Covered Employees attributable to these Awards. In general, Section 162(m) limits the deduction for compensation paid to the Covered Employees to a dollar limitation (\$1,000,000), but permits performance-based pay to be deductible without regard to the dollar limitation.

If the Award is a Stock Option grant with an exercise price equal to the fair market value of the underlying shares of Common Stock on the date of grant, the Award qualifies as performance-based pay under Section 162(m).

If Performance Shares are granted, then the Committee will establish performance goals based on the attainment of one or more of the following measures with respect to the Company or an Affiliate, or a subsidiary, division or department of the Company or an Affiliate for whom the Covered Employee performs services: revenue growth; earnings before interest, taxes, depreciation and amortization; earnings before interest and taxes; operating income; pre- or after-tax income; earnings per share; cash flow; cash flow per share; return on equity; return on invested capital; return on assets; economic value added (or an equivalent metric); share price performance; total shareholder return; improvement in or attainment of expense levels; or improvement in or attainment of working capital levels. The preceding goals may be based on attaining specified levels of Company performance under one or more of the measures described above relative to the performance of other

companies.

The Committee will establish the relevant goals at a time when the outcome is substantially uncertain, and the Committee will certify whether the goals have been attained. This process of establishing goals and confirming their attainment is intended to comply with Section 162(m) and permit the Award to qualify as deductible performance-based pay.

No more than 100,000 shares of Common Stock may be subject to Qualified Performance-Based Awards to any Eligible Individual, including a Covered Employee, in any fiscal year.

Outside Directors' Restricted Stock Units

Each "outside director" who is a member of the Board of Directors as of the conclusion of an annual meeting of shareholders, beginning with the 2004 annual meeting of shareholders, shall automatically be granted restricted stock units for shares of the Company's Common Stock on the date of such annual meeting, with the number of shares to be determined by dividing \$40,000 by the closing price of the Company's Common Stock on the New York Stock Exchange on that date. The restricted stock units will vest in equal 25% increments on each of the first four anniversaries of the date of grant. Grantees will only be entitled to receive shares of the Company's Common Stock relating to vested restricted stock units and then only upon leaving the Board of Directors; provided, however, that upon a "change in control," all unvested restricted stock units will automatically vest and grantees will be entitled to receive all such vested restricted stock units as of such change in control. These restricted stock units will be subject to such other terms and conditions as the Committee may specify.

Outside Directors' Shares

Under the 2004 Plan, "outside directors" may elect, on an annual basis, to purchase shares of the Company's Common Stock from the Company in lieu of receiving all or part (in 10% increments) of their annual retainer, meeting fees and committee meeting fees in cash. The purchase price per share for such shares shall be the closing price of the Company's Common Stock on the New York Stock Exchange for the last trading day of the month in which the retainer, meeting fees, or committee meeting fees are earned.

Amendment and Termination of the 2004 Plan

The Board of Directors may amend, alter, suspend, discontinue or terminate the 2004 Plan or any portion thereof at any time, provided that no amendment shall be made without shareholder approval which (a) is required to be approved by shareholders to comply with applicable laws or rules, (b) increase the number of shares of Company Common Stock reserved for issuance under the 2004 Plan or (c) would cause the Company to be unable to grant Incentive Stock Options.

Change in Control

In order to preserve the rights of participants in the event of a Change in Control (as defined in the 2004 Plan), the Committee in its discretion may, at the time a grant is made or at any time thereafter, take one or more of the following actions: (i) provide for the acceleration of any time period relating to the exercise of an award, (ii) provide for the purchase of the award upon the participant's request for an amount of cash or other property that could have been received upon the exercise or realization of the award had the award been currently exercisable or payable, (iii) adjust the terms of the award in a manner determined by the Committee to reflect the Change in Control, (iv) cause the award to be assumed, or new rights substituted therefore, by another entity, or (v) make such other provisions as the Committee may consider equitable and in the best interests of the Company.

New Plan Benefits

Grants that will be made under the 2004 Plan are not currently determinable. The following chart sets forth the grants that were made in 2003 under the Company's 1994 Long-Term Incentive Plan to each of the following individuals or groups: the Company's five most highly compensated executive officers, all executive officers as a group, all current directors who are not executive officers as a group, and all employees, including all current officers who are not executive officers as a group. If the 2004 Plan had been in effect in 2003, grants to those individuals and groups would have been substantially similar to those grants under the 1994 Long-Term Incentive Plan set forth below.

Grants Made in 2003 Under Cash America International, Inc. 1994 Long-Term Incentive Plan

<u>Name and Principal Position</u>	Dollar Value	Number of Securities
	(\$)	Underlying the Grants
	<u>(a) / (b)</u>	<u>(a) / (b)</u>
Daniel R. Feehan, CEO and President	416,000 / 1,138,685	62,500 / 59,214
James H. Kauffman, Executive VP - International Operations	166,000 / 377,110	25,000 / 19,610
Thomas A. Bessant, Jr., Executive VP - CFO	332,000 / 236,587	50,000 / 12,303
Michael D. Gaston, Executive VP - Business Development	166,000 / 263,816	25,000 / 13,719
Jerry D. Finn, Executive VP - Domestic Pawn Operations	166,000 / 341,775	25,000 / 17,773
Executive Officer Group	1,911,616 / 3,306,829	287,500 / 171,962
Non-Executive Director Group	130,550 / -0-	17,500 / -0-
Non-Executive Officer Employee Group	2,172,570 / 1,178,049	266,800 / 61,261

(a) Stock options (for description and valuation information, see the "Option/SAR Grants in Last Fiscal Year" table in this Proxy Statement).

(b) Restricted stock units (for description and valuation information, see the "Summary Compensation Table" in this Proxy Statement).

Federal Income Tax Consequences

Under current U.S. federal tax law, the following are the U.S. federal income tax consequences generally arising with respect to awards made under the 2004 Plan.

Exercise of Incentive Stock Option and Subsequent Sale of Shares

A participant who is granted an Incentive Stock Option does not realize taxable income at the time of the grant or at the time of exercise. If the participant makes no disposition of shares acquired pursuant to the exercise of an Incentive Stock Option before the later of two years from the date of grant or one year from such date of exercise ("statutory holding period"), any gain (or loss) realized on such disposition will be recognized as a long-term capital gain (or loss). Under such circumstances, the Company will not be entitled to any deduction for federal income tax purposes.

However, if the participant disposes of the shares during the statutory holding period, that will be considered a disqualifying disposition. Provided the amount realized in the disqualifying disposition exceeds the exercise price, the ordinary income a participant shall recognize in the year of a disqualifying disposition will be the lesser of (i) the excess of the amount realized over the exercise price, or (ii) the excess of the fair market value of the shares at the time of the exercise over the exercise price; and the Company generally will be entitled to a deduction for the amount of ordinary income recognized by such participant.

The ordinary income recognized by the participant is not considered wages and the Company is not required to withhold, or pay employment taxes, on such ordinary income. Finally, in addition to the ordinary income described above, the participant shall recognize capital gain on the disqualifying disposition in the amount, if any, by which the amount realized in the disqualifying disposition exceeds the fair market value of the shares at the time of the exercise, and shall be long-term or short-term capital gain depending on the participant's post-exercise holding period for such shares.

Special tax rules apply when all or a portion of the exercise price of an Incentive Stock Option is paid by delivery of already owned shares, but generally it does not materially change the tax consequences described above. However, the exercise of an Incentive Stock Option with shares which are, or have been, subject to an Incentive Stock Option, before such shares have satisfied the statutory holding period, generally will result in the disqualifying disposition of the shares surrendered.

Notwithstanding the favorable tax treatment of Incentive Stock Options for regular tax purposes, as described above, for alternative minimum tax purposes, an Incentive Stock Option is generally treated in the same manner as a Nonqualified Stock Option. Accordingly, a participant must generally include as alternative minimum taxable income for the year in which an Incentive Stock Option is exercised, the excess of the fair market value of the shares acquired on the date of exercise over the exercise price of such shares. However, to the extent a participant disposes of such shares in the same calendar year as the exercise, only an amount equal to the optionee's ordinary income for regular tax

purposes with respect to such disqualifying disposition will be recognized for the optionee's calculation of alternative minimum taxable income in such calendar year.

Exercise of Nonqualified Stock Option and Subsequent Sale of Shares

A participant who is granted a Nonqualified Stock Option does not realize taxable income at the time of the grant, but does recognize ordinary income at the time of exercise in an amount equal to the excess of the fair market value of the shares acquired on the date of exercise over the exercise price of such shares; and the Company generally will be entitled to a deduction for the amount of ordinary income recognized by such participant. The ordinary income recognized by the participant is considered supplemental wages and the Company is required to withhold, and the Company and the participant are required to pay applicable employment taxes, on such ordinary income.

Upon the subsequent disposition of shares acquired through the exercise of a Nonqualified Stock Option, any gain (or loss) realized on such disposition will be recognized as a long-term, or short-term, capital gain (or loss) depending on the participant's post-exercise holding period for such shares.

Lapse of Restrictions on Restricted Stock and Subsequent Sale of Shares

A participant who has been granted an award of restricted stock or restricted stock units does not realize taxable income at the time of the grant. When the restrictions lapse, the participant will recognize ordinary income in an amount equal to the excess of the fair market value of the shares at such time over the amount, if any, paid for such shares; and the Company generally will be entitled to a deduction for the amount of ordinary income recognized by such participant. The ordinary income recognized by the participant is considered supplemental wages and the Company is required to withhold, and the Company and the participant are required to pay applicable employment taxes, on such ordinary income. Upon the subsequent disposition of the formerly restricted shares, any gain (or loss) realized on such disposition will be recognized as a long-term, or short-term, capital gain (or loss) depending on the participant's holding period for such shares after their restrictions lapse.

Under Section 83(b) of the Code, a participant who receives an award of restricted stock may elect to recognize ordinary income for the taxable year in which the restricted stock was received equal to the excess of the fair market value of the restricted stock on the date of the grant, determined without regard to the restrictions, over the amount (if any) paid for the restricted stock. Any gain (or loss) recognized upon a subsequent disposition of the shares will be capital gain (or loss) and will be long term or short term depending on the post-grant holding period of such shares. If, after making the election, a participant forfeits any shares of restricted stock, or sells restricted stock at a price below its fair market value on the date of grant, such participant is only entitled to a tax deduction with respect to the consideration (if any) paid for the restricted stock, not the amount elected to be included as income at the time of grant.

SARs, Performance Shares and Stock Unit Awards

A participant who is granted a SAR does not realize taxable income at the time of the grant, but does recognize ordinary income at the time of exercise of the SAR in an amount equal to the excess of the fair market value of the shares (on the date of exercise) with respect to which the SAR is exercised, over the grant price of such shares; and the Company generally will be entitled to a deduction for the amount of ordinary income recognized by the such participant

A participant who has been awarded a performance share or a stock unit award does not realize taxable income at the time of the grant, but does recognize ordinary income at the time the award is paid equal to the amount of cash (if any) paid and the fair market value of shares (if any) delivered; and the Company generally will be entitled to a deduction for the amount of ordinary income recognized by the such participant.

The ordinary income recognized by a participant in connection with a SAR, performance share, or a stock unit award is considered supplemental wages and the Company is required to withhold, and the Company and the participant are required to pay applicable employment taxes, on such ordinary income.

To the extent, if any, that shares are delivered to a participant in satisfaction of either the exercise of a SAR, or the payment of a performance share or stock unit award, upon the subsequent disposition of such shares any gain (or loss) realized will be recognized as a long-term, or short-term, capital gain (or loss) depending on the participant's post-delivery holding period for such shares.

The Board of Directors recommends a vote "FOR" the approval of the proposed Cash America International, Inc. 2004 Long-Term Incentive Plan.

INDEPENDENT AUDITORS

The firm of PricewaterhouseCoopers LLP served as the Company's independent auditors for the fiscal year ended December 31, 2003, and the Audit Committee desires to continue to engage the services of this firm for the fiscal year ending December 31, 2004. Accordingly, the Audit Committee has reappointed PricewaterhouseCoopers LLP to audit the financial statements of the Company and its subsidiaries for fiscal 2004 and report on those financial statements. Shareholders are being asked to vote upon the ratification of the appointment. The affirmative vote of a majority of the outstanding shares of Common Stock present at the Annual Meeting in person or by proxy is necessary for the ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors. If shareholders do not ratify the appointment of PricewaterhouseCoopers LLP, the Audit Committee will reconsider their appointment. Fees paid to PricewaterhouseCoopers LLP during the last two fiscal years were as follows:

Audit Fees. Fees for professional services provided during the years ended December 31, 2003 and 2002 were \$437,523 and \$351,477, respectively. Audit fees consist primarily of the audit and quarterly reviews of the

consolidated financial statements and statutory audits of subsidiaries required by governmental or regulatory bodies.

Audit-Related Fees. Fees for professional services provided during the years ended December 31, 2003 and 2002 were \$248,186 and \$111,672, respectively. Audit-related fees consist of acquisition due diligence services, SAS 70 systems audits and benefit plan audits.

Tax Fees. Fees for professional services provided during the years ended December 31, 2003 and 2002 were \$45,297 and \$25,356, respectively. Tax fees include tax compliance, advice and planning services rendered for the Company's foreign subsidiaries and for the Company's officers pursuant to its officer compensation program.

All other Fees. No fees were expended for other professional services during the years ended December 31, 2003 and 2002.

The charter of the Audit Committee provides that the Committee is responsible for the pre-approval of all auditing services and permitted non-audit services to be performed for the Company by the independent auditors, subject to the requirements of applicable law. In accordance with this requirement, the Committee has established procedures for the pre-approval of such services. The procedures for pre-approving all audit and non-audit services provided by the independent auditors include the Committee's reviewing a written proposal for audit services, audit-related services, tax services and other services. The proposal includes a description of, and a budgeted amount for, particular categories of services that are anticipated at the time the proposal is submitted. Committee approval would be required to exceed the budgeted amount for a particular category of services or to engage the independent auditors for any services not included in the proposal. The Committee periodically monitors the services rendered by and actual fees paid to the independent auditors to ensure that such services are within the parameters approved by the Committee. In addition, the Committee pre-approved in advance the following audit and non-audit services to be rendered by the independent auditors for the 2003 fiscal year, and it has pre-approved in advance the same services for the 2004 fiscal year: (1) 10-Q quarterly reviews; (2) 401(k) Savings Plan audit; (3) Uniform Franchise Offering Circular filing reviews and consents; (4) officers' tax consultation and return preparation; and (5) general consulting on accounting and tax matters not to exceed \$15,000 in the aggregate.

Representatives of PricewaterhouseCoopers LLP will be present at the shareholders meeting and will be available to respond to appropriate questions and will be afforded an opportunity to make a statement should they so desire.

The Board recommends a vote "FOR" the ratification of PricewaterhouseCoopers LLP as independent auditors of the Company for the 2004 fiscal year.

OTHER BUSINESS

Any proposal to be presented by a shareholder at the Company's 2005 Annual Meeting of Shareholders must be presented to the Company by no later than November 22, 2004. Any such proposal must be sent in writing to the Corporate Secretary of the Company at the Company's address set forth at the beginning of this Proxy Statement.

It is important that proxies be returned promptly to avoid unnecessary expense. Therefore, shareholders are urged, regardless of the number of shares of stock owned, to date, sign and return the enclosed proxy in the enclosed reply envelope.

By Order of the Board of Directors,

Hugh A. Simpson
Secretary

March 22, 2004