

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2008
Commission file number: 001-14116

CONSUMER PORTFOLIO SERVICES, INC.

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of incorporation or organization)

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

19500 Jamboree Road, Irvine, California
(Address of principal executive offices)

92618
(Zip Code)

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

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

Title of Each Class

Name of Each Exchange on Which Registered

Common Stock, no par value

The Nasdaq Stock Market LLC (Global Market)

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

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

Yes [] No [X]

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

Yes [] No [X]

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

Yes [X] No []

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

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 [] Smaller reporting company [X]

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

Yes [] No [X]

The aggregate market value of the 16,412,115 shares of the registrant's common stock held by non-affiliates as of the date of filing of this report, based upon the closing price of the registrant's common stock of \$1.47 per share reported by Nasdaq as of June 30, 2008, was approximately \$24,125,809. For purposes of this computation, a registrant sponsored pension plan and all directors and executive officers are deemed to be affiliates. Such determination is not an admission that such plan, directors and executive officers are, in fact, affiliates of the registrant. The number of shares of the registrant's Common Stock outstanding on March 20, 2009 was 18,899,999.

DOCUMENTS INCORPORATED BY REFERENCE

The proxy statement for registrant's 2009 annual shareholders meeting is incorporated by reference into Part III hereof.

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PART I

Item 1. Business

Overview

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

We were incorporated and began our operations in March 1991. From inception through December 31, 2008, we have purchased a total of approximately \$8.7 billion of automobile contracts from dealers. In addition, we obtained a total of approximately \$605.0 million of automobile contracts in mergers and acquisitions we made in 2002, 2003 and 2004. During 2008, unlike recent prior years, our managed portfolio decreased from the previous year due to our strategy of decreasing contract purchases to conserve our liquidity in response to adverse economic conditions, as discussed further below. Our total managed portfolio, net of unearned interest on pre-computed automobile contracts, was approximately \$1,664.1 million at December 31, 2008 compared to \$2,162.2 million at December 31, 2007, \$1,565.9 million as of December 31, 2006 and \$1,122.0 million as of December 31, 2005.

We are headquartered in Irvine, California, where most operational and administrative functions are centralized. All credit and underwriting functions are performed in our California headquarters, and we service our automobile contracts from our California headquarters and from three servicing branches in Virginia, Florida and Illinois.

We direct our marketing efforts primarily to dealers, rather than to consumers. We establish relationships with dealers through our employee marketing representatives who contact a prospective dealer to explain our automobile contract purchase programs, and thereafter provide dealer training and support services. The marketing representatives are obligated to represent our financing program exclusively. Our marketing representatives present the dealer with a marketing package, which includes our promotional material containing the terms offered by us for the purchase of automobile contracts, a copy of our standard-form dealer agreement, and required documentation relating to automobile contracts. As of December 31, 2008, we had 36 marketing representatives and we were actively receiving applications from 364 dealers in 43 states. Current levels of marketing representatives and dealers are a significant reduction from December 31, 2007 when we had 134 marketing representatives and were actively receiving applications from 10,255 dealers. During 2008 and thereafter, we significantly reduced our presence in the marketplace in response to economic conditions as discussed further below. As of December 31, 2008, approximately 82% of our dealers are franchised new car dealers that sell both new and used cars and the remainder are independent used car dealers. For the year ended December 31, 2008, approximately 88% of the automobile contracts purchased under our programs consisted of financing for used cars and 12% consisted of financing for new cars, as compared to 84% financing for used cars and 16% for new cars in the year ended December 31, 2007. We purchase contracts in our own name ("CPS") and, until July 2008, also purchased contracts in the name of our wholly-owned subsidiary, The Finance Company ("TFC"). Programs marketed under the CPS name serve a wide range of sub-prime customers, primarily through franchised new car dealers. Our TFC program served vehicle purchasers enlisted in the U.S. Armed Forces, primarily through independent used car dealers. In July 2008, we suspended contract purchases under our TFC program.

We purchase automobile contracts with the intention of financing them on a long-term basis through securitizations. Securitizations are transactions in which we sell a specified pool of contracts to a special purpose entity of ours, which in turn issues asset-backed securities to fund the purchase of the pool of contracts from us. Depending on the structure of the securitization, the transaction may be treated, for financial accounting purposes, as a sale of the contracts or as a secured financing.

Historically, we have depended upon the availability of short-term warehouse credit facilities and access to long-term financing through the issuance of asset-backed securities collateralized by our automobile contracts. Since 1994, we have completed 49 term securitizations of approximately \$6.6 billion in contracts. We conducted four term

securitizations in 2006, four in 2007, and two in 2008. From July 2003 through April 2008 all of our securitizations were structured as secured financings. The second of our two securitization transactions in 2008 (completed in September 2008) was in substance a sale of the related contracts, and is treated as a sale for financial accounting purposes.

Since the fourth quarter of 2007, we have observed unprecedented adverse changes in the market for securitized pools of automobile contracts. These changes include reduced liquidity, and reduced demand for asset-backed securities, particularly for securities carrying a financial guaranty and for securities backed by sub-prime receivables. Moreover, many of the firms that previously provided financial guarantees, which were an integral part of our securitizations, are no longer offering such guarantees. As of December 31, 2008, we have no available warehouse credit facilities and no immediate plans to complete a term securitization. The adverse changes that have taken place in the market over the last 18 months have caused us to seek to conserve liquidity by reducing our purchases of automobile contracts to nominal levels. If the current adverse circumstances that have affected the capital markets should continue or worsen, we may curtail further or cease our purchases of new automobile contracts, which could lead to a material adverse effect on our operations.

Sub-Prime Auto Finance Industry

Automobile financing is the second largest consumer finance market in the United States. The automobile finance industry can be divided into two principal segments: a prime credit market and a sub-prime credit market. Traditional automobile finance companies, such as commercial banks, savings institutions, credit unions and captive finance companies of automobile manufacturers, generally lend to the most creditworthy, or so-called prime, borrowers. The sub-prime automobile credit market, in which we operate, provides financing to less creditworthy borrowers, at higher interest rates.

Historically, traditional lenders have not served the sub-prime market or have done so through programs that were not consistently available. Independent companies specializing in sub-prime automobile financing and subsidiaries of larger financial services companies currently compete in this segment of the automobile finance market, which we believe remains highly fragmented, with no single company having a dominant position in the market.

Current economic conditions have negatively affected many aspects of our industry. First, as stated above, there is little demand for asset-backed securities secured by consumer finance receivables, including sub-prime automobile receivables. Second, lenders who previously provided short-term warehouse financing for sub-prime automobile finance companies such as ours are reluctant to provide such short-term financing due to the uncertainty regarding the prospects of obtaining long-term financing through the issuance of asset-backed securities. In addition, many capital market participants such as investment banks, financial guaranty providers and institutional investors who previously played a role in the sub-prime auto finance industry have withdrawn from the industry, or in some cases, have ceased to do business. Finally, the broad economic weakness and increasing unemployment has made many of the obligors under our receivables less willing or able to pay, resulting in higher delinquency, charge-offs and losses. Each of these factors has adversely affected our results of operations. Should existing economic conditions worsen, both our ability to purchase new contracts and the performance of our existing managed portfolio may be impaired, which, in turn, could have a further material adverse effect on our results of operations.

Our Operations

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

Originations

When a retail automobile buyer elects to obtain financing from a dealer, the dealer takes a credit application to submit to its financing sources. Typically, a dealer will submit the buyer's application to more than one financing source for review. We believe the dealer's decision to choose a financing source is based primarily on: (i) the monthly payment made available to the dealer's customer; (ii) the purchase price offered to the dealer for the contract; (iii) the timeliness, consistency and predictability of response; (iv) funding turnaround time; and (v) any conditions to purchase. Dealers can send credit applications to us by entering the necessary data on our website, by fax, or through one of several third-party application aggregators. For the year ended December 31, 2008, we received approximately 78% of all applications through DealerTrack (the industry leading dealership application

aggregator), 11% via our website and 11% via fax or other aggregators. Our automated application decisioning system produced our response within minutes to about 95% of those applications.

Upon receipt of information from a dealer, we immediately order a credit report to document the buyer's credit history. If, upon review by our proprietary automated decisioning system, or in some cases, one of our credit analysts, we determine that the automobile contract meets our underwriting criteria, or would meet such criteria with modification, we request and review further information and supporting documentation and, ultimately, decide whether to approve the automobile contract for purchase. When presented with an application, we attempt to notify the dealer within one hour as to whether we would purchase the related automobile contract.

Dealers with which we do business are under no obligation to submit any automobile contracts to us, nor are we obligated to purchase any automobile contracts from them. During the year ended December 31, 2008, no dealer accounted for more than 1% of the total number of automobile contracts we purchased. The following table sets forth the geographical sources of the automobile contracts purchased by us (based on the addresses of the customers as stated on our records) during the years ended December 31, 2008 and 2007. The 18,707 contracts purchased in the year 2008 is not indicative of our rate of contract purchases in the year 2009 through the date of this report. See "Management's Discussion and Analysis."

	Contracts Purchased During the Year Ended (1)			
	December 31, 2008		December 31, 2007	
	Number	Percent (2)	Number	Percent (2)
California	2,166	11.6%	8,358	10.4%
Florida	1,744	9.3%	6,774	8.4%
Texas	1,320	7.1%	7,408	9.2%
Pennsylvania	1,301	7.0%	4,967	6.2%
Ohio	1,286	6.9%	4,990	6.2%
New York	1,271	6.8%	4,087	5.1%
Michigan	745	4.0%	3,229	4.0%
Louisiana	723	3.9%	3,006	3.7%
Illinois	697	3.7%	3,164	3.9%
Maryland	684	3.7%	2,779	3.4%
Kentucky	594	3.2%	2,797	3.5%
North Carolina	543	2.9%	3,748	4.7%
New Jersey	505	2.7%	2,030	2.5%
Indiana	471	2.5%	2,165	2.7%
Virginia	428	2.3%	2,091	2.6%
Georgia	379	2.0%	2,263	2.8%
Other States	3,850	20.6%	16,725	20.8%
Total	18,707	100.0%	80,581	100.0%

(1) Automobile contracts purchased by TFC are not included because such purchases accounted for less than 10% of the total purchases during the year and are not representative of automobile contracts purchased under our CPS programs.

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

We purchase automobile contracts under our programs from dealers at a price generally computed as the total amount financed under the automobile contracts, adjusted for an acquisition fee, which may either increase or decrease the automobile contract purchase price paid by us. The amount of the acquisition fee, and whether it results in an increase or decrease to the automobile contract purchase price, is based on the perceived credit risk of and, in some cases, the interest rate on the automobile contract. For the years ended December 31, 2008, 2007 and 2006, the average acquisition fee charged per automobile contract purchased under our CPS programs was \$592, \$209 and \$241, respectively, or 3.9%, 1.4% and 1.6%, respectively, of the amount financed. In 2008 and subsequently, we increased our acquisition fees as a part of our strategy to conserve liquidity by decreasing new contract purchases.

We offer seven different financing programs to our dealership customers, and price each program according to the relative credit risk. Our programs cover a wide band of the credit spectrum and are labeled as follows:

First Time Buyer – This program accommodates an applicant who has limited significant past credit history, such as a previous auto loan. Since the applicant has little or no credit history, the contract interest rate and dealer acquisition fees tend to be higher, and the loan amount, loan-to-value ratio, down payment and payment-to-income ratio requirements tend to be more restrictive compared to our other programs.

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

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

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

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

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

Preferred - This program accommodates applicants with past non-performing credit, but who meet a certain minimum FICO score threshold. Other requirements include a somewhat stronger history of recent performing credit than the Super Alpha program. Contract interest rates and dealer acquisition fees are lower than the Super Alpha program.

Our upper credit tier products, which are our Preferred, Super Alpha, Alpha Plus and Alpha programs, accounted for approximately 76% of our new contract originations in 2008 and 2007, measured by aggregate amount financed.

The following table identifies the credit program, sorted from highest to lowest credit quality, under which we purchased automobile contracts during the years ended December 31, 2008, 2007 and 2006.

	Contracts Purchased During the Year Ended (1)					
	December 31, 2008		December 31, 2007		December 31, 2006	
	Amount Financed	Percent (2)	Amount Financed	Percent (2)	Amount Financed	Percent (2)
Preferred	\$ 13,211	4.7%	\$ 55,717	4.5%	\$ 30,700	3.1%
Super Alpha	33,726	11.9%	153,410	12.3%	120,118	12.2%
Alpha Plus	50,823	18.0%	215,248	17.3%	178,371	18.1%
Alpha	123,933	43.9%	523,259	42.0%	444,775	45.0%
Standard	15,332	5.4%	116,424	9.3%	85,190	8.6%
Mercury / Delta	25,635	9.1%	104,990	8.4%	77,481	7.8%
First Time Buyer	19,695	7.0%	77,283	6.2%	50,893	5.2%
	<u>\$ 282,355</u>	<u>100.0%</u>	<u>\$ 1,246,330</u>	<u>100.0%</u>	<u>\$ 987,528</u>	<u>100.0%</u>

(1) Automobile contracts purchased by TFC after the TFC merger are not included because such purchases accounted for less than 10% of the total purchases during the year.

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

We attempt to control misrepresentation regarding the customer's credit worthiness by carefully screening the automobile contracts we purchase, by establishing and maintaining professional business relationships with dealers, and by including certain representations and warranties by the dealer in the dealer agreement. Pursuant to the dealer

agreement, we may require the dealer to repurchase any automobile contract in the event that the dealer breaches our representations or warranties. There can be no assurance, however, that any dealer will have the willingness or the financial resources to satisfy its repurchase obligations to us.

In addition to our purchases of installment contracts from dealers, we have purchased since 2006 an immaterial number of vehicle purchase money loans, evidenced by promissory notes and security agreements. A non-affiliated lender originated all such loans directly to vehicle purchasers, and sold the loans to us. We began financing vehicle purchases by lending money directly to consumers in January 2008, on terms similar to those that we offer through dealers, though without a down payment requirement and with more restrictive loan-to-value and credit score requirements. In October 2008 we suspended purchases of loans from other lenders and direct lending to consumers. There can be no assurance as to whether or not we will recommence these programs, the extent to which we may make such loans, or as to their future performance.

Underwriting

To be eligible for purchase by us, an automobile contract must have been originated by a dealer that has entered into a dealer agreement to sell automobile contracts to us. The automobile contract must be secured by a first priority lien on a new or used automobile, light truck or passenger van and must meet our underwriting criteria. In addition, each automobile contract requires the customer to maintain physical damage insurance covering the financed vehicle and naming us as a loss payee. We may, nonetheless, suffer a loss upon theft or physical damage of any financed vehicle if the customer fails to maintain insurance as required by the automobile contract and is unable to pay for repairs to or replacement of the vehicle or is otherwise unable to fulfill his or her obligations under the automobile contract.

We believe that our underwriting criteria enable us to evaluate effectively the creditworthiness of sub-prime customers and the adequacy of the financed vehicle as security for an automobile contract. The underwriting criteria include standards for price, term, amount of down payment, installment payment and interest rate; mileage, age and type of vehicle; principal amount of the automobile contract in relation to the value of the vehicle; customer income level, employment and residence stability, credit history and debt service ability, as well as other factors. Specifically, the underwriting guidelines for our CPS programs generally limit the maximum principal amount of a purchased automobile contract to 115% of wholesale book value in the case of used vehicles or to 115% of the manufacturer's invoice in the case of new vehicles, plus, in each case, sales tax, licensing and, when the customer purchases such additional items, a service contract or a credit life or disability policy. We generally do not finance vehicles that are more than eight model years old or have in excess of 99,999 miles. Under most of our programs, the maximum term of a purchased contract is 72 months; a shorter maximum term may be applicable based on the mileage and age of the vehicle. Automobile contracts with the maximum term of 72 months may be purchased if the customer is among the more creditworthy of our obligors and the vehicle is generally not more than four model years old and has less than 45,000 miles. Automobile contract purchase criteria are subject to change from time to time as circumstances may warrant. In 2008 we made our contract purchase criteria more restrictive as part of our strategy to decrease new contract purchases in order to conserve liquidity. Upon receiving the vehicle and customer information with the customer's application, our underwriters verify the customer's employment, income, residency, and credit information by contacting various parties noted on the customer's application, credit information bureaus and other sources. In addition, prior to purchasing an automobile contract, we contact each customer by telephone to confirm that the customer understands and agrees to the terms of the related automobile contract. During this "welcome call," we also ask the customer a series of open ended questions about his application and the contract, which may uncover potential misrepresentations.

Credit Scoring. We use proprietary scoring models to assign each automobile contract several "credit scores" at the time the application is received from the dealer and the customer's credit information is retrieved from the credit reporting agencies. The credit scores are based on a variety of parameters including the customer's credit history, employment and residence stability, income, and monthly payment amount. Once a vehicle is selected by the customer and a proposed deal structure is provided to us by the dealer, our scores will then consider the loan-to-value ratio, payment-to-income ratio and the sales price and make of the vehicle. We have developed the credit scores utilizing statistical risk management techniques and historical performance data from our managed portfolio. We believe this improves our allocation of credit evaluation resources, enhances our competitiveness in the marketplace and manages the risk inherent in the sub-prime market.

Characteristics of Contracts. All of the automobile contracts purchased by us are fully amortizing and provide for level payments over the term of the automobile contract. All automobile contracts may be prepaid at any time without penalty. The average original principal amount financed, under the CPS programs and in the year ended December 31, 2008, was \$15,094, with an average original term of 62 months and an average down payment

amount of 12.2%. Based on information contained in customer applications for this 12-month period, the retail purchase price of the related automobiles averaged \$15,335 (which excludes tax, license fees and any additional costs such as a maintenance contract), the average age of the vehicle at the time the automobile contract was purchased was three years, and our customers averaged approximately 41 years of age, with approximately \$43,075 in average annual household income and an average of six years history with his or her current employer. Because our TFC programs were directed towards enlisted military personnel, contracts purchased under the TFC programs tended to have smaller balances and the purchasers were generally younger and had lower incomes.

Dealer Compliance. The dealer agreement and related assignment contain representations and warranties by the dealer that an application for state registration of each financed vehicle, naming us as secured party with respect to the vehicle, was effected by the time of sale of the related automobile contract to us, and that all necessary steps have been taken to obtain a perfected first priority security interest in each financed vehicle in favor of us under the laws of the state in which the financed vehicle is registered.

Servicing and Collection

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

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

We attempt to make telephonic contact with delinquent customers from one to 29 days after their monthly payment due date, depending on our proprietary behavioral assessment of the customer's likelihood of payment during early stages of delinquency. Our contact priorities may be based on the customers' physical location, stage of delinquency, size of balance or other parameters. Our collectors inquire of the customer the reason for the delinquency and when we can expect to receive the payment. The collector will attempt to get the customer to make an electronic payment over the phone or a promise for the payment for a time generally not to exceed one week from the date of the call. If the customer makes such a promise, the account is routed to a promise queue and is not contacted until the outcome of the promise is known. If the payment is made by the promise date and the account is no longer delinquent, the account is routed out of the collection system. If the payment is not made, or if the payment is made, but the account remains delinquent, the account is returned to the queue for subsequent contacts.

If a customer fails to make or keep promises for payments, or if the customer is uncooperative or attempts to evade contact or hide the vehicle, a supervisor will review the collection activity relating to the account to determine if repossession of the vehicle is warranted. Generally, such a decision will occur between the 45th and 90th day past the customer's payment due date, but could occur sooner or later, depending on the specific circumstances. At the time the vehicle is repossessed we will stop accruing interest on this automobile contract, and reclassify the remaining automobile contract balance to other assets. In addition we will apply a specific reserve to this automobile contract so that the net balance represents the estimated fair value less costs to sell.

If we elect to repossess the vehicle, we assign the task to an independent local repossession service. Such services are licensed and/or bonded as required by law. When the vehicle is recovered, the reposessor delivers it to a wholesale automobile auction, where it is kept until sold. Financed vehicles that have been repossessed are generally resold by us through unaffiliated automobile auctions, which are attended principally by car dealers. Net liquidation

proceeds are applied to the customer's outstanding obligation under the automobile contract. Such proceeds usually are insufficient to pay the customer's obligation in full, resulting in a deficiency. In most cases we will continue to contact our customers to recover all or a portion of this deficiency for up to several years after charge-off.

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

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

Credit Experience

Our financial results are dependent on the performance of the automobile contracts in which we retain an ownership interest. The tables below document the delinquency, repossession and net credit loss experience of all automobile contracts that we are servicing (excluding certain contracts we have serviced for third-parties on which we earn servicing fees only, and have no credit risk). While the broad economic weakness and increasing unemployment over the last year has resulted in higher delinquencies and net charge-offs, the increase in the percentage levels for 2008 is also partially attributable to the decrease in the size and the increase in the average age of our managed portfolio.

Delinquency Experience (1)

	December 31, 2008		December 31, 2007		December 31, 2006	
	Number of Contracts	Amount	Number of Contracts	Amount	Number of Contracts	Amount
Delinquency Experience						
(Dollars in thousands)						
Gross servicing portfolio (1)	145,564	\$ 1,665,036	168,260	\$ 2,128,656	126,574	\$ 1,568,329
Period of delinquency (2)						
31-60 days	3,733	39,798	4,227	48,134	3,275	37,328
61-90 days	2,376	26,549	2,370	27,877	1,367	14,903
91+ days	2,424	27,243	2,039	24,888	1,035	10,301
Total delinquencies (2)	8,533	93,590	8,636	100,899	5,677	62,532
Amount in repossession (3)	4,262	49,357	3,049	33,400	2,148	24,135
Total delinquencies and amount in repossession (2)	<u>12,795</u>	<u>\$ 142,947</u>	<u>11,685</u>	<u>\$ 134,299</u>	<u>7,825</u>	<u>\$ 86,667</u>
Delinquencies as a percentage of gross servicing portfolio	5.9%	5.6%	5.1%	4.7 %	4.5 %	4.0%
Total delinquencies and amount in repossession as a percentage of gross servicing portfolio	8.8%	8.6%	6.9%	6.3 %	6.2 %	5.5%
Extension Experience						
Contracts with one extension (4)	30,160	\$ 354,330	21,555	\$ 251,067	12,318	\$ 128,386
Contracts with two or more extensions (4)	8,639	88,988	4,377	38,264	3,183	24,978
Total contracts with extensions	<u>38,799</u>	<u>\$ 443,318</u>	<u>25,932</u>	<u>\$ 289,331</u>	<u>15,501</u>	<u>\$ 153,364</u>

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

Extensions

We may offer a customer an extension, under which the customer agrees with us to move past due payments to the end of the automobile contract term. In such cases the customer must sign an agreement for the extension, and may pay a fee representing partial payment of accrued interest. Our policies, and contractual arrangements for our warehouse and securitization transactions, limit the number of extensions that may be granted. In general, a customer may arrange for an extension no more than once every 12 months, not to exceed four extensions over the life of the contract.

If a customer is granted such an extension, the date next due is advanced. Subsequent delinquency aging classifications would be based on the future payment performance of the automobile contract.

	Net Charge-Off Experience (1)		
	Year Ended December 31,		
	2008	2007	2006
(Dollars in thousands)			
CPS, MFN, TFC and SeaWest Combined			
Average servicing portfolio outstanding	\$ 1,934,003	\$ 1,905,162	\$ 1,367,935
Net charge-offs as a percentage of average servicing portfolio (2)	7.7%	5.3%	4.5%

- (1) All amounts and percentages are based on the principal amount scheduled to be paid on each automobile contract, net of unearned income on pre-computed automobile contracts. The information in the table represents all automobile contracts serviced by us, excluding certain contracts we have serviced for third-parties on which we earn servicing fees only, and have no credit risk.
- (2) Net charge-offs include the remaining principal balance, after the application of the net proceeds from the liquidation of the vehicle (excluding accrued and unpaid interest) and amounts collected subsequent to the date of charge-off, including some recoveries which have been classified as other income in the accompanying financial statements.

Securitization of Automobile Contracts

We purchase automobile contracts with the intention of financing them on a long-term basis through securitizations. All such securitizations have involved identification of specific automobile contracts, sale of those automobile contracts (and associated rights) to a special purpose subsidiary, and issuance of asset-backed securities to fund the transactions. Upon the securitization of a portfolio of automobile contracts, we retain the obligation to service the contracts, and receive a monthly fee for doing so. We have been a regular issuer of asset-backed securities since 1994, completing 49 securitizations totaling over \$6.6 billion through December 31, 2008. Depending on the structure of the securitization, the transaction may be treated as a sale of the automobile contracts or as a secured financing for financial accounting purposes. From July 2003 through April 2008, we have structured our securitizations as secured financings rather than as sales of contracts. In September 2008, we sold automobile contracts using a securitization structure.

When structured to be treated as a secured financing, the subsidiary is consolidated and, accordingly, the automobile contracts and the related securitization trust debt appear as assets and liabilities, respectively, on our consolidated balance sheet. We then recognize interest income on the contracts and interest expense on the securities issued in the securitization and record as expense a provision for probable credit losses on the contracts.

When structured to be treated as a sale, the subsidiary is not consolidated. Accordingly, the securitization removes the sold automobile contracts from our consolidated balance sheet, the related debt does not appear as our debt, and our consolidated balance sheet shows, as an asset, a retained residual interest in the sold automobile contracts. The residual interest represents the discounted value of what we expect will be the excess of future collections on the automobile contracts over principal and interest due on the asset-backed securities. That residual interest appears on our consolidated balance sheet as "residual interest in securitizations," and the determination of its value is dependent on our estimates of the future performance of the sold automobile contracts.

Historically, prior to a securitization transaction, we funded our automobile contract purchases primarily with proceeds from warehouse credit facilities. As of December 31, 2007, we had \$425 million in warehouse credit capacity, in the form of two \$200 million senior facilities and one \$25 million subordinated facility. Both warehouse credit facilities provided funding for automobile contracts purchased under the CPS programs, while one facility also provided funding for automobile contracts purchased under the TFC programs. Up to 93% of the principal balance of the automobile contracts was advanced to us under these facilities, subject to collateral tests and certain other conditions and covenants. In April 2008, the subordinated facility expired and the subordinated lenders were fully repaid. In November 2008, one of the two senior facilities expired and the lender was fully repaid. The remaining warehouse facility was amended in December 2008 to eliminate further advances and to provide for repayment from proceeds collected under the related pledged receivables, and certain other scheduled principal reductions until its maturity in September 2009. Long-term financing for the automobile contract purchases has historically been achieved through securitization transactions. The proceeds from such securitization transactions were used primarily to repay the warehouse credit facilities.

In a securitization and in our warehouse credit facilities, we are required to make certain representations and warranties, which are generally similar to the representations and warranties made by dealers in connection with our purchase of the automobile contracts. If we breach any of our representations or warranties, we will be obligated to repurchase the automobile contract at a price equal to the principal balance plus accrued and unpaid interest. We

may then be entitled under the terms of our dealer agreement to require the selling dealer to repurchase the contract at a price equal to our purchase price, less any principal payments made by the customer. Subject to any recourse against dealers, we will bear the risk of loss on repossession and resale of vehicles under automobile contracts that we repurchase.

Whether a securitization is treated as a secured financing or as a sale for financial accounting purposes, the related special purpose subsidiary may be unable to release excess cash to us if the credit performance of the securitized automobile contracts falls short of pre-determined standards. Such releases represent a material portion of the cash that we use to fund our operations. An unexpected deterioration in the performance of securitized automobile contracts could therefore have a material adverse effect on both our liquidity and results of operations, regardless of whether such automobile contracts are treated as having been sold or as having been financed. For estimation of the magnitude of such risk, it may be appropriate to look to the size of our "managed portfolio," which represents both financed and sold automobile contracts as to which such credit risk is retained. Our managed portfolio as of December 31, 2008 was approximately \$1.7 billion.

Competition

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

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

Regulation

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

Although we believe that we are currently in material compliance with applicable statutes and regulations, there can be no assurance that we will be able to maintain such compliance. The past or future failure to comply with such statutes and regulations could have a material adverse effect upon us. Furthermore, the adoption of additional statutes and regulations, changes in the interpretation and enforcement of current statutes and regulations or the

expansion of our business into jurisdictions that have adopted more stringent regulatory requirements than those in which we currently conduct business could have a material adverse effect upon us. In addition, due to the consumer-oriented nature of the industry in which we operate and the application of certain laws and regulations, industry participants are regularly named as defendants in litigation involving alleged violations of federal and state laws and regulations and consumer law torts, including fraud. Many of these actions involve alleged violations of consumer protection laws. A significant judgment against us or within the industry in connection with any such litigation could have a material adverse effect on our financial condition, results of operations or liquidity.

Employees

As of December 31, 2008, we had 681 employees. The breakdown of the employees is as follows: 8 are senior management personnel, 529 are collections personnel, 20 are automobile contract origination personnel, 56 are marketing personnel (36 of whom are marketing representatives), 49 are operations and systems personnel, and 19 are administrative personnel. We believe that our relations with our employees are good. We are not a party to any collective bargaining agreement.

Item 1A.

RISK FACTORS

Our business, operating results and financial condition could be adversely affected by any of the following specific risks. The trading price of our common stock could decline due to any of these risks and other industry risks. In addition to the risks described below, we may encounter risks that are not currently known to us or that we currently deem immaterial, which may also impair our business operations and the value of our common stock.

Risks Related to Our Business

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

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

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

Depending upon the outcome of one or more of these factors, we may not be able to generate sufficient cash flow from operations or obtain sufficient funding to satisfy all of our obligations. We presently find that funding in the asset-backed securities market is difficult to secure, that the credit performance of our automobile contracts has been adversely affected by general economic conditions, and that adverse effects on performance of our automobile contracts held in securitization pools result in an adverse effect on performance of residual interests. Such factors may result in our being unable to pay our debts timely or as agreed. If we were unable to pay our debts, we would be required to pursue one or more alternative strategies, such as selling assets, refinancing or restructuring our indebtedness or selling additional equity capital. These alternative strategies might not be feasible at the time, might prove inadequate or could require the prior consent of our lenders.

We Need Substantial Liquidity to Operate Our Business.

We have historically funded our operations principally through internally generated cash flows, sales of debt and equity securities, including through securitizations and warehouse credit facilities, borrowings under senior subordinated debt agreements and sales of subordinated notes. However, we may not be able to obtain sufficient funding for our future operations from such sources. As of the date of this report, we have access to no active warehouse credit facilities. If we are unable to access the capital markets or obtain other acceptable financing, our results of operations, financial condition and cash flows would be materially and adversely affected. We require a substantial amount of cash liquidity to operate our business. Among other things, we use such cash liquidity to:

- acquire automobile contracts;

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

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

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

We have historically depended on warehouse credit facilities to finance our purchases of automobile contracts, although we have no warehouse financing available to us at this time. Our business strategy requires that warehouse credit facilities be available in order to purchase significant volumes of receivables.

Historically, our primary sources of day-to-day liquidity were our warehouse credit facilities, in which we sold and contributed automobile contracts, as often as twice a week, to special-purpose subsidiaries, where they were "warehoused" until they were securitized, at which time funds advanced under one or more warehouse credit facilities were repaid from the proceeds of the securitizations. The special-purpose subsidiaries obtained the funds to purchase these contracts by pledging the contracts to a trustee for the benefit of senior warehouse lenders, who advanced funds to our special-purpose subsidiaries based on the dollar amount of the contracts pledged. Through November 2008, we depended substantially on two warehouse credit facilities: (i) a \$200 million warehouse credit facility, which we established in November 2005 and expired by its terms in November 2008; and (ii) a \$200 million warehouse credit facility, which we established in June 2004 and which was amended in December 2008 to eliminate future advances and to provide for repayment of the related debt from the cash collections on the related pledged contracts, and certain other principal reductions until its maturity in September 2009.

As stated elsewhere in this report, we have observed adverse changes in the market for securitized pools of automobile contracts. If we are unable to arrange new warehousing on acceptable terms, our results of operations, financial condition and cash flows could be materially and adversely affected.

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

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

- market conditions;
- the approval by all parties of the terms of the securitization;
- the availability of credit enhancement on acceptable terms; and
- our ability to acquire a sufficient number of automobile contracts for securitization.

As stated elsewhere in this report, we have observed adverse changes in the market for securitized pools of automobile contracts, which has made permanent financing in the form of securitization transactions difficult to obtain and more costly than in prior periods. These changes include reduced liquidity and reduced demand for asset-backed securities, particularly for securities carrying a financial guaranty or for securities backed by sub-prime automobile receivables. Should we chose not to securitize automobile contracts in the future or do so on more costly terms prevalent in current market conditions, we could expect a further material adverse effect on our results of operations.

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

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

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

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

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

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

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

In our securitizations, we historically have utilized credit enhancement in the form of one or more financial guaranty insurance policies issued by financial guaranty insurance companies. Each of these policies unconditionally and irrevocably guarantees certain interest and principal payments on the senior classes of the securities issued in our securitizations. These guarantees enabled these securities to achieve the highest credit rating available. This form of credit enhancement reduced the costs of our securitizations relative to alternative forms of credit enhancement available to us at the time. Such financial guaranty insurance policies are not at present available to us. Due to significantly reduced investor demand for securities carrying such a financial guaranty, it is likely that this form of credit enhancement, even if it were again to become available to us, would not be economic for us in the future. As we pursue future securitizations, we may not be able to obtain:

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

Based on indications from market participants as to reduced investor comfort with credit ratings and financial guarantees, we believe that even if we were unable to obtain such enhancements or such ratings, we would expect to incur increased interest expense. Such increased interest expense would adversely affect our results of operations.

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

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

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

We are dependent upon establishing and maintaining relationships with a large number of unaffiliated automobile dealers to supply us with automobile contracts. During the year ended December 31, 2008, no dealer accounted for more than 1.0% of the contracts we purchased. The agreements we have with dealers to purchase contracts do not require dealers to submit a minimum number of contracts for purchase. The failure of dealers to submit contracts that meet our underwriting criteria could result in reductions in our revenues or the cash flows available to us, and, therefore, could have an adverse effect on our results of operations.

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

We specialize in the purchase and servicing of contracts to finance automobile purchases by sub-prime customers, those who have limited credit history, low income, or past credit problems. Such contracts entail a higher risk of non-performance, higher delinquencies and higher losses than contracts with more creditworthy customers. While we believe that our pricing of the automobile contracts and the underwriting criteria and collection methods we employ enable us to control, to a degree, the higher risks inherent in contracts with sub-prime customers, no assurance can be given that such pricing, criteria and methods will afford adequate protection against such risks. We have experienced increases in the delinquency of, and credit losses on, our contracts.

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

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

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

- our failure generally to observe and perform covenants and agreements applicable to us;
- certain bankruptcy events involving us; or

- the occurrence of certain events of default under the documents governing the facilities.

We have received waivers regarding the potential breach of certain covenants relating to minimum net worth and maintenance of active warehouse credit facilities. Without such waivers, certain credit enhancement providers would have had the right to terminate us as servicer with respect to certain of our outstanding securitization pools. Although such rights have been waived, such waivers are temporary, and there can be no assurance as to their future extension. We do, however, believe that we will obtain such future extensions because it is generally not in the interest of any party to the securitization transaction to transfer servicing. Nevertheless, there can be no assurance as to our belief being correct. The loss of our servicing rights could materially and adversely affect our results of operations, financial condition and cash flows. Our results of operations, financial condition and cash flows, would be materially and adversely affected if we were to be terminated as servicer with respect to a material portion of the automobile contracts for which we are receiving servicing fees.

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

Our senior management team averages thirteen years of service with us. Charles E. Bradley, Jr., our President and CEO, has been our President since our formation in 1991. Our future operating results depend in significant part upon the continued service of our key senior management personnel, none of whom is bound by an employment agreement. Our future operating results also depend in part upon our ability to attract and retain qualified management, technical, sales and support personnel for our operations. Competition for such personnel is intense. We cannot assure you that we will be successful in attracting or retaining such personnel. Reductions in force implemented in 2008 may have reduced employee loyalty, which may in turn result in decreased employee performance. Conversely, adverse general economic conditions may have had a countervailing effect. The loss of any key employee, the failure of any key employee to perform in his or her current position or our inability to attract and retain skilled employees, as needed, could materially and adversely affect our results of operations, financial condition and cash flows.

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

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

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

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

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

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

Unfavorable outcomes in any of our current or future litigation proceedings could materially and adversely affect our results of operations, financial conditions and cash flows. As a consumer finance company, we are subject to various consumer claims and litigation seeking damages and statutory penalties based upon, among other things, disclosure inaccuracies and wrongful repossession, which could take the form of a plaintiff's class action complaint. We, as the assignee of finance contracts originated by dealers, may also be named as a co-defendant in lawsuits filed by consumers principally against dealers. We are also subject to other litigation common to the automobile industry and businesses in general. The damages and penalties claimed by consumers and others in these types of matters can be substantial. The relief requested by the plaintiffs varies but includes requests for compensatory, statutory and punitive damages.

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

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

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

We Have Substantial Indebtedness.

We have and will continue to have a substantial amount of indebtedness. At December 31, 2008, we had approximately \$1,527.3 million of debt outstanding. Such debt consisted primarily of \$1,404.2 million of securitization trust debt, and also included \$9.9 million of warehouse indebtedness, \$67.3 million of residual interest financing, \$20.1 million of senior secured related party debt and \$25.7 million owed under a subordinated notes program. We are also currently offering the subordinated notes to the public on a continuous basis, and such notes have maturities that range from three months to ten years.

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

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

Although we believe we are able to service and repay such debt, there is no assurance that we will be able to do so. If we do not generate sufficient operating profits, our ability to make required payments on our debt would be impaired. Failure to pay our indebtedness when due could have a material adverse effect.

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

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

- incurring or guaranteeing additional indebtedness;
- making capital expenditures in excess of agreed upon amounts;
- paying dividends or other distributions to our stockholders or redeeming, repurchasing or retiring our capital stock or subordinated obligations;
- making investments;
- creating or permitting liens on our assets or the assets of our subsidiaries;
- issuing or selling capital stock of our subsidiaries;
- transferring or selling our assets;
- engaging in mergers or consolidations;
- permitting a change of control of our company;
- liquidating, winding up or dissolving our company;
- changing our name or the nature of our business, or the names or nature of the business of our subsidiaries; and

- engaging in transactions with our affiliates outside the normal course of business.

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

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

Risks Related to General Factors

If The Economy of All or Certain Regions of the United States Continues to Slow Down or the Current Recession Worsens, Our Results of Operations May Be Impaired.

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

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

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

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

Our profitability is largely determined by the difference, or "spread," between the effective interest rate received by us on the automobile contracts that we acquire and the interest rates payable under our warehouse credit facilities and on the asset-backed securities issued in our securitizations. Recent disruptions in the market for asset-backed securities are likely to result in an increase in the interest rates we would pay on asset-backed securities that we may issue in future securitizations. Although we have the ability to partially offset increases in our cost of funds by increasing fees we charge to dealers when purchasing contracts, or by demanding higher interest rates on contracts we purchase, there is no assurance that such actions will materially offset increases in interest we pay to finance our managed portfolio.

Several factors affect our ability to manage interest rate risk. Specifically, we are subject to interest rate risk during the period between when automobile contracts are purchased from dealers and when such contracts are sold and financed in a securitization. Interest rates on our warehouse credit facilities are adjustable while the interest rates on

the automobile contracts are fixed. Therefore, if interest rates increase, the interest we must pay to the lenders under our warehouse credit facilities is likely to increase while the interest realized by us from those warehoused automobile contracts remains the same, and thus, during the warehousing period, the excess spread cash flow received by us would likely decrease. Additionally, contracts warehoused and then securitized during a rising interest rate environment may result in less excess spread cash flow realized by us under those securitizations as, historically, our securitization facilities pay interest to security holders on a fixed rate basis set at prevailing interest rates at the time of the closing of the securitization, which may be several months after the securitized contracts were originated and entered the warehouse, while our customers pay fixed rates of interest on the contracts, set at the time they purchase the underlying vehicles. A decrease in excess spread cash flow could adversely affect our earnings and cash flow.

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

The Effects Of Terrorism And Military Action May Impair Our Results of Operations.

The long-term economic impact of the events of September 11, 2001, possible future terrorist attacks or other incidents and related military action, or current or future military action by United States forces in Iraq and other regions, could have a material adverse effect on general economic conditions, consumer confidence, and market liquidity in the United States. No assurance can be given as to the effect of these events on the performance of our automobile contracts. Any adverse effect resulting from these events could materially affect our results of operations, financial condition and cash flows. In addition, activation of a substantial number of U.S. military reservists or members of the National Guard may significantly increase the proportion of contracts whose interest rates are reduced by the application of the Servicemembers' Civil Relief Act, which provides, generally, that an obligor who is covered by that act may not be charged interest on the related contract in excess of 6% annually during the period of the obligor's active duty.

Risks Related to Our Common Stock

Our Common Stock Is Thinly-Traded.

Our stock is thinly-traded, which means investors will have limited opportunities to sell their shares of common stock in the open market. Limited trading of our common stock also contributes to more volatile price fluctuations. Because there historically has been low trading volume in our common stock, there can be no assurance that our stock price will not decline as additional shares are sold in the public market. As of December 31, 2008, all of our directors and executive officers beneficially owned 3,297,165 shares of our common stock, or approximately 17%.

Our Common Stock May Be Delisted.

Our stock is trading at less than one dollar per share, which is the minimum price required for continued listing on the Nasdaq Stock Market. Enforcement of such minimum price has been suspended since October 16, 2008. Although there has been an extension of the suspension period (through July 20, 2009), there can be no assurance as to whether the minimum price rule will continue to be suspended. If our common shares continue to trade at a price below the Nasdaq minimum and the rule is reinstated, we would be required to take steps to increase the price, or suffer delisting from the Nasdaq Stock Market. The most likely step to increase the trading price would be a reverse split of outstanding shares, which would result in each existing shareholder receiving one new share in exchange for some larger number of local shares.

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

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

Forward-Looking Statements

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

- changes in general economic conditions;
- changes in interest rates;
- our ability to generate sufficient operating and financing cash flows;
- competition;
- level of future provisioning for receivables losses; and
- regulatory requirements.

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

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

Item 1B. Unresolved Staff Comments

Not applicable.

Item 2. Property

The Company's headquarters are located in Irvine, California, where it leases approximately 90,000 square feet of general office space from an unaffiliated lessor. The annual base rent is approximately \$2.5 million, increasing to approximately \$2.7 million through 2016.

In March 1997, the Company established a branch collection facility in Chesapeake, Virginia. The Company leases approximately 28,000 square feet of general office space in Chesapeake, Virginia, at a base rent that is approximately \$525,000 per year, increasing to approximately \$571,000 through 2012.

The remaining two regional servicing centers occupy a total of approximately 41,000 square feet of leased space in Maitland, Florida; and Westchester, Illinois. The termination dates of such leases range from 2011 to 2013.

Item 3. Legal Proceedings

Stanwich Litigation. CPS was for some time a defendant in a class action (the "Stanwich Case") brought in the California Superior Court, Los Angeles County. The original plaintiffs in that case were persons entitled to receive regular payments (the "Settlement Payments") pursuant to earlier settlements of claims, generally personal injury claims, against unrelated defendants. Stanwich

Financial Services Corp. ("Stanwich"), which was an affiliate of the former chairman of the board of directors of CPS, is the entity that was obligated to pay the Settlement Payments. Stanwich defaulted on its payment obligations to the plaintiffs and in June 2001 filed for reorganization under the Bankruptcy Code, in the federal bankruptcy court in Connecticut. At December 31, 2004, CPS was a defendant only in a cross-claim brought by one of the other defendants in the case, Bankers Trust Company, which asserted a claim of contractual indemnity against CPS.

By February 2005, CPS had settled all claims brought against it in the Stanwich Case.

In November 2001, one of the defendants in the Stanwich Case, Jonathan Pardee, asserted claims for indemnity against the Company in a separate action, which is now pending in federal district court in Rhode Island. The Company has filed counterclaims in the Rhode Island federal court against Mr. Pardee, and has filed a separate action against Mr. Pardee's Rhode Island attorneys, in the same court. The litigation between Mr. Pardee and CPS is stayed, awaiting resolution of an adversary action brought against Mr. Pardee in the bankruptcy court, which is hearing the bankruptcy of Stanwich.

CPS has reached an agreement in principle with the representative of creditors in the Stanwich bankruptcy to resolve the adversary action. Under the agreement in principle, CPS was to pay the bankruptcy estate \$625,000 and abandon its claims against the estate, while the estate would abandon its adversary action against Mr. Pardee. The bankruptcy court has rejected that proposed settlement, and the representative of creditors has appealed that rejection. If the agreement in principle were to be approved upon appeal, CPS would expect that the agreement would result in (i) limitation of its exposure to Mr. Pardee to no more than some portion of his attorneys fees incurred and (ii) stays in Rhode Island being lifted, causing those cases to become active again. CPS is unable to predict whether the ruling of the bankruptcy court will be sustained or overturned on appeal.

The reader should consider that an adverse judgment against CPS in the Rhode Island case for indemnification, if in an amount materially in excess of any liability already recorded in respect thereof, could have a material adverse effect on our financial condition.

Other Litigation. We are routinely involved in various legal proceedings resulting from our consumer finance activities and practices, both continuing and discontinued. We believe that there are substantive legal defenses to such claims, and intend to defend them vigorously. There can be no assurance, however, as to their outcomes. We have recorded a liability as of December 31, 2008 that we believe represents a sufficient allowance for legal contingencies. Any adverse judgment against us, if in an amount materially in excess of the recorded liability, could have a material adverse effect on our financial position or results of operations.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to our shareholders during the fourth quarter of 2008.

Item 4A. Executive Officers of the Registrant

Charles E. Bradley, Jr., 49, has been our President and a director since our formation in March 1991, and was elected Chairman of the Board of Directors in July 2001. In January 1992, Mr. Bradley was appointed Chief Executive Officer. From April 1989 to November 1990, he served as Chief Operating Officer of Barnard and Company, a private investment firm. From September 1987 to March 1989, Mr. Bradley, Jr. was an associate of The Harding Group, a private investment banking firm. Mr. Bradley does not currently serve on the board of directors of any other publicly-traded companies.

Mark A. Creatura, 49, has been Senior Vice President – General Counsel since October 1996. From October 1993 through October 1996, he was Vice President and General Counsel at Urethane Technologies, Inc., a polyurethane chemicals formulator. Mr. Creatura was previously engaged in the private practice of law with the Los Angeles law firm of Troy & Gould Professional Corporation, from October 1985 through October 1993.

Jeffrey P. Fritz, 49, has been Senior Vice President - Chief Financial Officer since April 2006. He was Senior Vice President - Accounting from August 2004 through March 2006. He served as a consultant to us from May 2004 to August 2004. Previously, he was the Chief Financial Officer of SeaWest Financial Corp. from February 2003 to May 2004, and the Chief Financial Officer of AFCO Auto Finance from April 2002 to February 2003. He practiced public accounting with Glenn M. Gelman & Associates from March 2001 to April 2002 and was Chief Financial Officer of Credit Services Group, Inc. from May 1999 to November 2000. He previously served as our Chief Financial Officer from our inception through May 1999.

Curtis K. Powell, 52, has been Senior Vice President – Contract Origination since June 2001. Previously, he was our Senior Vice President – Marketing, from April 1995. He joined us in January 1993 as an independent marketing representative until being appointed Regional Vice President of Marketing for Southern California in November 1994. From June 1985 through January 1993, Mr. Powell was in the retail automobile sales and leasing business.

Robert E. Riedl, 45, has been Senior Vice President - Chief Investment Officer since April 2006. Mr. Riedl was Senior Vice President - Chief Financial Officer from August 2003 until assuming his current position. Mr. Riedl joined the Company as Senior Vice President - Risk Management in January 2003. Previously, Mr. Riedl was a

Principal at Northwest Capital Appreciation ("NCA"), a middle market private equity firm, from 2000 to 2002. For a year prior to joining Northwest Capital, Mr. Riedl served as Senior Vice President for one of NCA's portfolio companies, SLP Capital. Mr. Riedl was an investment banker for ContiFinancial Services Corporation from 1995 until joining SLP Capital in 1999.

Christopher Terry, 41, has been Senior Vice President - Servicing since May 2005, and prior to that was Senior Vice President - Asset Recovery since January 2003. He joined us in January 1995 as a loan officer, held a series of successively more responsible positions, and was promoted to Vice President - Asset Recovery in June 1999. Mr. Terry was previously a branch manager with Norwest Financial from 1990 to October 1994.

Teri L. Clements, 46, has been the Senior Vice President of Originations since April 2008. Prior to that, she held the position of Vice President of Originations since August 1998. She joined the Company in June 1991 as an Operations Specialist. Previously, Ms. Clements held an administrative position at Greco & Associates.

Jayne E. Holland, 47, has been the Senior Vice President of Operations since April 2008. Prior to that, she held the position of Vice President of Operations since June 1999 and has been with the company since 1993. Ms. Holland was previously the Assistant Vice President of Operations for Far Western Bank from 1986 through 1990, and has been in the auto finance industry since 1981.

PART II

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

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

	High	Low
January 1 - March 31, 2007	7.77	5.25
April 1 - June 30, 2007	7.21	5.49
July 1 - September 30, 2007	6.75	4.28
October 1 - December 31, 2007	6.20	3.00
January 1 - March 31, 2008	3.61	2.11
April 1 - June 30, 2008	3.18	1.13
July 1 - September 30, 2008	2.85	1.22
October 1 - December 31, 2008	2.58	0.37

As of March 25, 2009, there were 60 holders of record of the Company's Common Stock. To date, we have not declared or paid any dividends on our Common Stock. The payment of future dividends, if any, on our Common Stock is within the discretion of the Board of Directors and will depend upon our income, capital requirements and financial condition, and other relevant factors. The instruments governing our outstanding debt place certain restrictions on the payment of dividends. We do not intend to declare any dividends on our Common Stock in the foreseeable future, but instead intend to retain any cash flow for use in our operations.

The table below presents information regarding outstanding options to purchase our Common Stock as of December 31, 2008:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	10,940,308	\$ 2.99	2,435,000
Equity compensation plans not approved by security holders	-	-	-
Total	10,940,308	\$ 2.99	2,435,000

Issuer Purchases of Equity Securities in the Fourth Quarter

Period(1)	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2)	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
October 2008	113,315	\$ 1.99	113,315	\$ 2,406,297
November 2008	65,729	0.92	65,729	2,345,790
December 2008	75,923	0.81	75,923	2,284,542
Total	254,967	\$ 1.36	254,967	

(1) *Each monthly period is the calendar month.*

(2) *Through December 31, 2008, our board of directors had authorized the purchase of up to \$32.5 million of our outstanding securities, which program was first announced in our annual report for the year 2002, filed on March 26, 2003. All purchases described in the table above were under the plan announced in March 2003, which has no fixed expiration date.*

Item 6. Selected Financial Data

The following table presents our selected consolidated financial data and operating data as of and for the dates indicated. The data under the captions "Statement of Operations Data" and "Balance Sheet Data" have been derived from our audited and unaudited consolidated financial statements. The remainder is derived from other records of ours.

You should read the selected consolidated financial data together with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited and unaudited financial statements and notes thereto that are included in this report.

(dollars in thousands, except per share data)	2008	2007	2006	2005	2004
Statement of Operations Data					
Revenues:					
Interest income	\$ 351,551	\$ 370,265	\$ 263,566	\$ 171,834	\$ 105,818
Servicing fees	2,064	1,218	2,894	6,647	12,480
Other income	14,796	23,067	12,403	15,216	14,394
Total revenues	<u>368,411</u>	<u>394,550</u>	<u>278,863</u>	<u>193,697</u>	<u>132,692</u>
Expenses:					
Employee costs	48,874	46,716	38,483	40,384	38,173
General and administrative	44,368	47,416	42,011	39,285	33,936
Interest expense	156,253	139,189	93,112	51,669	32,147
Provision for credit losses	148,408	137,272	92,057	58,987	32,574
Loss on sale of receivables	13,963				
Impairment loss on residual assets (1)	-	-	-	-	11,750
Total expenses	<u>411,866</u>	<u>370,593</u>	<u>265,663</u>	<u>190,325</u>	<u>148,580</u>
Income (loss) before income tax expense (benefit)	(43,455)	23,957	13,200	3,372	(15,888)
Income tax expense (benefit)	(17,364)	10,099	(26,355)	-	-
Net income (loss)	<u>\$ (26,091)</u>	<u>\$ 13,858</u>	<u>\$ 39,555</u>	<u>\$ 3,372</u>	<u>\$ (15,888)</u>
Earnings (loss) per share-basic	\$ (1.36)	\$ 0.66	\$ 1.82	\$ 0.16	\$ (0.75)
Earnings (loss) per share-diluted	\$ (1.36)	\$ 0.61	\$ 1.64	\$ 0.14	\$ (0.75)
Pre-tax income (loss) per share-basic (2)	\$ (2.26)	\$ 1.15	\$ 0.61	\$ 0.16	\$ (0.75)
Pre-tax income (loss) per share-diluted (3)	\$ (2.26)	\$ 1.06	\$ 0.55	\$ 0.14	\$ (0.75)
Weighted average shares outstanding-basic	19,230	20,880	21,759	21,627	21,111
Weighted average shares outstanding-diluted	19,230	22,595	24,052	23,513	21,111

Balance Sheet Data

Total assets	\$ 1,638,807	\$ 2,282,813	\$ 1,728,594	\$ 1,155,144	\$ 766,599
Cash and cash equivalents	22,084	20,880	14,215	17,789	14,366
Restricted cash and equivalents	153,479	170,341	193,001	157,662	125,113
Finance receivables, net	1,339,307	1,967,866	1,401,414	913,576	550,191
Residual interest in securitizations	3,582	2,274	13,795	25,220	50,430
Warehouse lines of credit	9,919	235,925	72,950	35,350	34,279
Residual interest financing	67,300	70,000	31,378	43,745	22,204
Securitization trust debt	1,404,211	1,798,302	1,442,995	924,026	542,815
Long-term debt	45,826	28,134	38,574	58,655	74,829
Shareholders' equity	89,849	114,355	111,512	73,589	69,920

- (1) *The impairment loss was related to our analysis and estimate of the expected ultimate performance of our previously securitized pools that were held by our non-consolidated subsidiaries and the residual interest in securitizations. The impairment loss was a result of the actual net loss and prepayment rates exceeding our previous estimates for the automobile contracts held by our non-consolidated subsidiaries.*
- (2) *Income (loss) before income tax benefit divided by weighted average shares outstanding-basic. Included for illustrative purposes because some of the periods presented include significant income tax benefits while other periods have neither income tax benefit nor expense.*
- (3) *Income (loss) before income tax benefit divided by weighted average shares outstanding-diluted. Included for illustrative purposes because some of the periods presented include significant income tax benefits while other periods have neither income tax benefit nor expense.*

	As of and For the Year Ended December 31,					
(dollars in thousands, except per share data)	<u>2008</u>	<u>2007</u>	<u>2006</u>	<u>2005</u>	<u>2004</u>	
Contract Purchases/Securitized						
Automobile contract purchases	\$ 296,817	\$ 1,282,311	\$ 1,019,018	\$ 691,252	\$ 447,232	
Automobile contract acquisitions (1)	-	-	-	-	74,901	
Automobile contracts securitized - structured						
as sales	198,662	-	-	-	-	
Automobile contracts securitized - structured						
as secured financings	310,360	1,118,097	957,681	674,421	479,369	
Managed Portfolio Data						
Contracts held by consolidated subsidiaries	\$ 1,477,810	\$ 2,125,755	\$ 1,527,285	\$ 1,000,597	\$ 619,794	
Contracts held by non-consolidated subsidiaries	186,233	-	34,850	103,130	233,621	
SeaWest third party portfolio (2)	79	422	3,770	18,018	53,463	
Total managed portfolio	\$ 1,664,122	\$ 2,126,177	\$ 1,565,905	\$ 1,121,745	\$ 906,878	
Average managed portfolio	1,934,003	1,906,605	1,376,781	997,697	861,262	
Weighted average fixed effective interest rate						
(total managed portfolio) (3)	18.0%	18.2%	18.5%	18.6%	19.2%	
Core operating expense						
(% of average managed portfolio) (4)	4.8%	4.9%	5.8%	8.0%	8.4%	
Allowance for loan losses	\$ 78,036	\$ 100,138	\$ 79,380	\$ 57,728	\$ 42,615	
Allowance for loan losses (% of total contracts held by consolidated subsidiaries)	5.3%	4.7%	5.2%	5.8%	6.9%	
Total delinquencies (3) (5)	5.6%	4.7%	4.0%	3.8%	4.0%	
Total delinquencies and repossessions (3) (5)	8.6%	6.3%	5.5%	5.0%	5.6%	
Net charge-offs (3) (6)	7.7%	5.3%	4.5%	5.3%	7.8%	

- (1) Represents automobile contracts not purchased directly from dealers, but acquired as a result of our acquisition of certain assets of SeaWest in 2004.
- (2) Receivables related to the SeaWest third party portfolio, on which we earn only a servicing fee.
- (3) Excludes receivables related to the SeaWest third party portfolio.
- (4) Total expenses excluding provision for credit losses, interest expense, loss on sale of receivables and impairment loss on residual assets.
- (5) For further information regarding delinquencies and the managed portfolio, see the table captioned "Delinquency Experience," in Item 1, Part I of this report and the notes to that table.
- (6) Net charge-offs include the remaining principal balance, after the application of the net proceeds from the liquidation of the vehicle (excluding accrued and unpaid interest) and amounts collected subsequent to the date of the charge-off, including some recoveries which have been classified as other income in the accompanying financial statements. For further information regarding charge-offs, see the table captioned "Net Charge-Off Experience," in Item I, Part I of this report and the notes to that table.

Item 7. Management's Discussion And Analysis Of Financial Condition And Results Of Operations

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

Overview

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

We were incorporated and began our operations in March 1991. From inception through December 31, 2008, we have purchased a total of approximately \$8.7 billion of automobile contracts from dealers. In addition, we obtained a total of approximately \$605.0 million of automobile contracts in mergers and acquisitions we made in 2002, 2003 and 2004. During 2008, unlike recent prior years, our managed portfolio decreased from the previous year due to our strategy of decreasing contract purchases to conserve our liquidity in response to adverse economic conditions as discussed further below. Our total managed portfolio, net of unearned interest on pre-computed automobile contracts, was approximately \$1,664.1 million at December 31, 2008 compared to \$2,162.2 million at December 31, 2007, \$1,565.9 million as of December 31, 2006 and \$1,122.0 million as of December 31, 2005.

We are headquartered in Irvine, California, where most operational and administrative functions are centralized. All credit and underwriting functions are performed in our California headquarters, and we service our automobile contracts from our California headquarters and from three servicing branches in Virginia, Florida and Illinois.

We purchase contracts in our own name ("CPS") and, until July 2008, also in the name of our wholly-owned subsidiary, TFC. Programs marketed under the CPS name are intended to serve a wide range of sub-prime customers, primarily through franchised new car dealers. Our TFC program served vehicle purchasers enlisted in the U.S. Armed Forces, primarily through independent used car dealers. In July 2008, we suspended contract purchases under our TFC program.

We purchase automobile contracts with the intention of financing them on a long-term basis through securitizations. Securitizations are transactions in which we sell a specified pool of contracts to a special purpose entity of ours, which in turn issues asset-backed securities to fund the purchase of the pool of contracts from us. Depending on the structure of the securitization, the transaction may be treated, for financial accounting purposes, as a sale of the contracts or as a secured financing.

Securitization and Warehouse Credit Facilities

Generally

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

When structured to be treated as a secured financing for accounting purposes, the subsidiary is consolidated with us. Accordingly, the sold automobile contracts and the related debt appear as assets and liabilities, respectively, on our consolidated balance sheet. We then periodically: (i) recognize interest and fee income on the contracts, (ii) recognize interest expense on the securities issued in the transaction, and (iii) record as expense a provision for credit losses on the contracts. From July 2003 through April 2008, all of our securitizations were structured in this manner. In September 2008, we securitized automobile contracts in a transaction that was in substance a sale, that

was treated as a sale for accounting purposes, and in which we retained a residual interest in the sold automobile contracts.

When structured to be treated as a sale for accounting purposes, the assets and liabilities of the special-purpose subsidiary are not consolidated with us. Accordingly, the transaction removes the sold automobile contracts from our consolidated balance sheet, the related debt does not appear as our debt, and our consolidated balance sheet shows, as an asset, a retained residual interest in the sold automobile contracts. The residual interest represents the discounted value of what we expect will be the excess of future collections on the automobile contracts over principal and interest due on the asset-backed securities. That residual interest appears on our consolidated balance sheet as "residual interest in securitizations," and the determination of its value is dependent on our estimates of the future performance of the sold automobile contracts. Of our managed portfolio outstanding at December 31, 2008, only our September 2008 securitization was structured to be treated as a sale for accounting purposes.

Credit Risk Retained

Whether a sale of automobile contracts in connection with a securitization or warehouse credit facility is treated as a secured financing or as a sale for financial accounting purposes, the related special-purpose subsidiary may be unable to release excess cash to us if the credit performance of the related automobile contracts falls short of pre-determined standards. Such releases represent a material portion of the cash that we use to fund our operations. An unexpected deterioration in the performance of such automobile contracts could therefore have a material adverse effect on both our liquidity and our results of operations, regardless of whether such automobile contracts are treated for financial accounting purposes as having been sold or as having been financed. For estimation of the magnitude of such risk, it may be appropriate to look to the size of our "managed portfolio," which represents both financed and sold automobile contracts as to which such credit risk is retained. Our managed portfolio as of December 31, 2008 was approximately \$1,664.1 million.

Critical Accounting Policies

We believe that our accounting policies related to (a) Allowance for Finance Credit Losses, (b) Amortization of Deferred Originations Costs and Acquisition Fees, (c) Residual Interest in Securitizations and Gain on Sale of Automobile Contracts and (d) Income Taxes are the most critical to understanding and evaluating our reported financial results. Such policies are described below.

Allowance for Finance Credit Losses

In order to estimate an appropriate allowance for losses to be incurred on finance receivables, we use a loss allowance methodology commonly referred to as "static pooling," which stratifies our finance receivable portfolio into separately identified pools based on the period of origination. Using analytical and formula driven techniques, we estimate an allowance for finance credit losses, which we believe is adequate for probable credit losses that can be reasonably estimated in our portfolio of automobile contracts. Provision for losses is charged to our consolidated statement of operations. Net losses incurred on finance receivables are charged to the allowance. We evaluate the adequacy of the allowance by examining current delinquencies, the characteristics of the portfolio, prospective liquidation values of the underlying collateral and general economic and market conditions. As circumstances change, our level of provisioning and/or allowance may change as well. We observed deterioration in performance of automobile contracts held in our portfolio in 2008, which we attribute to a general recession that began in December 2007, and which appears to be continuing through the date of this report. Accordingly, we increased our provision for credit losses in the fourth quarter of 2008.

Amortization of Deferred Originations Costs and Acquisition Fees

Upon purchase of a contract from a dealer, we generally either charge or advance the dealer an acquisition fee. In addition, we incur certain direct costs associated with originations of our contracts. All such acquisition fees and direct costs are applied to the carrying value of finance receivables and are accreted into earnings as an adjustment to the yield over the estimated life of the contract using the interest method, in accordance with Statement of Financial Accounting Standard No. 91, Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases.

Term Securitizations

Our term securitization structure has generally been as follows:

We sell automobile contracts we acquire to a wholly-owned special purpose subsidiary, which has been established for the limited purpose of buying and reselling our automobile contracts. The special-purpose subsidiary

then transfers the same automobile contracts to another entity, typically a statutory trust. The trust issues interest-bearing asset-backed securities, in a principal amount equal to or less than the aggregate principal balance of the automobile contracts. We typically sell these automobile contracts to the trust at face value and without recourse, except that representations and warranties similar to those provided by the dealer to us are provided by us to the trust. One or more investors purchase the asset-backed securities issued by the trust; the proceeds from the sale of the asset-backed securities are then used to purchase the automobile contracts from us. We may retain or sell subordinated asset-backed securities issued by the trust or by a related entity. Historically we have purchased external credit enhancement for most of our term securitizations in the form of a financial guaranty insurance policy, guaranteeing timely payment of interest and ultimate payment of principal on the senior asset-backed securities, from an insurance company. In addition, we structure our securitizations to include internal credit enhancement for the benefit of the insurance company and the investors (i) in the form of an initial cash deposit to an account ("spread account") held by the trust, (ii) in the form of overcollateralization of the senior asset-backed securities, where the principal balance of the senior asset-backed securities issued is less than the principal balance of the automobile contracts, (iii) in the form of subordinated asset-backed securities, or (iv) some combination of such internal credit enhancements. The agreements governing the securitization transactions require that the initial level of internal credit enhancement be supplemented by a portion of collections from the automobile contracts until the level of internal credit enhancement reaches specified levels, which are then maintained. The specified levels are generally computed as a percentage of the principal amount remaining unpaid under the related automobile contracts. The specified levels at which the internal credit enhancement is to be maintained will vary depending on the performance of the portfolios of automobile contracts held by the trusts and on other conditions, and may also be varied by agreement among us, our special purpose subsidiary, the insurance company and the trustee. Such levels have increased and decreased from time to time based on performance of the various portfolios, and have also varied from one transaction to another. The agreements governing the securitizations generally grant us the option to repurchase the sold automobile contracts from the trust when the aggregate outstanding balance of the automobile contracts has amortized to a specified percentage of the initial aggregate balance.

Our September 2008 securitization was in substance a sale of the underlying receivables, and is treated as a sale for financial accounting purposes. It differs from those treated as secured financings in that the trust to which our special-purpose subsidiaries sold the automobile contracts met the definition of a "qualified special-purpose entity" under Statement of Financial Accounting Standards No. 140 ("SFAS 140"). As a result, assets and liabilities of those trusts are not consolidated into our consolidated balance sheet.

Historically, our warehouse credit facility structures were similar to the above, except that (i) our special-purpose subsidiaries that purchased the automobile contracts pledged the automobile contracts to secure promissory notes that they issued, (ii) no increase in the required amount of internal credit enhancement was contemplated, and (iii) we did not purchase financial guaranty insurance. Through November 2008, we depended substantially on two warehouse credit facilities: (i) a \$200 million warehouse credit facility, which we established in November 2005 and expired by its terms in November 2008; and (ii) a \$200 million warehouse credit facility, which we established in June 2004 and which was amended in December 2008 to eliminate future advances and to provide for repayment of the related notes from the cash collections on the underlying pledged contracts, and certain other principal reductions until its maturity in September 2009.

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

Under the September 2008 securitization and other term securitizations completed prior to July 2003 that were structured as sales for financial accounting purposes, we removed from our consolidated balance sheet the automobile contracts sold and added to our consolidated balance sheet (i) the cash received, if any, and (ii) the estimated fair value of the ownership interest that we retained in the automobile contracts sold in the transaction. That retained or residual interest consisted of (a) the cash held in the spread account, if any, (b) overcollateralization, if any, (c) asset-backed securities retained, if any, and (d) receivables from the trust, which include the net interest receivables. Net interest receivables represent the estimated discounted cash flows to be received from the trust in the future, net of principal and interest payable with respect to the asset-backed notes, the premium paid to the insurance company, if any, and certain other expenses. The excess of the cash received and the assets we retained over the carrying value of the automobile contracts sold, less transaction costs, equaled the net gain on sale of automobile contracts we recorded.

We receive periodic base servicing fees for the servicing and collection of the automobile contracts. (Under our securitization structures treated as secured financings for financial accounting purposes, such servicing fees are

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

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

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

Since the third quarter of 2003, we have conducted 24 term securitizations. Of these 24, 19 were periodic (generally quarterly) securitizations of automobile contracts that we purchased from automobile dealers under our regular programs. In addition, in March 2004 and November 2005, we completed securitizations of our retained interests in other securitizations that we and our affiliates previously sponsored. The debt from the March 2004 transaction was repaid in August 2005, and the debt from the November 2005 transaction was repaid in May 2007. Also, in June 2004, we completed a securitization of automobile contracts purchased in the SeaWest asset acquisition and under our TFC programs. Further, in December 2005 and May 2007 we completed securitizations that included automobile contracts purchased under the TFC programs, automobile contracts purchased under the CPS programs and automobile contracts we repurchased upon termination of prior securitizations of our MFN and TFC subsidiaries. Since July 2003 all such securitizations have been structured as secured financings, except that our September 2008 securitization was in substance a sale of the underlying receivables, and is treated as a sale for financial accounting purposes.

Income Taxes

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date. Deferred tax assets are recognized subject to management's judgment that realization is more likely than not. Although realization is not assured, we believe that the realization of the recognized net deferred tax asset of \$52.7 million is more likely than not based on expectations as to future taxable income in the jurisdictions in which we operate and available tax planning strategies that could be implemented if necessary to prevent a carryforward from expiring. Our net deferred tax asset of \$52.7 million is net of a valuation allowance of \$1.0 million and consists of approximately \$48.8 million of net U.S. federal deferred tax assets and \$3.9 million of net state deferred tax assets. The major components of the deferred tax asset are \$27.4 million in net operating loss carryforwards and built in losses and \$22.2 million in net deductions which have not yet been taken on a tax return. We estimate that we would need to generate approximately \$127.5 million of taxable income during the applicable carryforward periods to realize fully our federal and state deferred tax assets.

As a result of the losses incurred in 2008, we are in a three-year cumulative pretax loss position at December 31, 2008. A cumulative loss position is considered significant negative evidence in assessing the realizability of a deferred tax asset. However, we have concluded that there is sufficient positive evidence to overcome this negative evidence. First, we recognized a \$14.0 million loss on the September 2008 securitization that was structured as a sale for financial accounting purposes. Since our inception in 1991, we have completed 49 securitizations of approximately \$6.6 billion in contracts and have never recognized a loss until the September 2008 securitization. We view this securitization as an anomaly created by the unusual and adverse market conditions at the time. Without the \$14.0 million loss on the September 2008 securitization, we would not be in a three-year cumulative loss position at December 31, 2008. Moreover, from 2003 through 2007, we generated approximately \$107.0 million in taxable income. Finally, we forecast sufficient taxable income in the carryforward period to fully realize our deferred tax assets, exclusive of tax planning strategies, even under stressed scenarios.

Nevertheless, the amount of the deferred tax asset considered realizable, however, could be significantly reduced in the future if adverse developments cause us to lower our estimates of future taxable income during the carryforward period. Based upon the foregoing discussion, as well as tax planning opportunities and other factors discussed below, we have concluded that the U.S. and state net operating loss carryforward periods provide enough time to utilize the deferred tax assets pertaining to the existing net operating loss carryforwards and any net operating loss that would be created by the reversal of the future net deductions which have not yet been taken on a tax return. Regarding the estimate of future taxable income, we have projected pretax earnings based upon our core business that we intend to conduct going forward. Our core business has produced strong earnings in the past, even with intermittent loss periods resulting from economic cycles not unlike, although not as severe, as the current economic downturn. We have already taken steps to reduce our cost structure and have adjusted the contract interest rates and purchase prices applicable to our purchases of automobile contracts from dealers. We appear to be able to increase our acquisition fees and reduce our purchase prices because of lessened competition for our services. Taking these items into account, we project generating sufficient pretax earnings within the carryforward period to realize our deferred tax assets. We have also examined tax planning strategies available to us in accordance with SFAS 109 which would be employed, if necessary, to prevent a carryforward from expiring. Our projection of sufficient earnings is a forward-looking statement, and there can be no assurance that our projections of such earnings will be correct. Factors discussed under "Risk Factors," and in particular under the subheading "Risk Factors -- Forward-Looking Statements" may affect whether such projections prove to be correct.

In June 2006, the FASB issued Financial Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes," which clarifies the accounting for uncertainty in income taxes recognized in the financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." FIN 48 provides that a tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. Income tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized upon the adoption of FIN 48 and in subsequent periods. This interpretation also provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

We adopted the provisions of FIN 48 on January 1, 2007. As a result of the implementation of FIN 48, we recognized an increase of approximately \$1.1 million in the liability for unrecognized tax benefits, which was accounted for as a reduction to the January 1, 2007, balance of retained earnings.

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

Uncertainty of Capital Markets and General Economic Conditions

Historically, we have depended upon the availability of warehouse credit facilities and access to long-term financing through the issuance of asset-backed securities collateralized by our automobile contracts. Since 1994, we have completed 49 term securitizations of approximately \$6.6 billion in contracts. We conducted four term securitizations in 2006, four in 2007, and two in 2008. From July 2003 through April 2008 all of our securitizations were structured as secured financings. The second of our two securitization transactions in 2008 (completed in

September 2008) was in substance a sale of the related contracts, and is treated as a sale for financial accounting purposes.

Since the fourth quarter of 2007, we have observed unprecedented adverse changes in the market for securitized pools of automobile contracts. These changes include reduced liquidity, and reduced demand for asset-backed securities, particularly for securities carrying a financial guaranty and for securities backed by sub-prime automobile receivables. Moreover, many of the firms that previously provided financial guarantees, which were an integral part of our securitizations, are no longer offering such guarantees. As of December 31, 2008, we have no available warehouse credit facilities and no immediate plans to complete a term securitization. The adverse changes that have taken place in the market over the last 18 months have caused us to seek to conserve liquidity by reducing our purchases of automobile contracts to nominal levels. If the current adverse circumstances that have affected the capital markets should continue or worsen, we may curtail further or cease our purchases of new automobile contracts, which could lead to a material adverse effect on our operations.

Current economic conditions have negatively affected many aspects of our industry. First, as stated above, there is little demand for asset-backed securities secured by consumer finance receivables, including sub-prime automobile receivables. Second, lenders who previously provided short term warehouse financing for sub-prime automobile finance companies such as ours are reluctant to provide such short-term financing due to the uncertainty regarding the prospects of obtaining long-term financing through the issuance of asset-backed securities. In addition, many capital market participants such as investment banks, financial guaranty providers and institutional investors who previously played a role in the sub-prime auto finance industry have withdrawn from the industry, or in some cases, have ceased to do business. Finally, the broad economic weakness and increasing unemployment has made many of the obligors under our receivables less willing or able to pay, resulting in higher delinquency, charge-offs and losses. Each of these factors has adversely affected our results of operations. Should existing economic conditions worsen, both our ability to purchase new contracts and the performance of our existing managed portfolio may be impaired, which, in turn, could have a further material adverse effect on our results of operations.

Results of Operations

Comparison of Operating Results for the Year Ended December 31, 2008 with the Year Ended December 31, 2007

Revenues. During the year ended December 31, 2008, revenues were \$368.4 million, a decrease of \$26.1 million, or 6.6%, from the prior year revenue of \$394.6 million. The primary reason for the decrease in revenues is a decrease in interest income. Interest income for the year ended December 31, 2008 decreased \$18.7 million, or 5.1%, to \$351.6 million from \$370.3 million in the prior year. The primary reason for the decrease in interest income is the decrease in finance receivables held by consolidated subsidiaries. At December 31, 2008 the aggregate outstanding balance of finance receivables held by consolidated subsidiaries was \$1,477.8 million compared to \$2,125.7 million at December 31, 2007, resulting in a decrease of \$12.3 million in interest income. We also experienced decreases in interest earned on cash deposits (including restricted cash deposits) of \$4.7 million, and a decrease in interest income on our residual interest in securitizations of \$1.7 million.

Servicing fees totaling \$2.1 million in the year ended December 31, 2008 increased \$845,000, or 69.3%, from \$1.2 million in the prior year. The increase in servicing fees is the result our September 2008 securitization that was structured as a sale for financial accounting purposes and on which we earn a base servicing fee. During 2008 we also earned base servicing fees on the SeaWest Third Party Portfolio, which has declined to an immaterial amount as of December 31, 2008. As of December 31, 2008 and 2007, our managed portfolio owned by consolidated vs. non-consolidated subsidiaries and other third parties was as follows:

	December 31, 2008		December 31, 2007	
	Amount	%	Amount	%
Total Managed Portfolio	(\$ in millions)			
Owned by Consolidated Subsidiaries	\$ 1,477.8	88.8%	\$ 2,125.8	100.0%
Owned by Non-Consolidated Subsidiaries	186.2	11.2%	-	0.0%
SeaWest Third Party Portfolio	0.1	0.0%	0.4	0.0%
Total	\$ 1,664.1	100.0%	\$ 2,126.2	100.0%

At December 31, 2008, we were generating income and fees on a managed portfolio with an outstanding principal balance of \$1,664.1 million compared to a managed portfolio with an outstanding principal balance of \$2,126.2

million as of December 31, 2007. At December 31, 2008 and 2007, the managed portfolio composition was as follows:

Originating Entity	December 31, 2008		December 31, 2007	
	Amount	%	Amount	%
	(\$ in millions)			
CPS	\$ 1,619.6	97.3%	\$ 2,062.8	97.0%
TFC	44.3	3.0%	62.0	3.0%
MFN	0.0	0.0%	0.0	0.0%
SeaWest	0.1	0.0%	1.0	0.0%
SeaWest Third Party Portfolio	0.1	0.0%	0.4	0.0%
Total	\$ 1,664.1	100.0%	\$ 2,126.2	100.0%

Other income decreased \$8.3 million, or 35.9%, to \$14.8 million in the year ended December 31, 2008 from \$23.1 million during the prior year. The year-over-year decrease is the result of a variety of factors. Current year other income includes \$178,000 resulting from an increase in the carrying value of our residual interest in securitizations, compared to \$6.2 million of such increases in 2007. The carrying value was increased primarily as a result of the underlying receivables having incurred fewer losses than we had previously estimated, which in turn resulted in actual cash flows exceeding estimated cash flows. The prior year period also included proceeds of \$1.8 million from the sale of certain charged off receivables acquired in the MFN, TFC and SeaWest acquisitions. There was no sale of charged off receivables in 2008. In addition, in 2007 we realized \$1.0 million in recoveries on a note payable by a third party that we had previously written off. Decreases to other income were somewhat offset by increases of \$1.7 million in convenience fees charged to our customers for web-based and other electronic payments.

Expenses. Our operating expenses consist primarily of provisions for credit losses, interest expense, employee costs and general and administrative expenses. Provisions for credit losses and interest expense are significantly affected by the volume of automobile contracts we purchased during a period and by the outstanding balance of finance receivables held by consolidated subsidiaries. Employee costs and general and administrative expenses are incurred as applications and automobile contracts are received, processed and serviced. Factors that affect margins and net income include changes in the automobile and automobile finance market environments, and macroeconomic factors such as interest rates and the unemployment level.

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

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

Total operating expenses were \$411.9 million for the year ended December 31, 2008, compared to \$370.6 million for the prior year, an increase of \$41.3 million, or 11.1%. The increase is primarily due to increases in provision for credit losses and interest expense, which increased by \$11.1 million and \$16.2 million, or 8.1% and 11.7%, respectively. In addition, we recognized a loss on sale of receivables of \$14.0 million in conjunction with our September 2008 securitization.

In September 2008, we securitized \$198.7 million of our receivables in a transaction that is treated as a sale of the receivables for financial accounting purposes. The terms of the September 2008 securitization provide for us (1) to continue servicing the sold portfolio, (2) to retain a 5.0% interest in the bonds issued by the trust to which we sold the receivables and (3) to earn additional compensation contingent upon (a) the return to the holders of the senior bonds issued by the trust reaching certain targets or (b) "lifetime" cumulative net charge-offs on the receivables being below a pre-determined level. We recognized a loss on the sale of \$14.0 million. We used a portion of the proceeds of the sale to reduce substantially the amounts outstanding under our warehouse credit facilities.

Employee costs increased by 4.6% to \$48.9 million during the year ended December 31, 2008, representing 11.9% of total operating expenses, from \$46.7 million for the prior year, or 12.6% of total operating expenses. The decrease as a percentage of total operating expenses reflects the higher total of operating expenses, primarily a result of the increased provision for credit losses and interest expense. In the recent years prior to 2008, we generally had

regular increases in our numbers of employees to accommodate increasing volumes of contract purchases and the size of our total managed portfolio. As we gradually reduced our new contract purchases in 2008, however, we also reduced total employees, primarily in the areas of contract originations and marketing. As of December 31, 2008 we had 681 employees, compared to 997 employees at December 31, 2007.

General and administrative expenses increased by 18.2% to \$29.5 million and represented 7.2% of total operating expenses in the year ending December 31, 2008, as compared to the prior year when general and administrative expenses represented 6.7% of total operating expenses. General and administrative expenses include telecommunications costs, postage and delivery costs and other costs associate with servicing our managed portfolio.

Interest expense for the year ended December 31, 2008 increased \$17.1 million, or 12.3%, to \$156.3 million, compared to \$139.2 million in the previous year. The increase is primarily the result of changes in the amount and composition of securitization trust debt carried on our consolidated balance sheet. Interest on securitization trust debt increased by \$12.6 million in 2008 compared to the prior year. We also experienced increases in senior secured and subordinated debt interest expense and residual interest financing interest expenses of \$2.2 million and \$4.0 million, respectively. In June and July 2008 we issued \$10 million and \$15 million, respectively, in new senior secured debt. In addition, in July 2008 we amended our residual interest financing facility, which resulted in a higher rate of interest and allows us the option to extend the maturity if certain conditions are met. Increases in interest expense for securitization trust debt, subordinated debt and residual interest financing were somewhat offset by a decrease of \$1.8 million in interest expense for warehouse financing. Throughout 2008, we gradually reduced new contract purchases, resulting in lower amounts outstanding under our warehouse facilities compared to the prior year.

Marketing expenses consist primarily of commission-based compensation paid to our employee marketing representatives. These expenses decreased by \$7.9 million, or 43.7%, to \$10.2 million, compared to \$18.1 million in the previous year and represented 2.5% of total operating expenses. The decrease is primarily due to the decrease in automobile contracts we purchased during the year ended December 31, 2008 as compared to the prior year. During the year ended December 31, 2008, we purchased 19,772 automobile contracts aggregating \$296.8 million, compared to 83,246 automobile contracts aggregating \$1,282.3 million in the prior year.

Occupancy expenses increased by \$341,000 or 9.1%, to \$4.1 million compared to \$3.8 million in the previous year and represented 1.0% of total operating expenses.

Depreciation and amortization expenses decreased by \$10,000, or 1.9%, to \$537,000 from \$547,000 in the previous year.

For the year ended December 31, 2008, we recorded a tax benefit of \$17.4 million or 40.0% of loss before income taxes. For the year ended December 31, 2007, we recorded income tax expense of \$10.1 million.

Comparison of Operating Results for the Year Ended December 31, 2007 with the Year Ended December 31, 2006

Revenues. During the year ended December 31, 2007, revenues were \$394.6 million, an increase of \$115.7 million, or 41.5%, from the prior year revenue of \$278.9 million. The primary reason for the increase in revenues is an increase in interest income. Interest income for the year ended December 31, 2007 increased \$106.7 million, or 40.5%, to \$370.3 million from \$263.6 million in the prior year. The primary reason for the increase in interest income is the increase in finance receivables held by consolidated subsidiaries (resulting in an increase of \$109.4 million in interest income) and the increase in interest earned on cash deposits (including restricted cash deposits) of \$2.8 million. These increases were partially offset by the decline in the balance of the portfolios of automobile contracts we acquired in the MFN, TFC and SeaWest transactions (in the aggregate, resulting in a decrease of \$2.2 million in interest income), and a decrease in interest income on our residual interest in securitizations of \$2.1 million.

Servicing fees totaling \$1.2 million in the year ended December 31, 2007 decreased \$1.7 million, or 57.9%, from \$2.9 million in the prior year. The decrease in servicing fees is the result of the change in securitization structure and the consequent decline in our managed portfolio held by non-consolidated subsidiaries. As of December 31, 2007 and 2006, our managed portfolio owned by consolidated vs. non-consolidated subsidiaries and other third parties was as follows:

	December 31, 2007		December 31, 2006	
	Amount	%	Amount	%
Total Managed Portfolio	(in millions)			
Owned by Consolidated Subsidiaries	\$ 2,125.8	100.0%	\$ 1,527.3	97.5%
Owned by Non-Consolidated Subsidiaries	-	0.0%	34.8	2.2%
SeaWest Third Party Portfolio	0.4	0.0%	3.8	0.2%
Total	\$ 2,126.2	100.0%	\$ 1,565.9	100.0%

At December 31, 2007, we were generating income and fees on a managed portfolio with an outstanding principal balance of \$2,126.2 million (this amount includes \$422,000 of automobile contracts securitized by SeaWest, on which we earn only servicing fees), compared to a managed portfolio with an outstanding principal balance of \$1,565.9 million as of December 31, 2006. At December 31, 2007 and 2006, the managed portfolio composition was as follows:

Originating Entity	December 31, 2007		December 31, 2006	
	Amount	%	Amount	%
	(\$ in millions)			
CPS	\$ 2,062.8	97.0%	\$ 1,496.5	95.6%
TFC	62.0	3.0%	60.9	3.9%
MFN	0.0	0.0%	0.2	0.0%
SeaWest	1.0	0.0%	4.5	0.3%
SeaWest Third Party Portfolio	0.4	0.0%	3.8	0.2%
Total	\$ 2,126.2	100.0%	\$ 1,565.9	100.0%

Other income increased \$10.7 million, or 86.0%, to \$23.1 million in the year ended December 31, 2007 from \$12.4 million during the prior year. The year-over-year increase is the result of a variety of factors. Current year other income includes \$6.2 million resulting from an increase in the carrying value of our residual interest in securitizations (a \$5.0 million increase over the increase in carrying value for the prior year). The carrying value was increased primarily as a result of the underlying receivables having incurred fewer losses than we had previously estimated, which in turn resulted in actual cash flows exceeding cash flows that were estimated in our valuation of the residual asset at December 31, 2006. We do not expect that future cash flows will significantly exceed the estimates we are currently using for the valuation of our residual interest. The current year period also includes proceeds of \$1.8 million from the sale of certain charged off receivables acquired in the MFN, TFC and SeaWest acquisitions. There was no sale of charged off receivables in 2006. In addition, we experienced increases in convenience fees charged to obligors for certain transaction types (an increase of \$1.3 million) and \$1.0 million in recoveries on a note payable by a third party that we had previously written off. We also experienced increased revenue on our direct mail services (an increase of \$1.6 million). These direct mail services are provided to our dealers and consist of customized solicitations targeted to prospective vehicle purchasers, in proximity to the dealer, who appear to meet our credit criteria. These increases to other income were somewhat offset by decreases in recoveries on MFN and certain other automobile contracts (a decrease of \$1.2 million) compared to the prior year.

Expenses. Our operating expenses consist primarily of provisions for credit losses, interest expense, employee costs and general and administrative expenses. Provisions for credit losses and interest expense are significantly affected by the volume of automobile contracts we purchased during a period and by the outstanding balance of finance receivables held by consolidated subsidiaries. Employee costs and general and administrative expenses are incurred as applications and automobile contracts are received, processed and serviced. Factors that affect margins and net income include changes in the automobile and automobile finance market environments, and macroeconomic factors such as interest rates and the unemployment level.

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

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

Total operating expenses were \$370.6 million for the year ended December 31, 2007, compared to \$265.7 million for the prior year, an increase of \$104.9 million, or 39.5%. The increase is primarily due to increases in provision for credit losses and interest expense, which increased by \$45.2 million and \$46.1 million, or 49.1% and 49.5%, respectively. Both interest expense and provision for credit losses are directly affected by the growth in our portfolio of automobile contracts held by consolidated affiliates.

Employee costs increased by 21.4% to \$46.7 million during the year ended December 31, 2007, representing 12.6% of total operating expenses, from \$38.5 million for the prior year, or 14.5% of total operating expenses. The decrease as a percentage of total operating expenses reflects the higher total of operating expenses, primarily a result of the increased provision for credit losses and interest expense. The increase in employee costs is the result of additions to our staff, generally throughout all areas of the Company, to accommodate greater volumes of contract purchases and the resulting higher balance of our managed portfolio. As of December 31, 2007 we had 997 employees compared to 789 employees at December 31, 2006.

General and administrative expenses increased by 7.6% to \$25.0 million and represented 6.7% of total operating expenses in the year ending December 31, 2007, as compared to the prior year when general and administrative expenses represented 8.7% of total operating expenses. The decrease as a percentage of total operating expenses reflects the higher operating expenses primarily a result of the provision for credit losses and interest expense.

Interest expense for the year ended December 31, 2007 increased \$46.1 million, or 49.5%, to \$139.2 million, compared to \$93.1 million in the previous year. The increase is primarily the result of changes in the amount and composition of securitization trust debt carried on our consolidated balance sheet. Interest on securitization trust debt increased by \$40.9 million in 2007 compared to the prior year. We also experienced increases in warehouse interest expense and residual interest financing interest expenses of \$5.1 million and \$1.1 million, respectively. A portion of the increase in interest expense can also be attributed to a gradual increase in market interest rates during 2007. Increases in interest expense for securitization trust debt, warehouse and residual interest financing were somewhat offset by a decrease of \$1.0 million in interest expense for subordinated debt.

Marketing expenses consist primarily of commission-based compensation paid to our employee marketing representatives and increased by \$4.1 million, or 29.3%, to \$18.1 million, compared to \$14.0 million in the previous year and represented 4.9% of total operating expenses. The increase is primarily due to the increase in automobile contracts we purchased during the year ended December 31, 2007 as compared to the prior year. During the year ended December 31, 2007, we purchased 83,246 automobile contracts aggregating \$1,282.3 million, compared to 66,504 automobile contracts aggregating \$1,019.0 million in the prior year.

Occupancy expenses decreased slightly by \$219,000 or 5.5%, to \$3.8 million compared to \$4.0 million in the previous year and represented 1.0% of total operating expenses.

Depreciation and amortization expenses decreased by \$253,000, or 31.6%, to \$547,000 from \$800,000 in the previous year.

For the year ended December 31, 2007, we recorded tax expense of \$10.1 million or 42.2% of income before income taxes. For the year ended December 31, 2006, we recorded an income tax benefit of \$41.8 million related to the reversal of a portion of the valuation allowance against deferred tax assets, offset by current income tax paid or then payable of \$20.2 million, less \$4.8 million in deferred tax benefit. As of December 31, 2007, we had remaining deferred tax assets of \$68.6 million, partially offset by a valuation allowance of \$9.8 million related to federal and state net operating losses and other timing differences, leaving a net deferred tax asset of \$58.8 million.

Liquidity and Capital Resources

Liquidity

Our business requires substantial cash to support purchases of automobile contracts and other operating activities. Our primary sources of cash have been cash flows from operating activities, including proceeds from sales of automobile contracts, amounts borrowed under our warehouse credit facilities, servicing fees on portfolios of automobile contracts previously sold in securitization transactions or serviced for third parties, customer payments of principal and interest on finance receivables, fees for origination of automobile contracts, and releases of cash from securitized portfolios of automobile contracts in which we have retained a residual ownership interest and from the spread accounts associated with such pools. Our primary uses of cash have been the purchases of automobile contracts, repayment of amounts borrowed under warehouse credit facilities and otherwise, operating expenses such as employee, interest, occupancy expenses and other general and administrative expenses, the establishment of spread accounts and initial overcollateralization, if any, and the increase of credit enhancement to required levels in

securitization transactions, and income taxes. There can be no assurance that internally generated cash will be sufficient to meet our cash demands. The sufficiency of internally generated cash will depend on the performance of securitized pools (which determines the level of releases from those portfolios and their related spread accounts), the rate of expansion or contraction in our managed portfolio, and the terms upon which we are able to purchase, sell, and borrow against automobile contracts.

Net cash provided by operating activities for the years ended December 31, 2008, 2007 and 2006 was \$124.9 million, \$153.4 million and \$92.4 million, respectively. Cash from operating activities is generally provided by our results from operations.

Net cash provided by investing activities for the year ended December 31, 2008 was \$657.6 million compared to net cash used in investment activities of \$665.4 million and \$603.7 million for 2007 and 2006, respectively. Cash used in investing activities generally relates to purchases of automobile contracts. Purchases of finance receivables held for investment were \$296.8 million, \$1,282.3 million and \$1,019.0 million in 2008, 2007 and 2006, respectively. The significant decrease in contract purchases in 2008 compared to prior periods together with ongoing significant proceeds received on finance receivables held for investment resulted in net cash provided by investing activities in 2008 compared to net cash used by investing activities in 2007. Net cash used in investing activities is also affected by changes in the amounts of restricted cash and equivalents, which in turn, is affected by the timing and structure of our asset-backed securitization transactions. In December 2006, we completed a securitization transaction which included a pre-funding component that resulted in specific restricted cash deposits of \$70.3 million at December 31, 2006. In December 2008 and 2007, we did not complete a securitization transaction with a pre-funding component and, as such, there was no corresponding restricted cash deposit at December 31, 2008 or 2007.

Net cash used by financing activities for the year ended December 31, 2008, was \$781.4 million compared with net cash provided by financing activities \$518.6 million and \$507.7 million for the years ended December 31, 2007 and 2006, respectively. Cash used or provided by financing activities is primarily attributable to the issuance or repayment of debt. We issued \$285.4 million of securitization trust debt in 2008 as compared to \$1,035.9 million in 2007. Issuances of securitization debt were offset by repayments of \$693.3 million, \$685.9 million and \$487.7 million in 2008, 2007 and 2006, respectively.

We purchase automobile contracts from dealers for a cash price approximating their principal amount, adjusted for an acquisition fee which may either increase or decrease the automobile contract purchase price. Those automobile contracts generate cash flow, however, over a period of years. As a result, we have been dependent on warehouse credit facilities to purchase automobile contracts, and on the availability of cash from outside sources in order to finance our continuing operations, as well as to fund the portion of automobile contract purchase prices not financed under revolving warehouse credit facilities. At December 31, 2007, we had \$425 million in warehouse credit capacity, in the form of two \$200 million senior facilities, and one \$25 million subordinated facility. One \$200 million facility provided funding for automobile contracts purchased under the TFC programs while both warehouse facilities provided funding for automobile contracts purchased under the CPS programs. The subordinated facility was established on January 12, 2007 and expired by its terms in April 2008.

The first of two warehouse facilities mentioned above was provided by an affiliate of Bear, Stearns and was structured to allow us to fund a portion of the purchase price of automobile contracts by drawing against a floating rate variable funding note issued by our consolidated subsidiary Page Three Funding, LLC. This facility was established on November 15, 2005, and expired on November 6, 2008. On November 8, 2006 the facility was increased from \$150 million to \$200 million and the maximum advance rate was increased to 83% from 80% of eligible contracts, subject to collateral tests and certain other conditions and covenants. On January 12, 2007 the facility was amended to allow for the issuance of subordinated notes resulting in an increase of the maximum advance rate to 93%. The advance rate was subject to the lender's valuation of the collateral which, in turn, was affected by factors such as the credit performance of our managed portfolio and the terms and conditions of our term securitizations, including the expected yields required for bonds issued in our term securitizations. Senior notes under this facility accrued interest at a rate of one-month LIBOR plus 2.50% per annum while the subordinated notes accrued interest at a rate of one-month LIBOR plus 5.50% per annum.

The second of two warehouse facilities was provided by an affiliate of UBS AG and was similarly structured to allow us to fund a portion of the purchase price of automobile contracts by drawing against a floating rate variable funding note issued by our consolidated subsidiary Page Funding LLC. This facility was entered into on June 30, 2004. On June 29, 2005 the facility was increased from \$100 million to \$125 million and further amended to provide for funding for automobile contracts purchased under the TFC programs, in addition to our CPS programs. The

available credit under the facility was increased again to \$200 million on August 31, 2005. In April 2006, the terms of this facility were amended to allow advances to us of up to 80% of the principal balance of automobile contracts that we purchase under our CPS programs, and of up to 70% of the principal balance of automobile contracts that we purchase under our TFC programs, in all events subject to collateral tests and certain other conditions and covenants. On June 30, 2006, the terms of this facility were amended to allow advances to us of up to 83% of the principal balance of automobile contracts that we purchase under our CPS programs, in all events subject to collateral tests and certain other conditions and covenants. In February 2007 the facility was amended to allow for the issuance of subordinated notes resulting in an increase of the maximum advance rate to 93%. The advance rate was subject to the lender's valuation of the collateral which, in turn, was affected by factors such as the credit performance of our managed portfolio and the terms and conditions of our term securitizations, including the expected yields for bonds issued in our term securitizations. Senior notes under this facility accrue interest at a rate of one-month LIBOR plus 9.85% per annum. The facility was amended in December 2008 which eliminated future advances and provided for repayment of the notes from proceeds collected on the underlying pledged receivables, plus certain future scheduled principal reductions until its maturity in September 2009. At December 31, 2008, \$9.9 million was outstanding under this facility.

We securitized \$509.0 million in auto contracts in two private placement transactions in 2008 as compared to \$1,118.1 million of automobile contracts in four private placement transactions during 2007, and \$957.7 million of automobile contracts in four private placement transactions in 2006. All but one of these transactions were structured as secured financings and, therefore, resulted in no gain or loss on sale. The September 2008 transaction was structured as a sale for financial accounting purposes and resulted in a loss on sale of \$14.0 million.

In November 2005, we completed a securitization in which a wholly-owned bankruptcy remote consolidated subsidiary of ours issued \$45.8 million of asset-backed notes secured by its retained interest in 10 term securitization transactions. At December 31, 2006 there was \$19.6 million outstanding on this facility and in May 2007 the notes were fully repaid. In December 2006 we entered into a \$35 million residual credit facility that was secured by our retained interests in additional term securitizations. At December 31, 2006, there was \$12.2 million outstanding under this facility. In July 2007, we established a combination term and revolving residual credit facility and used a portion of our initial draw under that facility to repay our remaining outstanding debt under the December 2006 \$35 million residual facility.

Under the combination term and revolving residual credit facility, we have used eligible residual interests in securitizations as collateral for floating rate borrowings. The amount that we were able to borrow was computed using an agreed valuation methodology of the residuals, subject to an overall maximum principal amount of \$120 million, represented by (i) a \$60 million Class A-1 variable funding note (the "revolving note"), and (ii) a \$60 million Class A-2 term note (the "term note"). The term note was fully drawn in July 2007 and was due in July 2009. As of July 2008, we had drawn \$26.8 million on the revolving note. The facility's revolving feature expired in July 2008. On July 10, 2008 we amended the terms of the combination term and revolving residual credit facility, (i) eliminating the revolving feature and increasing the interest rate, (ii) consolidating the amounts then owing on the Class A-1 note with the Class A-2 note, (iii) establishing an amortization schedule for principal reductions on the Class A-2 note, and (iv) providing for an extension, at our option if certain conditions are met, of the Class A-2 note maturity from June 2009 to June 2010. In conjunction with the amendment, we reduced the principal amount outstanding to \$70 million by delivering to the lender (i) warrants valued as being equivalent to 2,500,000 common shares, or \$4,071,429 and (ii) cash of \$12,765,244. The warrants represent the right to purchase 2,500,000 CPS common shares at a nominal exercise price, at any time prior to July 10, 2018. As of December 31, 2008 the aggregate indebtedness under this facility was \$67.3 million.

On June 30, 2008, we entered into a series of agreements pursuant to which a lender purchased a \$10 million five-year, fixed rate, senior secured note from us. The indebtedness is secured by substantially all of our assets, though not by the assets of our special-purpose financing subsidiaries. In July 2008, in conjunction with the amendment of the combination term and revolving residual credit facility as discussed above, the lender purchased an additional \$15 million note with substantially the same terms as the \$10 million note. Pursuant to the June 30, 2008 securities purchase agreement, we issued to the lender 1,225,000 shares of common stock. In addition, we issued the lender two warrants: (i) warrants that we refer to as the FMV Warrants, which are exercisable for 1,564,324 shares of our common stock, at an exercise price of \$2.4672 per share, and (ii) warrants that we refer to as the N Warrants, which are exercisable for 283,985 shares of our common stock, at a nominal exercise price. Both the FMV Warrants and the N Warrants are exercisable in whole or in part and at any time up to and including June 30, 2018. We valued the warrants using the Black-Scholes valuation model and recorded their value as a liability on our balance sheet

because the terms of the warrants also included a provision whereby the lender could require us to purchase the warrants for cash. That provision was eliminated by mutual agreement in September 2008.

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

We are and may in the future be limited in our ability to purchase automobile contracts due to limits on our capital. As of December 31, 2008, we had unrestricted cash of \$22.1 million, no available capacity under any warehouse financing facilities and no immediate plans to complete a securitization. Our plans to manage our liquidity include maintaining our rate of automobile contract purchases at a merely nominal level, and, wherever appropriate, reducing our operating costs. There can be no assurance that we will be able to obtain future warehouse financing or to complete securitizations on favorable economic terms or that we will be able to complete securitizations at all. If we are unable to complete such securitizations, we may be unable to increase our rate of automobile contract purchases, in which case our interest income and other portfolio related income would decrease.

Our liquidity will also be affected by releases of cash from the trusts established with our securitizations. While the specific terms and mechanics of each spread account vary among transactions, our securitization agreements generally provide that we will receive excess cash flows, if any, only if the amount of credit enhancement has reached specified levels and/or the delinquency, defaults or net losses related to the automobile contracts in the pool are below certain predetermined levels. In the event delinquencies, defaults or net losses on the automobile contracts exceed such levels, the terms of the securitization: (i) may require increased credit enhancement to be accumulated for the particular pool; (ii) may restrict the distribution to us of excess cash flows associated with other pools; or (iii) in certain circumstances, may permit the insurers to require the transfer of servicing on some or all of the automobile contracts to another servicer. There can be no assurance that collections from the related trusts will continue to generate sufficient cash. Moreover, most of our spread account balances are pledged as collateral to our residual interest financing. As such, most of the current releases of cash from our securitization trusts are directed to pay the obligations of our residual interest financing.

Certain of our securitization transactions and our warehouse credit facility contain various financial covenants requiring certain minimum financial ratios and results. Such covenants include maintaining minimum levels of liquidity and net worth and not exceeding maximum leverage levels and maximum financial losses. In addition, certain securitization and non-securitization related debt contain cross-default provisions that would allow certain creditors to declare a default if a default occurred under a different facility.

The agreements under which we receive periodic fees for servicing automobile contracts in securitizations are terminable by the respective insurance companies upon defined events of default, and, in some cases, at the will of the insurance company. We have received waivers regarding the potential breach of certain such covenants relating to minimum net worth, financial loss in any one period and maintenance of active warehouse credit facilities. Without such waivers, certain credit enhancement providers would have had the right to terminate us as servicer with respect to certain of our outstanding securitization pools. Although such rights have been waived, such waivers are temporary, and there can be no assurance as to their future extension. We do, however, believe that we will obtain such future extensions because it is generally not in the interest of any party to the securitization transaction to transfer servicing. Nevertheless, there can be no assurance as to our belief being correct. Were an insurance company in the future to exercise its option to terminate such agreements, such a termination could have a material adverse effect on our liquidity and results of operations, depending on the number and value of the terminated agreements. Our note insurers continue to extend our term as servicer on a monthly and/or quarterly basis, pursuant to the servicing agreements.

Contractual Obligations

The following table summarizes our material contractual obligations as of December 31, 2008 (dollars in thousands):

	Payment Due by Period (1)				
	Total	Less than 1 Year	1 to 3 Years	4 to 5 Years	More than 5 Years
Long Term Debt (2)	\$ 113,126	\$ 20,642	\$ 70,065	\$ 22,281	\$ 138
Operating Leases	\$ 25,771	\$ 3,985	\$ 7,443	\$ 6,728	\$ 7,615

- (1) Securitization trust debt, in the aggregate amount of \$1,404.2 million as of December 31, 2008, is omitted from this table because it becomes due as and when the related receivables balance is reduced by payments and charge-offs. Expected payments, which will depend on the performance of such receivables, as to which there can be no assurance, are \$639.4 million in 2009, \$422.2 million in 2010, \$235.9 million in 2011, \$90.0 million in 2012, \$16.7 million in 2013.
- (2) Long-term debt includes residual interest debt, senior secured debt and subordinated renewable notes.

Warehouse Credit Facilities

The terms on which credit has been available to us for purchase of automobile contracts have varied over the three years 2006-2008 and through December 31, 2008, as shown in the following summary of our warehouse credit facilities:

Facility in Use from June 2004 to present. In June 2004, we (through our subsidiary Page Funding LLC) entered into a floating rate variable note purchase facility. Up to \$200.0 million of borrowing capacity under this facility was available at any time subject to certain collateral tests and other conditions. We used funds derived from this facility to purchase automobile contracts under the CPS programs and TFC programs, which were pledged to secure the notes. The collateral tests and other conditions generally allowed us to borrow up to approximately 93% of the principal balance of automobile contracts that we purchased under our CPS programs (up to 83.0% in the form of senior notes and the remainder in the form of subordinated notes), and of up to 70% of the principal balance of automobile contracts that we purchased under our TFC programs. The advance rate was subject to the lender's valuation of the collateral which, in turn, was affected by factors such as the credit performance of our managed portfolio and the terms and conditions of our term securitizations, including the expected yields required for bonds issued in our term securitizations. The facility was amended in December 2008 which eliminated future advances and provided for repayment of the notes from proceeds collected on the underlying pledged receivables, plus certain future scheduled principal reductions until its maturity in September 2009. Senior notes issued under this facility accrue interest at one-month LIBOR plus 9.85% per annum. The balance of notes outstanding related to this facility at December 31, 2008 was \$9.9 million.

Facility in Use from November 2005 to November 2008. In November 2005, we (through our subsidiary Page Three Funding LLC) entered into a floating rate variable note purchase facility. Up to \$200 million of borrowing capacity under this facility was available at any time subject to certain collateral tests and other conditions. We used funds derived from this facility to purchase automobile contracts under the CPS programs, which were pledged to secure the notes. The collateral tests and other conditions generally allowed us to borrow up to approximately 93.0% of the principal balance of the automobile contracts (up to 83.0% in the form of senior notes and the remainder in the form of subordinated notes). The advance rate was subject to the lender's valuation of the collateral which, in turn, was affected by factors such as the credit performance of our managed portfolio and the terms and conditions of our term securitizations, including the expected yields require for bonds issued in our term securitizations. The facility expired by its terms in November 2008.

Capital Resources

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

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

from the trusts and related spread accounts with our capital requirements. As we have already reduced such purchases to nominal levels, we retain little ability to reduce purchases further to meet any additional capital requirements.

Capitalization

Over the period from January 1, 2005 through December 31, 2008 we have managed our capitalization by issuing and refinancing debt as summarized in the following table:

	Year Ended December 31,		
	2008	2007	2006
	(Dollars in thousands)		
RESIDUAL INTEREST FINANCING:			
Beginning balance	\$ 70,000	\$ 31,378	\$ 43,745
Issuances	20,000	85,860	13,667
Payments	(22,700)	(47,238)	(26,034)
Ending balance	\$ 67,300	\$ 70,000	\$ 31,378
SECURITIZATION TRUST DEBT:			
Beginning balance	\$ 1,798,302	\$ 1,442,995	\$ 924,026
Issuances	310,359	1,035,864	1,003,645
Payments	(704,450)	(680,557)	(484,676)
Ending balance	\$ 1,404,211	\$ 1,798,302	\$ 1,442,995
SENIOR SECURED DEBT, RELATED PARTY:			
Beginning balance	\$ -	\$ 25,000	\$ 40,000
Issuances	20,105	□	□
Payments	-	(25,000)	(15,000)
Ending balance	\$ 20,105	\$ -	\$ 25,000
SUBORDINATED DEBT:			
Beginning balance	□	□	\$ 14,000
Payments	□	□	(14,000)
Ending balance	□	□	□
SUBORDINATED RENEWABLE NOTES:			
Beginning balance	\$ 28,134	\$ 13,574	\$ 4,655
Issuances	4,183	17,664	9,985
Payments	(6,596)	(3,104)	(1,066)
Ending balance	\$ 25,721	\$ 28,134	\$ 13,574

Residual Interest Financing. In November 2005, we completed a securitization in which a wholly-owned bankruptcy remote consolidated subsidiary of ours issued \$45.8 million of asset-backed notes secured by its retained interest in 10 term securitization transactions. At December 31, 2006 there was \$19.6 million outstanding on this facility and in May 2007 the notes were fully repaid. In December 2006 we entered into a \$35 million residual credit facility that was secured by our retained interests in additional term securitizations. At December 31, 2006, there was \$12.2 million outstanding under this facility. In July 2007, we established a combination term and revolving residual credit facility and used a portion of our initial draw under that facility to repay our remaining outstanding debt under the December 2006 \$35 million residual facility.

Under the combination term and revolving residual credit facility, we have used eligible residual interests in securitizations as collateral for floating rate borrowings. The amount that we were able to borrow was computed using an agreed valuation methodology of the residuals, subject to an overall maximum principal amount of \$120 million, represented by (i) a \$60 million Class A-1 variable funding note (the "revolving note"), and (ii) a \$60 million Class A-2 term note (the "term note"). The term note was fully drawn in July 2007 and was due in July 2009. As of July 2008, we had drawn \$26.8 million on the revolving note. The facility's revolving feature expired in July 2008. On July 10, 2008 we amended the terms of the combination term and revolving residual credit facility, (i) eliminating the revolving feature and increasing the interest rate, (ii) consolidating the amounts then owing on the Class A-1 note with the Class A-2 note, (iii) establishing an amortization schedule for principal reductions on the

Class A-2 note, and (iv) providing for an extension, at our option if certain conditions are met, of the Class A-2 note maturity from June 2009 to June 2010. In conjunction with the amendment, we reduced the principal amount outstanding to \$70 million, by delivering to the lender (i) warrants valued as being equivalent to 2,500,000 common shares, or \$4,071,429 and (ii) cash of \$12,765,244. The warrants represent the right to purchase 2,500,000 CPS common shares at a nominal exercise price, at any time prior to July 10, 2018. As of December 31, 2008 the aggregate indebtedness under this facility was \$67.3 million.

Securitization Trust Debt. From July 2003 through April 2008, we have, for financial accounting purposes, treated securitizations of automobile contracts as secured financings, and the asset-backed securities issued in such securitizations remain on our balance sheet as securitization trust debt. Our most recent securitization, in September 2008, was structured as a sale for financial accounting purposes and the asset-backed securities issued in that transaction are not on our balance sheet.

Senior Secured Debt. From 1998 to 2005, we entered into a series of financing transactions with Levine Leichtman Capital Partners II, L.P. In July 2007 we repaid the final amounts due under these financing transactions. On June 30, 2008, we entered into a series of agreements pursuant to which an affiliate of Levine Leichtman Capital Partners purchased a \$10 million five-year, fixed rate, senior secured note from us. The indebtedness is secured by substantially all of our assets, though not by the assets of our special-purpose financing subsidiaries. In July 2008, in conjunction with the amendment of the combination term and revolving residual credit facility as discussed above, the lender purchased an additional \$15 million note with substantially the same terms as the \$10 million note. Pursuant to the June 30, 2008 securities purchase agreement, we issued to the lender 1,225,000 shares of common stock. In addition, we issued the lender two warrants: (i) warrants that we refer to as the FMV Warrants, which are exercisable for 1,564,324 shares of our common stock, at an exercise price of \$2.4672 per share, and (ii) warrants that we refer to as the N Warrants, which are exercisable for 283,985 shares of our common stock, at a nominal exercise price. Both the FMV Warrants and the N Warrants are exercisable in whole or in part and at any time up to and including June 30, 2018. We valued the warrants using the Black-Scholes valuation model and recorded their value as a liability on our balance sheet because the terms of the warrants also included a provision whereby the lender could require us to purchase the warrants for cash. That provision was eliminated by mutual agreement in September 2008.

Subordinated Renewable Notes Debt. In June 2005, we began issuing registered subordinated renewable notes in an ongoing offering to the public. Upon maturity, the notes are automatically renewed for the same term as the maturing notes, unless we elect not to have the notes renewed or unless the investor notifies us within 15 days after the maturity date for his notes that he wants his notes repaid. Renewed notes bear interest at the rate we are offering at that time to other investors with similar aggregate note portfolios. Based on the terms of the individual notes, interest payments may be required monthly, quarterly, annually or upon maturity.

We must comply with certain affirmative and negative covenants related to debt facilities, which require, among other things, that we maintain certain financial ratios related to liquidity, net worth, capitalization, investments, acquisitions, restricted payments and certain dividend restrictions. We were in compliance with all such covenants as of December 31, 2008. In addition, certain securitization and non-securitization related debt contain cross-default provisions that would allow certain creditors to declare default if a default occurred under a different facility.

Forward-looking Statements

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

looking statements. Any change to the structure of our securitization transaction could cause such forward-looking statements not to be accurate. Both the amount of the effect of the change in structure on our profitability and the duration of the period in which our profitability would be affected by the change in securitization structure are estimates. The accuracy of such estimates will be affected by the rate at which we purchase and sell contracts, any changes in that rate, the credit performance of such contracts, the financial terms of future securitizations, any changes in such terms over time, and other factors that generally affect our profitability.

New Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 clarifies the principle that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. Under the standard, fair value measurements would be separately disclosed by level within the fair value hierarchy. In February 2008, the FASB issued FASB Staff Position (FSP) No. 157-2, "Effective Date of FASB Statement No. 157", to partially defer FASB Statement No. 157 for nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. SFAS 157 is effective for us on January 1, 2008, except for nonfinancial assets and nonfinancial liabilities that are not recognized or disclosed at fair value on a recurring basis. For those excepted assets and liabilities our effective date is January 1, 2009. The adoption of this statement did not have a material effect on our financial position or results of operations.

SFAS No. 157 defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements.. The three levels are defined as follows: Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets. Level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument. Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

In September 2008 we sold automobile contracts in a securitization that was structured as a sale. In that sale, we retained certain assets that are measured at fair value. Following is a description of the valuation methodologies used for the securities retained and the residual interest in the cash flows of the transaction, as well as the general classification of such instruments pursuant to the valuation hierarchy: The securities retained total \$8.5 million of notes and are classified as level 2 because there were similar notes sold in the transaction. We used the price at which those similar notes were sold to value the securities retained. The residual interest in the cash flows totals \$2.5 million and is classified as level 3. We determined the value of that residual interest using a discounted cash flow model that included estimates for prepayments and losses. We used a discount rate of 33% per annum. The assumptions we used were based on historical performance of automobile contracts we had originated and serviced in the past, adjusted for current market conditions.

Off-Balance Sheet Arrangements

From July 2003 through April 2008 all of our securitizations were structured as secured financings for financial accounting purposes. In September 2008, we securitized \$198.7 million of our automobile contracts in a structure that is treated as a sale of the receivables for financial accounting purposes. The terms of the September 2008 securitization provide for us (1) to continue servicing the sold portfolio, (2) to retain a 5.0% interest in the bonds issued by the trust to which we sold the automobile contracts and (3) to earn additional compensation contingent upon (a) the return to the holders of the senior bonds issued by the trust reaching certain targets or (b) "lifetime" cumulative net charge-offs on the automobile contracts being below a pre-determined level. See "Critical Accounting Policies" for a detailed discussion of our securitization structure.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

We are subject to interest rate risk during the period between when contracts are purchased from dealers and when such contracts become part of a term securitization. Specifically, the interest rate due on our warehouse credit facility is adjustable while the interest rates on the contracts are fixed. Historically, our term securitization facilities have had fixed rates of interest. To mitigate some of this risk, we have in the past, and intend to continue to structure

our securitization transactions to include pre-funding structures, whereby the amount of Notes issued exceeds the amount of contracts initially sold to the Trusts. In pre-funding, the proceeds from the pre-funded portion are held in an escrow account until we sell the additional contracts to the Trust in amounts up to the balance of the pre-funded escrow account. In pre-funded securitizations, we lock in the borrowing costs with respect to the contracts we subsequently deliver to the Trust. However, we incur an expense in pre-funded securitizations equal to the difference between the money market yields earned on the proceeds held in escrow prior to subsequent delivery of contracts and the interest rate paid on the Notes outstanding, the amount as to which there can be no assurance.

Item 8. Financial Statements and Supplementary Data

This report includes Consolidated Financial Statements, notes thereto and an Independent Auditors' Report, at the pages indicated below, in the "Index to Financial Statements." Certain unaudited quarterly financial information is included in the Notes to Consolidated Financial Statements, as Note 17.

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

Not applicable.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures. Under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, management of the Company has evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act") as of December 31, 2008 (the "Evaluation Date"). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures are effective (i) to ensure that information required to be disclosed by us in reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission; and (ii) to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is accumulated and communicated to our management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

The certifications of our chief executive officer and chief financial officer required under Section 302 of the Sarbanes-Oxley Act have been filed as Exhibits 31.1 and 31.2 to this report.

Internal Control. Management's Report on Internal Control over Financial Reporting is included in this Annual Report, immediately below. During the fiscal quarter ended December 31, 2008, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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

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

Management, with the participation of the chief executive and chief financial officers, assessed the effectiveness of our internal control over financial reporting as of December 31, 2008. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control — Integrated Framework. Based on this assessment, management, with the participation of the chief executive and chief financial officers, believes that, as of December 31, 2008, our internal control over financial reporting is effective based on those criteria.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit us to provide only management's report in this annual report.

Item 9B. Other Information

Not Applicable

PART III**Item 10. Directors and Executive Officers of the Registrant**

Information regarding directors of the registrant is incorporated by reference to the registrant's definitive proxy statement for its annual meeting of shareholders to be held in 2009 (the "2009 Proxy Statement"). The 2009 Proxy Statement will be filed not later than April 30, 2009. Information regarding executive officers of the registrant appears in Part I of this report, and is incorporated herein by reference.

Item 11. Executive Compensation

Incorporated by reference to the 2009 Proxy Statement.

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

Incorporated by reference to the 2009 Proxy Statement.

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

Incorporated by reference to the 2009 Proxy Statement.

Item 14. Principal Accountant Fees and Services

Incorporated by reference to the 2009 Proxy Statement.

PART IV

Item 15. Exhibits, Financial Statement Schedules

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

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

<i>Exhibit Number</i>	<i>Description</i>	<i>(“***” indicates compensatory plan or agreement.)</i>
2.1	Agreement and Plan of Merger, dated as of November 18, 2001, by and among the Registrant, CPS Mergersub, Inc. and MFN Financial Corporation. (Exhibit 2.1 to Form 8-K filed on November 19, 2001 by MFN Financial Corporation)	
3.1	Articles of Incorporation, as amended to date. (filed herewith)	
3.2	Amended and Restated Bylaws (Exhibit 3.2.1 to Form 8-K filed August 17, 2007)	
4.1	Instruments defining the rights of holders of long-term debt of certain consolidated subsidiaries of the registrant are omitted pursuant to the exclusion set forth in subdivisions (b)(iv)(iii)(A) and (b)(v) of Item 601 of Regulation S-K (17 CFR 229.601). The registrant agrees to provide copies of such instruments to the United States Securities and Exchange Commission upon request.	
4.2	Form of Indenture re Renewable Unsecured Subordinated Notes (“RUS Notes”), (Exhibit 4.1 to Form S-2, no. 333-121913)	
4.2.1	Form of RUS Notes (Exhibit 4.2 to Form S-2, no. 333-121913)	
4.23	Indenture dated as of June 1, 2007, respecting notes issued by CPS Auto Receivables Trust 2007-B (exhibit 4.23 to Form 8-K filed by the registrant on June 29, 2007)	
4.24	Sale and Servicing Agreement dated as of June 1, 2007, related to notes issued by CPS Auto Receivables Trust 2007-B (exhibit 4.24 to Form 8-K filed by the registrant on June 29, 2007.)	
4.25	Indenture dated as of September 1, 2007, respecting notes issued by CPS Auto Receivables Trust 2007-C (exhibit 4.25 to Form 8-K filed by the registrant on November 2, 2007)	
4.26	Sale and Servicing Agreement dated as of September 1, 2007, related to notes issued by CPS Auto Receivables Trust 2007-C (exhibit 4.26 to Form 8-K filed by the registrant on November 2, 2007.)	
4.27	Indenture re Notes issued by CPS Auto Receivables Trust 2008-A (exhibit 4.27 to Form 8-K filed by the registrant on April 15, 2008)	
4.28	Sale and Servicing Agreement dated as of March 1, 2008, related to notes issued by CPS Auto Receivables Trust 2008-A (exhibit 4.28 to Form 8-K filed by the registrant on April 15, 2008)	
10.1	1991 Stock Option Plan & forms of Option Agreements thereunder (Exhibit 10.19 to Form S-2, no. 333-121913) **	
10.2	1997 Long-Term Incentive Stock Plan ("1997 Plan") (Exhibit 10.20 to Form S-2, no. 333-121913) **	
10.2.1	Form of Option Agreement under 1997 Plan (Exhibit 10.2.1 to Form 10-K filed March 13, 2006) **	
10.4	Lease of Headquarters Building (to be filed by amendment)	
10.5	Third Amended & Restated Sale and Servicing Agreement dated February 14, 2007 by and among Page Funding LLC ("PFLLC"), the registrant and Wells Fargo Bank, N.A. ("WFBNA") (Exhibit 10.5 to registrant's Form 10-K filed March 9, 2007)	

- 10.5.1 Amendment dated March 30, 2007 to the Third Amended & Restated Sale and Servicing Agreement dated February 14, 2007 by and among PFLLC, the registrant and WFBNA (Exhibit 10.5.3 to registrant's Form 10-Q filed July 23, 2007)
- 10.5.2 Amendment dated June 29, 2007 to the Third Amended & Restated Sale and Servicing Agreement dated February 14, 2007 by and among PFLLC, the registrant and WFBNA (Exhibit 10.5.3 to registrant's Form 10-Q filed July 23, 2007)
- 10.5.3 Amendment dated September 30, 2007 to the Third Amended & Restated Sale and Servicing Agreement dated February 14, 2007 by and among PFLLC, the registrant and WFBNA (Exhibit 10.5.3 to registrant's Form 10-Q filed November 6, 2007)
- 10.5.4 Amendment dated as of February 15, 2008 to the Third Amended & Restated Sale and Servicing Agreement dated February 14, 2007 by and among PFLLC, the registrant and WFBNA (filed herewith)
- 10.5.5 Amendment dated as of March 15, 2008 to the Third Amended & Restated Sale and Servicing Agreement dated February 14, 2007 by and among PFLLC, the registrant and WFBNA (filed herewith)
- 10.6 Second Amended & Restated Indenture dated as of February 14, 2007 by and between PFLLC and WFBNA (Exhibit 10.6 to registrant's Form 10-K filed March 9, 2007)
- 10.8 Second Amended & Restated Note Purchase Agreement dated as of February 14, 2007 by and among PFLLC, UBS Real Estate Securities Inc. and WFBNA (Exhibit 10.8 to registrant's Form 10-K filed March 9, 2007)
- 10.9 Omnibus Amendment Agreement containing Amendment dated as of September 30, 2008 to the Third Amended & Restated Sale and Servicing Agreement dated February 14, 2007 by and among Page Funding LLC ("PFLLC"), the registrant and Wells Fargo Bank, N.A. ("WFBNA"); and Amendment to Second Amended & Restated Note Purchase Agreement dated as of February 14, 2007 by and among PFLLC, UBS Real Estate Securities Inc. and WFBNA (to be filed by amendment)
- 10.9.1 Second Omnibus Amendment Agreement containing Amendment dated as of December 12, 2008 to the Third Amended & Restated Sale and Servicing Agreement dated February 14, 2007 by and among PFLLC, the registrant and WFBNA; and Amendment to Second Amended & Restated Note Purchase Agreement dated as of February 14, 2007 by and among PFLLC, UBS Real Estate Securities Inc. and WFBNA; and Amendment to Second Amended & Restated Indenture dated as of February 14, 2007 by and between PFLLC and WFBNA (to be filed by amendment)
- 10.10 Amended & Restated Sale and Servicing Agreement dated as of January 12, 2007, among Page Three Funding LLC ("P3FLLC"), the registrant and WFBNA (Exhibit 10.10 to registrant's Form 10-K filed March 9, 2007)
- 10.10.1 Amendment dated as of February 15, 2008 to the Amended & Restated Sale and Servicing Agreement dated as of January 12, 2007, among P3FLLC, the registrant and WFBNA (to be filed by amendment)
- 10.10.2 Amendment dated as of September 12, 2008 to the Amended & Restated Sale and Servicing Agreement dated as of January 12, 2007, among P3FLLC, the registrant and WFBNA (to be filed by amendment)
- 10.11 Amended & Restated Indenture dated as of January 12, 2007 between P3FLLC and WFBNA (Exhibit 10.11 to registrant's Form 10-K filed March 9, 2007)
- 10.12 Amended & Restated Note Purchase Agreement dated as of January 12, 2007 among P3FLLC, the registrant and Bear, Stearns International Limited (Exhibit 10.12 to registrant's Form 10-K filed March 9, 2007)
- 10.14 2006 Long-Term Equity Incentive Plan as amended to date (filed herewith)**
- 10.14.1 Form of Option Agreement under the 2006 Long-Term Equity Incentive Plan (Exhibit 10.14.1 to registrant's Form 10-K filed March 9, 2007)**
- 10.15 Securities Purchase Agreement between the registrant and Levine Leichtman Capital Partners IV, L. P. ("LLCP"), relating to the sale of an aggregate of \$25 million of Notes. (incorporated by reference to exhibit 99.2 to Schedule 13D filed by LLCP on July 10, 2008)
- 10.15.1 Am. No. 1 dated July 10, 2008 to Securities Purchase Agreement dated June 30, 2008 between the registrant and LLCP. (Exhibit 10.15.1 to registrant's Form 10-Q filed August 11, 2008)

- 10.16 Registration Rights Agreement between the registrant and LLC. (Incorporated by reference to exhibit 99.6 to Schedule 13D filed by LLC on July 10, 2008)
- 10.17 Investor Rights Agreement between the registrant and LLC. (Incorporated by reference to exhibit 99.7 to Schedule 13D filed by LLC on July 10, 2008)
- 10.18 FMV Warrant dated June 30, 2008, issued to LLC. (Incorporated by reference to the FMV warrant appearing as pages A-1 through A-13 of the preliminary proxy statement filed by the registrant on July 28, 2008.)
- 10.19 N Warrant dated June 30, 2008, issued to LLC. (Incorporated by reference to the FMV warrant appearing as pages B-1 through B-13 of the preliminary proxy statement filed by the registrant on July 28, 2008.)
- 10.20 Amended and Restated Note Purchase Agreement dated July 10, 2008 among the registrant, its subsidiary Folio Funding II, LLC, and Citigroup Financial Products Inc. (Exhibit 10.20 to registrant's Form 10-Q filed August 11, 2008)
- 10.21 Amended and Restated Indenture dated July 10, 2008 among Folio Funding II, LLC, Citigroup Financial Products Inc. and Wells Fargo Bank, N.A. (Exhibit 10.21 to registrant's Form 10-Q filed August 11, 2008)
- 10.22 Performance Guaranty dated July 10, 2008 issued by the registrant in favor of Citigroup Financial Products Inc. (Exhibit 10.22 to registrant's Form 10-Q filed August 11, 2008)
- 10.23 Warrant dated July 10, 2008, issued to Citigroup Global Markets Inc. (Exhibit 10.23 to registrant's Form 10-Q filed August 11, 2008)
- 10.24 Purchase and Sale Agreement re Motor Vehicle Contracts dated as of September 26, 2008 (Exhibit 10.24 to Form 8-K/A filed by the registrant on November 7, 2008)
- 10.25 Transfer and Servicing Agreement dated as of September 26, 2008 (Exhibit 10.25 to Form 8-K/A filed by the registrant on November 7, 2008)
- 14 Registrant's Code of Ethics for Senior Financial Officers (Exhibit 14 to Form 10-K filed March 13, 2006)
- 21 List of subsidiaries of the registrant (filed herewith)
- 23.1a Consent of McGladrey & Pullen, LLP (filed herewith)
- 23.1b Consent of Crowe Horwath LLP (filed herewith)
- 31.1 Rule 13a-14(a) certification by chief executive officer (filed herewith)
- 31.2 Rule 13a-14(a) certification by chief financial officer (filed herewith)
- 32 Section 1350 certification (filed herewith)

SIGNATURES

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

CONSUMER PORTFOLIO SERVICES, INC. (registrant)

March 31, 2009 By: /s/ CHARLES E. BRADLEY, JR.
Charles E. Bradley, Jr., *President*

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

March 31, 2009 /s/ CHARLES E. BRADLEY, JR.
Charles E. Bradley, Jr., *Director,*
President and Chief Executive Officer
(Principal Executive Officer)

March 31, 2009 /s/ CHRIS A. ADAMS
Chris A. Adams, *Director*

March 31, 2009 /s/ E. BRUCE FREDRIKSON
E. Bruce Fredrikson, *Director*

March 31, 2009 /s/ BRIAN J. RAYHILL
Brian J. Rayhill, *Director*

March 31, 2009 /s/ WILLIAM B. ROBERTS
William B. Roberts, *Director*

March 31, 2009 /s/ JOHN C. WARNER
John C. Warner, *Director*

March 31, 2009 /s/ GREGORY S. WASHER
Gregory S. Washer, *Director*

March 31, 2009 /s/ DANIEL S. WOOD
Daniel S. Wood, *Director*

March 31, 2009 /s/ JEFFREY P. FRITZ
Jeffrey P. Fritz, *Sr. Vice President and Chief Financial Officer*
(Principal Accounting Officer)

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
Consumer Portfolio Services, Inc.

We have audited the accompanying consolidated balance sheet of Consumer Portfolio Services, Inc. (the Company) as of December 31, 2008, and the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for the year ended December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Consumer Portfolio Services, Inc. as of December 31, 2008, and the results of its operations and its cash flows for the year ended December 31, 2008 in conformity with U.S. generally accepted accounting principles.

The Company is currently in compliance with debt covenants or has obtained waivers for all potential covenant violations as of December 31, 2008. The waivers are temporary and will expire during 2009. See Note 1 for a discussion of potential consequences associated with the potential failure to obtain renewed waivers.

/s/ Crowe Horwath LLP

Costa Mesa, California
March 31, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders
Consumer Portfolio Services, Inc.

We have audited the consolidated balance sheets of Consumer Portfolio Services, Inc. and subsidiaries (the Company) as of December 31, 2007, and the related consolidated statements of operations, comprehensive income, shareholders' equity and cash flows for each of the two years in the period ended December 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Consumer Portfolio Services, Inc. and subsidiaries as of December 31, 2007, and the results of their operations and their cash flows for each of the two years in the period ended December 31, 2007, in conformity with U.S. generally accepted accounting principles.

As described in Note 1 to the consolidated financial statements, the Company changed its method of accounting for uncertain tax positions.

/s/ McGladrey & Pullen, LLP

Irvine, California
March 17, 2008

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(In thousands, except share and per share data)

	December 31, 2008	December 31, 2007
ASSETS		
Cash and cash equivalents	\$ 22,084	\$ 20,880
Restricted cash and equivalents	153,479	170,341
Finance receivables	1,417,343	2,068,004
Less: Allowance for finance credit losses	(78,036)	(100,138)
Finance receivables, net	<u>1,339,307</u>	<u>1,967,866</u>
Residual interest in securitizations	3,582	2,274
Furniture and equipment, net	1,404	1,500
Deferred financing costs	8,954	15,482
Deferred tax assets, net	52,727	58,835
Accrued interest receivable	14,903	24,099
Other assets	42,367	21,536
	<u>\$ 1,638,807</u>	<u>\$ 2,282,813</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Accounts payable and accrued expenses	\$ 21,702	\$ 18,391
Warehouse lines of credit	9,919	235,925
Income taxes payable	-	17,706
Residual interest financing	67,300	70,000
Securitization trust debt	1,404,211	1,798,302
Senior secured debt, related party	20,105	-
Subordinated renewable notes	25,721	28,134
	<u>1,548,958</u>	<u>2,168,458</u>
Commitments and contingencies		
Shareholders' Equity		
Preferred stock, \$1 par value; authorized 5,000,000 shares; none issued	-	-
Series A preferred stock, \$1 par value; authorized 5,000,000 shares; none issued	-	-
Common stock, no par value; authorized 75,000,000 shares; 19,110,777 and 19,525,042 shares issued and outstanding at December 31, 2008 and 2007, respectively	54,702	55,216
Additional paid in capital, warrants	7,471	794
Retained earnings	34,703	60,794
Accumulated other comprehensive loss	(7,027)	(2,449)
	<u>89,849</u>	<u>114,355</u>
	<u>\$ 1,638,807</u>	<u>\$ 2,282,813</u>

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

	Year Ended December 31,		
	2008	2007	2006
Revenues:			
Interest income	\$ 351,551	\$ 370,265	\$ 263,566
Servicing fees	2,064	1,218	2,894
Other income	14,796	23,067	12,403
	<u>368,411</u>	<u>394,550</u>	<u>278,863</u>
Expenses:			
Employee costs	48,874	46,716	38,483
General and administrative	29,506	24,959	23,197
Interest	153,720	137,543	87,510
Interest, related party	2,533	1,646	5,602
Provision for credit losses	148,408	137,272	92,057
Loss on sale of receivables	13,963	-	-
Marketing	10,221	18,147	14,031
Occupancy	4,104	3,763	3,983
Depreciation and amortization	537	547	800
	<u>411,866</u>	<u>370,593</u>	<u>265,663</u>
Income (loss) before income tax expense (benefit)	(43,455)	23,957	13,200
Income tax expense (benefit)	(17,364)	10,099	(26,355)
Net income (loss)	<u>\$ (26,091)</u>	<u>\$ 13,858</u>	<u>\$ 39,555</u>
Earnings (loss) per share:			
Basic	\$ (1.36)	\$ 0.66	\$ 1.82
Diluted	(1.36)	0.61	1.64
Number of shares used in computing earnings (loss) per share:			
Basic	19,230	20,880	21,759
Diluted	19,230	22,595	24,052

See accompanying Notes to Consolidated Financial Statements

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

(In thousands)

	Year Ended December 31,		
	2008	2007	2006
Net income (loss)	\$ (26,091)	\$ 13,858	\$ 39,555
Other comprehensive income (loss); minimum pension liability, net of tax	(4,578)	(698)	678
Comprehensive income (loss)	<u>\$ (30,669)</u>	<u>\$ 13,160</u>	<u>\$ 40,233</u>

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Dollars in thousands)

	Common Stock		Additional	Retained	Accumulated	Total
	Shares	Amount	Paid-in Capital, Warrants		Other Comprehensive Loss	
Balance at December 31, 2005	21,687	\$ 66,748	\$ 794	\$ 8,476	\$ (2,429)	\$ 73,589
Common stock issued upon exercise						
of options, including tax benefit	553	2,254	-	-	-	2,254
Purchase of common stock	(735)	(4,808)	-	-	-	(4,808)
Pension benefit obligation	-	-	-	-	678	678
Stock-based compensation	-	244	-	-	-	244
Net income	-	-	-	39,555	-	39,555
Balance at December 31, 2006	21,505	\$ 64,438	\$ 794	\$ 48,031	\$ (1,751)	\$ 111,512
Common stock issued upon exercise						
of options, including tax benefit	337	1,356	-	-	-	1,356
Purchase of common stock	(2,317)	(11,711)	-	-	-	(11,711)
Pension benefit obligation	-	-	-	-	(698)	(698)
Stock-based compensation	-	1,133	-	-	-	1,133
Adjustment to adopt FIN 48	-	-	-	(1,095)	-	(1,095)
Net income	-	-	-	13,858	-	13,858
Balance at December 31, 2007	19,525	\$ 55,216	\$ 794	\$ 60,794	\$ (2,449)	\$ 114,355
Common stock issued upon exercise						
of options, including tax benefit	70	144	-	-	-	144
Common stock issued upon issuance						
of debt	1,225	1,801	-	-	-	1,801
Purchase of common stock	(1,709)	(3,717)	-	-	-	(3,717)
Pension benefit obligation	-	-	-	-	(4,578)	(4,578)
Valuation of warrants issued	-	-	6,677	-	-	6,677
Stock-based compensation	-	1,258	-	-	-	1,258
Net loss	-	-	-	(26,091)	-	(26,091)
Balance at December 31, 2008	19,111	\$ 54,702	\$ 7,471	\$ 34,703	\$ (7,027)	\$ 89,849

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW
(In Thousands)

	Year Ended December 31,		
	2008	2007	2006
<i>Cash flows from operating activities:</i>			
Net income (loss)	\$ (26,091)	\$ 13,858	\$ 39,555
<i>Adjustments to reconcile net income (loss) to net cash provided by operating activities:</i>			
Gain on residual asset	-	(6,155)	(1,200)
Accretion of deferred acquisition fees	(15,177)	(16,761)	(11,912)
Amortization of discount on securitization notes	13,868	5,316	3,005
Amortization of discount on senior secured debt, related party	519	-	-
Depreciation and amortization	537	547	800
Amortization of deferred financing costs	10,490	9,372	6,580
Provision for credit losses	148,408	137,272	92,057
Stock-based compensation expense	1,258	1,133	244
Interest income on residual assets	(979)	(2,324)	(5,656)
Cash received from residual interest in securitizations	2,123	19,999	18,282
Loss on sale of receivables	13,963	-	-
Change in market value of warrants	555	-	-
<i>Changes in assets and liabilities:</i>			
Payments on restructuring accrual	-	(366)	(633)
Accrued interest receivable	9,195	(7,055)	(6,113)
Other assets	(20,830)	(994)	(8,051)
Deferred tax assets	6,108	(11,147)	(57,435)
Accounts payable and accrued expenses	(1,267)	3,311	12,629
Tax liabilities	(17,706)	7,409	10,297
Net cash provided by operating activities	<u>124,974</u>	<u>153,415</u>	<u>92,449</u>
<i>Cash flows from investing activities:</i>			
Purchases of finance receivables held for investment	(296,817)	(1,282,312)	(1,019,018)
Payments received on finance receivables held for investment	775,730	595,347	451,037
Proceeds received from sale of receivables	162,307	-	-
Decreases (increases) in restricted cash and cash equivalents, net	16,862	22,661	(35,338)
Purchase of furniture and equipment	(442)	(1,087)	(412)
Net cash provided by (used in) investing activities	<u>657,640</u>	<u>(665,391)</u>	<u>(603,731)</u>
<i>Cash flows from financing activities:</i>			
Proceeds from issuance of securitization trust debt	285,389	1,035,864	1,003,645
Proceeds from issuance of subordinated renewable notes	4,183	103,523	23,652
Proceeds from issuance of senior secured debt, related party	25,000	-	-
Proceeds from issuance of residual financing debt	20,000	85,860	13,667
Payments on subordinated renewable notes	(6,596)	-	-
Net proceeds from (repayments to) warehouse lines of credit	(388,311)	162,975	37,599
Repayment of residual financing debt	(18,629)	(47,238)	(26,034)
Repayment of securitization trust debt	(693,348)	(685,873)	(487,681)
Repayment of senior secured debt, related party	-	(25,000)	(15,000)
Repayment of other debt	-	(88,964)	(28,899)
Payment of financing costs	(5,525)	(12,151)	(10,687)
Repurchase of common stock	(3,717)	(11,711)	(4,808)
Exercise of options and warrants	144	1,118	1,555
Excess tax benefit related to option exercises	-	238	699
Net cash provided by (used in) financing activities	<u>(781,410)</u>	<u>518,641</u>	<u>507,708</u>
Increase (decrease) in cash and cash equivalents	1,204	6,665	(3,574)
Cash and cash equivalents at beginning of period	20,880	14,215	17,789
Cash and cash equivalents at end of period	<u>\$ 22,084</u>	<u>\$ 20,880</u>	<u>\$ 14,215</u>

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW
(In Thousands)

	Year Ended December 31,		
	2008	2007	2006
Supplemental disclosure of cash flow information:			
Cash paid (received) during the period for:			
Interest	\$ 126,300	\$ 121,631	\$ 81,628
Income taxes	(590)	7,273	10,219
Non-cash financing activities:			
Pension benefit obligation, net	4,578	698	(677)
Common stock issued in connection with new senior secured debt, related party	1,801	-	-
Warrants issued in connection with residual financing and senior secured debt	6,284	-	-

See accompanying Notes to Consolidated Financial Statements.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

Description of Business

Consumer Portfolio Services, Inc. ("CPS") was incorporated in California on March 8, 1991. CPS and its subsidiaries (collectively, the "Company") specialize in purchasing, selling and servicing retail automobile installment sale contracts ("Contracts") originated by licensed motor vehicle dealers ("Dealers") located throughout the United States. Dealers located in California, Florida, Texas and Pennsylvania represented 11.6%, 9.3%, 7.1% and 7.0%, respectively, of contracts purchased during 2008 compared with 10.4%, 8.4%, 9.2% and 6.2%, respectively in 2007. No other state had a concentration in excess of 6.9%. We specialize in contracts with obligors who generally would not be expected to qualify for traditional financing, such as that provided by commercial banks or automobile manufacturers' captive finance companies.

We are subject to various regulations and laws as they relate to the extension of credit in consumer credit transactions. Although we believe we are currently in material compliance with these regulations and laws, there can be no assurance that we will be able to maintain such compliance. Failure to comply with such laws and regulations could have a material adverse effect on the Company.

Acquisitions

On March 8, 2002, we acquired MFN Financial Corporation and its subsidiaries in a merger (the "MFN Merger"). On May 20, 2003, we acquired TFC Enterprises, Inc. and its subsidiaries in a second merger (the "TFC Merger"). Each merger was accounted for as a purchase. MFN Financial Corporation and its subsidiaries ("MFN") and TFC Enterprises, Inc. and its subsidiaries ("TFC") were engaged in similar businesses: buying contracts from Dealers, financing those contracts through securitization transactions, and servicing those contracts. MFN ceased acquiring contracts in March 2002; TFC acquired contracts under its "TFC Programs" until July 2008 when such purchases were suspended.

On April 2, 2004, we purchased a portfolio of contracts and certain other assets (the "SeaWest Asset Acquisition") from SeaWest Financial Corporation ("SeaWest"). In addition, we were named the successor servicer for three term securitization transactions originally sponsored by SeaWest (the "SeaWest Third Party Portfolio"). We do not offer financing programs similar to those previously offered by SeaWest.

Principles of Consolidation

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

Cash and Cash Equivalents

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

Finance Receivables

Finance receivables, which we have the intent and ability to hold for the foreseeable future or until maturity or payoff, are presented at cost. All finance receivable contracts are held for investment. Interest income is accrued on the unpaid principal balance. Origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the level yield method without anticipating prepayments. Generally, payments received on finance receivables are restricted to certain securitized pools, and the related contracts cannot be resold. Finance receivables are charged off pursuant to the controlling documents of certain securitized pools, generally before they become contractually delinquent five payments. Contracts that are deemed uncollectible prior to the maximum delinquency period are charged off

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

immediately. Management may authorize an extension of payment terms if collection appears likely during the next calendar month.

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

Finance Receivables Held for Sale

Finance receivables originated and intended for sale in the secondary market are carried at the lower of aggregate cost or market. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings. We had no finance receivables held for sale at December 31, 2008 and 2007.

Allowance for Finance Credit Losses

In order to estimate an appropriate allowance for losses to be incurred on finance receivables, we use a loss allowance methodology commonly referred to as "static pooling," which stratifies the finance receivable portfolio into separately identified pools based on their period of origination, then uses historical performance of seasoned pools to estimate future losses on current pools. Historical loss experience is adjusted as necessary for current economic conditions. Using analytical and formula driven techniques, we estimate an allowance for finance credit losses, which we believe is adequate for probable credit losses that can be reasonably estimated in our portfolio of finance receivable contracts. Such allowance for loss is charged to expense on a monthly basis. Net losses incurred on finance receivables are charged to the allowance. We evaluate the adequacy of the allowance by examining current delinquencies, the characteristics of the portfolio, the value of the underlying collateral and historical loss trends. As conditions change, our level of provisioning and/or allowance may change as well.

Charge Off Policy

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

Contract Acquisition Fees and Originations Costs

Upon purchase of a Contract from a Dealer, we generally either charge or advance the Dealer an acquisition fee. Dealer acquisition fees and deferred originations costs are applied to the carrying value of finance receivables and are accreted into earnings as an adjustment to the yield over the estimated life of the Contract using the interest method.

Repossessed and Other Assets

If a Contract obligor fails to make or keep promises for payments, or if the obligor is uncooperative or attempts to evade contact or hide the vehicle, a supervisor will review the collection activity relating to the account to determine if repossession of the vehicle is warranted. Generally, such a decision will occur between the 45th and 90th day past the obligor's payment due date, but could occur sooner or later, depending on the specific circumstances. At the time the vehicle is repossessed we stop accruing interest on the Contract, and reclassify the remaining Contract balance to other assets at its estimated fair value less costs to sell. Included in other assets in the accompanying balance sheets are repossessed vehicles pending sale of \$14.8 million and \$11.5 million at December 31, 2008 and 2007, respectively.

In addition, other assets as of December 31, 2008 include 5% of the structured notes issued by our subsidiary in connection with our \$199 million whole loan sale completed in September 2008. These notes are held for

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

investment and earn interest at a rate of LIBOR plus 5%. The amount outstanding as of December 31, 2008 was \$8.0 million.

Treatment of Securitizations

Prior to July 2003, dispositions of Contracts in securitization transactions were structured as sales for financial accounting purposes. As a result, gain on sale was recognized on those securitization transactions in which the Company, or a wholly-owned, consolidated subsidiary of the Company, retained a residual interest in the Contracts that were sold to a wholly-owned, unconsolidated special purpose subsidiary. These securitization transactions included "term" securitizations (the purchaser held the Contracts for substantially their entire term) and "warehouse" securitizations (which financed the acquisition of the Contracts for future sale into term securitizations).

The line item "Residual interest in securitizations" on our Consolidated Balance Sheet represents the residual interests in term securitizations completed prior to July 2003, together with our residual interest in our September 2008 transaction. This line represents the discounted sum of expected future cash flows from recoveries on charge-offs from the pre-July 2003 securitization trusts plus the Residual (as defined below) from the September 2008 transaction. The terms of the securitizations provide us the option to repurchase the underlying receivables from the trust and retire the related bonds. Such repurchases are referred to as "clean-ups". When a clean-up takes place, we purchase the underlying receivables and record them on the balance sheet and remove that portion of the residual interest that is attributable to the trust that is terminated when the related bonds are retired. We conducted such clean-ups on the three remaining unconsolidated trusts during 2007. The remaining portion of the residual interest at December 31, 2007 and 2008 represents an estimate of the future cash flows from recoveries on charge offs from clean-up securitizations and will remain on the balance sheet for some time until those particular cash flows are realized, but in no case later than 84 months from the inception date of the term securitization.

With the exception of the September 2008 transaction, all securitizations since July 2003 have been structured as secured financings. The warehouse securitizations are accordingly reflected in the line items "Finance receivables" and "Warehouse lines of credit" on our Consolidated Balance Sheet, and the term securitizations are reflected in the line items "Finance receivables" and "Securitization trust debt."

Our term securitization structure has generally been as follows:

We sell Contracts we acquire to a wholly-owned special purpose subsidiary ("SPS"), which has been established for the limited purpose of buying and reselling our contracts. The SPS then transfers the same Contracts to another entity, typically a statutory trust ("Trust"). The Trust issues interest-bearing asset-backed securities ("Notes"), in a principal amount equal to or less than the aggregate principal balance of the contracts. We typically sell these contracts to the Trust at face value and without recourse, except that representations and warranties similar to those provided by the Dealer to us are provided by us to the Trust. One or more investors purchase the Notes issued by the Trust (the "Noteholders"); the proceeds from the sale of the Notes are then used to purchase the contracts from us. We may retain or sell subordinated Notes issued by the Trust. Historically we have purchased a financial guaranty insurance policy for most of our term securitizations, guaranteeing timely payment of interest and ultimate payment of principal on the senior Notes, from an insurance company (a "Note Insurer"). In addition, we provide "Credit Enhancement" for the benefit of the Note Insurer and the Noteholders in three forms: (1) an initial cash deposit to a bank account (a "Spread Account") held by the Trust, (2) overcollateralization of the Notes, where the principal balance of the Notes issued is less than the principal balance of the contracts, and (3) in the form of subordinated Notes. The agreements governing the securitization transactions (collectively referred to as the "Securitization Agreements") require that the initial level of Credit Enhancement be supplemented by a portion of collections from the contracts until the level of Credit Enhancement reaches specified levels which are then maintained. The specified levels are generally computed as a percentage of the principal amount remaining unpaid under the related contracts. The specified levels at which the Credit Enhancement is to be maintained will vary depending on the performance of the portfolios of contracts held by the Trusts and on other conditions, and may also be varied by agreement among the Company, the SPS, the Note Insurers and the trustee. Such levels have increased and decreased from time to time based on performance of the various portfolios, and have also varied by from one Trust to another. The Securitization Agreements generally grant us the option to repurchase the sold contracts from the Trust (*i.e.*, a "clean-up call") when the aggregate outstanding balance of the contracts has amortized to a specified percentage of the initial aggregate balance.

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Our warehouse securitization structures are similar to the above, except that (i) the SPS that purchases the contracts pledges the contracts to secure promissory notes that it issues, (ii) no increase in the required amount of Credit Enhancement was contemplated, and (iii) we do not purchase financial guaranty insurance. Upon each sale of contracts in a securitization structured as a secured financing, we retain as assets on our Consolidated Balance Sheet the securitized contracts and record as indebtedness the Notes issued in the transaction.

Under the September 2008 securitization and other term securitizations completed prior to July 2003 (which were structured as sales for financial accounting purposes), we removed from our Consolidated Balance Sheet the contracts sold and added to our Consolidated Balance Sheet (i) the cash received, if any, and (ii) the estimated fair value of the ownership interest that we retained in contracts sold in the securitization. That retained or residual interest (the "Residual") consists of (a) the cash held in the Spread Account, if any, (b) overcollateralization, if any, (c) Notes retained, if any, and (d) receivables from the Trust, which include the net interest receivables ("NIRs"). NIRs represent the estimated discounted cash flows to be received from the Trust in the future, net of principal and interest payable with respect to the Notes, the premium paid to the Note Insurer, if any, and certain other expenses.

We recognize gains or losses attributable to any changes in the estimated fair value of the Residuals. Gains in fair value are recognized as other income in the income statement, and losses are recorded as an impairment loss in the income statement. We are not aware of an active market for the purchase or sale of interests such as the Residuals; accordingly, we determine the estimated fair value of the Residuals by discounting the amount of anticipated cash flows that we estimate will be released to us in the future (the cash out method), using a discount rate that we believe is appropriate for the risks involved. The anticipated cash flows may include collections from both current and charged off receivables. Historically we have used an effective pre-tax discount rate of 14% per annum for cash flows from current receivables and of 25% per annum for cash flows from charged-off receivables. As a result of changing market conditions as discussed below, we have used an effective pre-tax discount rate of 33% per annum for the September 2008 Residual.

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

If the amount of cash required for payment of fees, interest and principal on the senior Notes exceeds the amount collected during the collection period, the shortfall is withdrawn from the Spread Account, if any. If the cash collected during the period exceeds the amount necessary for the above allocations plus required principal payments on the subordinated Notes, if any, and there is no shortfall in the related Spread Account or other form of Credit Enhancement, the excess is released to us. If the total Credit Enhancement amount is not at the required level, then the excess cash collected is retained in the Trust until the specified level is achieved. Cash in the Spread Accounts is restricted from our use. Cash held in the various Spread Accounts is invested in high quality, liquid investment securities, as specified in the Securitization Agreements. In determining the value of the Residuals, we have estimated the future rates of prepayments, delinquencies, defaults, default loss severity, and recovery rates, as all of these factors affect the amount and timing of the estimated cash flows. Our estimates are based on historical performance of comparable contracts.

Following a securitization that is structured as a sale for financial accounting purposes, we recognize interest income on the balance of the Residuals. In addition, we will recognize additional revenue in other income if the actual performance of the contracts related to the Residuals is better than our estimate of the value of the Residual. If the actual performance of the contracts is worse than our estimate, then a downward adjustment to the carrying value of the Residuals and a related impairment charge would be required. In a securitization structured as a secured financing for financial accounting purposes, interest income is recognized when accrued under the terms of the related contracts and, therefore, presents less potential for fluctuations in performance when compared to the approach used in a transaction structured as a sale for financial accounting purposes.

In all our term securitizations, whether treated as secured financings or as sales, we have transferred the receivables (through a subsidiary) to the securitization Trust. The difference between the two structures is that in

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

securitizations that are treated as secured financings we report the assets and liabilities of the securitization Trust on our Consolidated Balance Sheet. Under both structures the Noteholders' and the related securitization Trusts' recourse to us for failure of the contract obligors to make payments on a timely basis is limited to our Finance receivables, Spread Accounts and Residuals.

Servicing

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

Furniture and Equipment

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

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

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

Other Income

Other Income consists primarily of gains recognized on our Residual interest in securitizations, recoveries on previously charged off contracts, convenience fees charged to obligors for certain types of payment transaction methods, fees paid to us by Dealers for certain direct mail services we provide and proceeds from the sale of previously charged-off receivables to independent third parties. The gain recognized related to the Residual interest was \$178,000 for 2008, \$6.2 million for 2007 and \$1.2 million for 2006. The recoveries on the charged-off CPS contracts relate to contracts from previously unconsolidated trusts and MFN contracts acquired in the MFN acquisition. These recoveries totaled \$2.1 million, \$3.0 million and \$4.3 million for the years ended 2008, 2007 and 2006, respectively. The convenience fees charged to obligors were \$6.0 million, \$3.5 million and \$2.1 million for the same periods, respectively. The direct mail revenues were \$5.3 million for 2008 and 2007 and \$3.8 million for 2006. The proceeds from the sale of previously charged-off receivables to independent third parties were \$1.8 million in 2007. There were no sales of previously charged-off receivables in 2008 and 2006.

Earnings (Loss) Per Share

The following table illustrates the computation of basic and diluted earnings (loss) per share:

CONSUMER PORTFOLIO SERVICES, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Year Ended December 31,		
	2008	2007	2006
(In thousands, except per share data)			
Numerator:			
Numerator for basic and diluted earnings (loss) per share	\$ (26,091)	\$ 13,858	\$ 39,555
Denominator:			
Denominator for basic earnings (loss) per share			
- weighted average number of common shares outstanding during the year	19,230	20,880	21,759
Incremental common shares attributable to exercise of outstanding options and warrants	-	1,715	2,293
Denominator for diluted earnings (loss) per share	19,230	22,595	24,052
Basic earnings (loss) per share	\$ (1.36)	\$ 0.66	\$ 1.82
Diluted earnings (loss) per share	\$ (1.36)	\$ 0.61	\$ 1.64

Incremental shares of 6,320,000, 1,539,000 and 950,000 related to stock options have been excluded from the diluted earnings per share calculation for the year ended December 31, 2008, 2007 and 2006, respectively, because the effect is anti-dilutive. The exercise prices of these stock options were greater than the average market price of the Company's common shares or the Company was in a net loss position and, therefore, the effect would be anti-dilutive to earnings (loss) per share.

Deferral and Amortization of Debt Issuance Costs

Costs related to the issuance of debt are deferred and amortized using the interest method over the contractual or expected term of the related debt.

Income Taxes

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

In July 2006, the FASB issued Interpretation No. 48 (FIN 48), "Accounting for Uncertainty in Income Taxes". Fin 48 is an interpretation of "Statement of Financial Accounting Standards No. 109", which provides criteria for the recognition, measurement, presentation and disclosures of uncertain tax positions. A tax benefit from an uncertain tax position may be recognized if it is "more likely than not" that the position is sustainable based solely on its technical merits. We adopted FIN 48 on January 1, 2007.

Purchases of Company Stock

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

Stock Option Plan

Effective January 1, 2006, we adopted SFAS No. 123 (revised), "Share-Based Payment" (SFAS 123(R)) utilizing the modified prospective approach. Under the modified prospective approach, Employee Costs include all share based payments granted subsequent to January 1, 2006, based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R).

The per share weighted-average fair value of stock options granted during the years ended December 31, 2008, 2007 and 2006, was \$1.57, \$2.89, and \$3.39, respectively. That fair value was estimated using the Black-Scholes option pricing model using the weighted average assumptions noted in the following table. We estimate the expected life of each option as the average of the vesting period and the contractual life of the option. The volatility estimate is based on the historical volatility of our stock over the period that equals the expected life of the option. Volatility assumptions ranged from 43% to 50% for 2008, 36% to 48% for 2007 and 34% to 50% for 2006. The risk-free

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interest rate is based on the yield on a US Treasury bond with a maturity comparable to the expected life of the option. The dividend yield is estimated to be zero based on our intention not to issue dividends for the foreseeable future.

	Year Ended December 31,		
	2008	2007	2006
Expected life (years)	5.95	5.94	5.69
Risk-free interest rate	3.21%	4.54%	4.80%
Volatility	49%	46%	47%
Expected dividend yield	-	-	-

New Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 clarifies the principle that fair value should be based on the assumptions market participants would use when pricing an asset or liability and establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. Under the standard, fair value measurements would be separately disclosed by level within the fair value hierarchy. In February 2008, the FASB issued FASB Staff Position (FSP) No. 157-2, "Effective Date of FASB Statement No. 157", to partially defer FASB Statement No. 157 for nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. SFAS 157 is effective for us on January 1, 2008, except for nonfinancial assets and nonfinancial liabilities that are not recognized or disclosed at fair value on a recurring basis. For those excepted assets and liabilities our effective date is January 1, 2009. The adoption of this statement did not have a material effect on our financial position or results of operations. In October 2008, the FASB issued Staff Position (FSP) No. 157-3, "Determining the Fair Value of a Financial Asset when the Market for that Asset is not Active". This FSP clarifies the application of FAS 157 in a market that is not active. The effect of adoption was not material.

SFAS No. 157 defines fair value, establishes a framework for measuring fair value, establishes a three-level valuation hierarchy for disclosure of fair value measurement and enhances disclosure requirements for fair value measurements. The three levels are defined as follows: level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets; level 2 – inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument; and level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

In September 2008 we sold automobile contracts in a securitization that was structured as a sale. In that sale, we retained certain assets that are measured at fair value. Following is a description of the valuation methodologies used for the securities retained and the residual interest in the cash flows of the transaction, as well as the general classification of such instruments pursuant to the valuation hierarchy. The securities retained total \$8.5 million of notes and are classified as level 2 because there were similar assets sold in the transaction. We used the price at which those similar notes were sold to value the securities retained. The residual interest in the cash flows totals \$2.5 million and is classified as level 3. We determined the value of that residual interest using a discounted cash flow model that included estimates for prepayments and losses. We used a discount rate of 33% per annum. The assumptions we used were based on historical performance of automobile contracts we had originated and serviced in the past, adjusted for current market conditions. In February 2007, the FASB issued Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. Effective January 1, 2008, the standard provides companies with an option to report selected financial assets and liabilities at fair value and establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. The Company did not elect the fair value option on any of its financial assets or liabilities on January 1, 2008.

On November 5, 2007, the SEC issued Staff Accounting Bulletin No. 109, *Written Loan Commitments Recorded at Fair Value through Earnings* ("SAB 109"). Previously, SAB 105, *Application of Accounting Principles to Loan Commitments*, stated that in measuring the fair value of a derivative loan commitment, a company should not incorporate the expected net future cash flows related to the associated servicing of the loan. SAB 109 supersedes SAB 105 and indicates that the expected net future cash flows related to the associated servicing of the loan should

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be included in measuring fair value for all written loan commitments that are accounted for at fair value through earnings. SAB 105 also indicated that internally-developed intangible assets should not be recorded as part of the fair value of a derivative loan commitment, and SAB 109 retains that view. SAB 109 was effective for derivative loan commitments issued or modified in fiscal quarters beginning after December 15, 2007. The effect of adoption was not material.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements, as well as the reported amounts of income and expenses during the reported periods. Specifically, a number of estimates were made in connection with determining an appropriate allowance for finance credit losses, valuing the Residuals, accreting discounts and acquisition fees, amortizing deferred costs, the recording of deferred tax assets and reserves for uncertain tax positions. These are material estimates that could be susceptible to changes in the near term and, accordingly, actual results could differ from those estimates.

Reclassification

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

Uncertainty of Capital Markets and General Economic Conditions

Historically, we have depended upon the availability of warehouse credit facilities and access to long-term financing through the issuance of asset-backed securities collateralized by our automobile contracts. We conducted four term securitizations in 2006, four in 2007, and two in 2008. From July 2003 through April 2008 all of our securitizations were structured as secured financings. The second of our two securitization transactions in 2008 (completed in September 2008) was in substance a sale of the related contracts, and is treated as a sale for financial accounting purposes.

Since the fourth quarter of 2007, we have observed unprecedented adverse changes in the market for securitized pools of automobile contracts. These changes include reduced liquidity, and reduced demand for asset-backed securities, particularly for securities carrying a financial guaranty and for securities backed by sub-prime automobile receivables. Moreover, many of the firms that previously provided financial guarantees, which were an integral part of our securitizations, are no longer offering such guarantees. As of December 31, 2008, we have no available warehouse credit facilities and no immediate plans to complete a term securitization.

The adverse changes that have taken place in the market over the last 18 months have caused us to significantly curtail our purchases of automobile contracts in order to conserve our capital. If the current adverse circumstances that have affected the capital markets should continue or worsen, we may further curtail further or cease our purchases of new automobile contracts, which could lead to a material adverse effect on our operations.

Current economic conditions have negatively affected many aspects of our industry. First, as stated above, there is little demand for asset-backed securities secured by consumer finance receivables, including sub-prime automobile receivables. Second, lenders who previously provided short-term warehouse financing for sub-prime automobile finance companies such as ours are reluctant to provide such short-term financing due to the uncertainty regarding the prospects of obtaining long-term financing through the issuance of asset-backed securities. In addition, many capital market participants such as investment banks, financial guaranty providers and institutional investors who previously played a role in the sub-prime auto finance industry have withdrawn from the industry, or in some cases, have ceased to do business. Finally, the broad economic weakness and increasing unemployment has negatively affected many of the obligors under our receivables, resulting in higher delinquency, charge-offs and losses. Each of these factors has adversely affected our results of operations. Should existing economic conditions worsen, both our ability to purchase new contracts and the performance of our existing managed portfolio may be impaired, which, in turn, could have a further material adverse effect on our results of operations.

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Financial Covenants

Certain of our securitization transactions and our warehouse credit facility contain various financial covenants requiring certain minimum financial ratios and results. Such covenants include maintaining minimum levels of liquidity and net worth and not exceeding maximum leverage levels and maximum financial losses. In addition, certain securitization and non-securitization related debt contain cross-default provisions that would allow certain creditors to declare a default if a default occurred under a different facility.

The agreements under which we receive periodic fees for servicing automobile contracts in securitizations are terminable by the respective insurance companies upon defined events of default, and, in some cases, at the will of the insurance company. We have received waivers regarding the potential breach of certain such covenants relating to minimum net worth, financial loss in any one period and maintenance of active warehouse credit facilities. Without such waivers, certain credit enhancement providers would have had the right to terminate us as servicer with respect to certain of our outstanding securitization pools. Although such rights have been waived, such waivers are temporary, and there can be no assurance as to their future extension. We do, however, believe that we will obtain such future extensions because it is generally not in the interest of any party to the securitization transaction to transfer servicing. Nevertheless, there can be no assurance as to our belief being correct. Were an insurance company in the future to exercise its option to terminate such agreements, such a termination could have a material adverse effect on our liquidity and results of operations, depending on the number and value of the terminated agreements. Our note insurers continue to extend our term as servicer on a monthly and/or quarterly basis, pursuant to the servicing agreements.

(2) Restricted Cash

Restricted cash consists of the following components:

	December 31,	
	2008	2007
(In thousands)		
Securitization trust accounts	\$ 153,479	\$ 170,191
Other	-	150
Total restricted cash	\$ 153,479	\$ 170,341

Certain of our financing agreements require that we establish cash reserves for the benefit of the other parties to the agreements, in case those parties are subject to any claims or exposure.

(3) Finance Receivables

The following table presents the components of Finance Receivables, net of unearned interest:

	December 31,	December 31,
	2008	2007
(In thousands)		
Finance Receivables		
Automobile finance receivables, net of unearned interest	\$ 1,430,227	\$ 2,091,892
Less: Unearned acquisition fees and discounts	(12,884)	(23,888)
Finance Receivables	\$ 1,417,343	\$ 2,068,004

Finance receivables totaling \$33.3 million and \$28.5 million at December 31, 2008 and 2007, respectively, have been placed on non-accrual status as a result of their delinquency status.

The following table presents a summary of the activity for the allowance for credit losses, for the years ended December 31, 2008, 2007 and 2006:

	December 31,		
	2008	2007	2006
(In thousands)			
Balance at beginning of year	\$ 100,138	\$ 79,380	\$ 57,728
Provision for credit losses	148,408	137,272	92,057
Charge-offs	(195,039)	(140,963)	(88,335)
Recoveries	30,400	24,449	17,930
Allowance attributable to receivables sold	(5,871)	-	-
Balance at end of year	\$ 78,036	\$ 100,138	\$ 79,380

Excluded from finance receivables are contracts that were previously classified as finance receivables but were reclassified as other assets because we have repossessed the vehicle securing the Contract. The following table presents a summary of such repossessed inventory together with the allowance for losses in repossessed inventory that is not included in the allowance for credit losses.

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	December 31,	
	2008	2007
	(In thousands)	
Gross balance of repossessions in inventory	\$ 47,452	\$ 33,380
Allowance for losses on repossessed inventory	(32,690)	(21,849)
Net repossessed inventory included in other assets	<u>\$ 14,762</u>	<u>\$ 11,531</u>

(4) Residual Interest in Securitizations

As of December 31, 2008 we have exercised our clean-up call option on each of our unconsolidated securitization transactions completed from 2001 to 2003. Residual assets of \$935,000 and \$2.3 million as of December 31, 2008 and 2007, respectively, remains, which represents our discounted estimate of cash flows from recoveries of previously charged off receivables from these unconsolidated securitization transactions. We have used a discount rate of 25%, which is consistent with previous periods. The effect of a 20% adverse change to the fair value of residual cash flows at December 31, 2008 would result in a decrease of \$109,000 to the value of the asset recorded.

During the third quarter we completed a structured loan sale in which we retained a residual interest. The residual interest in the cash flows from this September 2008 transaction was \$2.6 million as of December 31, 2008 and was determined using a discounted cash flow model that included estimates for prepayments and losses. The discount rate utilized was 33%. The assumptions utilized were based on our historical performance adjusted for current market conditions.

(5) Furniture and Equipment

The following table presents the components of furniture and equipment:

	December 31,	
	2008	2007
	(In thousands)	
Furniture and fixtures	\$ 4,128	\$ 3,996
Computer and telephone equipment	5,651	5,680
Leasing assets	673	673
Leasehold improvements	1,190	1,085
Other fixed assets	244	17
	<u>11,886</u>	<u>11,451</u>
Less: accumulated depreciation and amortization	(10,482)	(9,951)
	<u>\$ 1,404</u>	<u>\$ 1,500</u>

Depreciation expense totaled \$537,000, \$406,000 and \$667,000 for the years ended December 31, 2008, 2007 and 2006, respectively.

(6) Securitization Trust Debt

We have completed a number of term securitization transactions that are structured as secured borrowings for financial accounting purposes. The debt issued in these transactions is shown on our consolidated balance sheets as "Securitization trust debt," and the components of such debt are summarized in the following table:

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Series	Final Scheduled Payment Date (1)	Receivables Pledged at December 31, 2008		Outstanding Principal at December 31, 2008	Outstanding Principal at December 31, 2007	Weighted Average Interest Rate at December 31, 2008
			Initial Principal			
(Dollars in thousands)						
CPS 2003-C	March 2010	\$ 964	\$ 87,500	\$ 1,023	\$ 5,683	3.57%
CPS 2003-D	October 2010	1,568	75,000	1,704	6,695	3.91%
CPS 2004-A	October 2010	2,999	82,094	3,277	9,849	4.32%
CPS 2004-B	February 2011	5,821	96,369	6,192	14,937	4.17%
CPS 2004-C	April 2011	7,964	100,000	8,223	18,763	4.24%
CPS 2004-D	December 2011	12,230	120,000	12,395	25,994	4.44%
CPS 2005-A	October 2011	18,517	137,500	17,586	34,154	5.30%
CPS 2005-B	February 2012	23,455	130,625	21,991	39,008	4.67%
CPS 2005-C	May 2012	41,170	183,300	39,478	67,834	5.13%
CPS 2005-TFC	July 2012	12,425	72,525	12,333	24,654	5.76%
CPS 2005-D	July 2012	37,016	145,000	36,548	61,857	5.69%
CPS 2006-A	November 2012	74,068	245,000	73,257	120,667	5.33%
CPS 2006-B	January 2013	93,318	257,500	92,106	144,941	6.33%
CPS 2006-C	July 2013	102,382	247,500	101,716	159,308	5.62%
CPS 2006-D	August 2013	107,516	220,000	105,687	159,384	5.56%
CPS 2007-A	November 2013	164,138	290,000	160,122	233,092	5.53%
CPS 2007-TFC	December 2013	51,157	113,293	51,115	84,685	5.77%
CPS 2007-B	January 2014	200,207	314,999	195,800	277,878	5.99%
CPS 2007-C	May 2014	232,744	327,499	228,478	308,919	6.05%
CPS 2008-A	October 2014	254,931	310,359	235,180	-	6.79%
		<u>\$ 1,444,590</u>	<u>\$ 3,556,063</u>	<u>\$ 1,404,211</u>	<u>\$ 1,798,302</u>	

(1) The Final Scheduled Payment Date represents final legal maturity of the securitization trust debt. Securitization trust debt is expected to become due and to be paid prior to those dates, based on amortization of the finance receivables pledged to the Trusts. Expected payments, which will depend on the performance of such receivables, as to which there can be no assurance, are \$639.4 million in 2009, \$422.2 million in 2010, \$235.9 million in 2011, \$90.0 million in 2012, \$16.7 million in 2013.

All of the securitization trust debt was issued in private placement transactions to qualified institutional investors. The debt was issued through wholly-owned, bankruptcy remote subsidiaries of CPS and is secured by the assets of such subsidiaries, but not by other assets of the Company. Principal and interest payments on the senior notes are guaranteed by financial guaranty insurance policies.

The terms of the various Securitization Agreements related to the issuance of the securitization trust debt require that certain delinquency and credit loss criteria be met with respect to the collateral pool, and require that we maintain minimum levels of liquidity and net worth and not exceed maximum leverage levels and maximum financial losses. We were in compliance with all such covenants as of December 31, 2008, in some cases only after giving effect to waivers of otherwise applicable standards.

We are responsible for the administration and collection of the contracts. The Securitization Agreements also require certain funds be held in restricted cash accounts to provide additional collateral for the borrowings or to be applied to make payments on the securitization trust debt. As of December 31, 2008, restricted cash under the various agreements totaled approximately \$153.5 million. Interest expense on the securitization trust debt is composed of the stated rate of interest plus amortization of additional costs of borrowing. Additional costs of borrowing include facility fees, insurance premiums, amortization of transaction costs, and amortization of discounts given on the notes at the time of issuance. Deferred financing costs related to the securitization trust debt are amortized using the interest method. Accordingly, the effective cost of borrowing of the securitization trust debt is greater than the stated rate of interest.

The wholly-owned, bankruptcy remote subsidiaries of CPS were formed to facilitate the above asset-backed financing transactions. Similar bankruptcy remote subsidiaries issue the debt outstanding under our warehouse line

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of credit. Bankruptcy remote refers to a legal structure in which it is expected that the applicable entity would not be included in any bankruptcy filing by its parent or affiliates. All of the assets of these subsidiaries have been pledged as collateral for the related debt. All such transactions, treated as secured financings for accounting and tax purposes, are treated as sales for all other purposes, including legal and bankruptcy purposes. None of the assets of these subsidiaries are available to pay other creditors of the Company or its affiliates.

(7) Debt

The terms of our debt outstanding at December 31, 2008 and 2007 are summarized below:

	December 31,	
	2008	2007
	(In thousands)	
<i>Residual interest financing</i>		
Notes secured by our residual interests in securitizations. The terms of the \$60 million term residual facility and the \$60 million revolving residual credit facility were amended on July 10, 2008 to eliminate the revolving feature, increase the interest rate, establish an amortization schedule for principal reductions, and provide an extension of the maturity from June 2009 to June 2010 at our option if certain conditions are met. The aggregate indebtedness under this facility was \$67.3 million at December 31, 2008. It bears interest at 10.875% over LIBOR.	\$67,300	\$70,000
<i>Senior secured debt, related party</i>		
Notes payable to Levine Leichtman Capital Partners IV, L.P. ("LLCP"). The notes consisted of a \$10 million term note and a \$15 million term note that each accrue interest at 16% per annum and are due in June and July 2013. The amount outstanding at December 31, 2008 is net of the unamortized debt discount of \$4.9 million relating to the valuation of 1,225,000 shares of stock, warrants to purchase 1,564,324 shares of our common stock at an exercise price of \$2.4672, warrants to purchase 283,985 of our common stock at an exercise price of \$0.01 and \$1.4 million in cash paid to the lender at issuance.	20,105	--
<i>Subordinated renewable notes</i>		
Notes bearing interest ranging from 5.85% to 15.30%, with a weighted average rate of 12.82%, and with maturities from January 2009 to November 2018 with a weighted average maturity of October 2011. We began issuing the notes in June 2005 and incurred issuance costs of \$250,000. Payments are made monthly, quarterly, annually or upon maturity based on the terms of the individual notes.	25,721	28,134
	\$113,126	\$98,134

The outstanding debt on our warehouse facility was \$9.9 million as of December 31, 2008, compared to \$235.9 million outstanding on our two warehouse facilities as of December 31, 2007. See Note 15 for a discussion of our warehouse lines of credit.

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

We must comply with certain affirmative and negative covenants related to debt facilities, which require, among other things, that we maintain certain financial ratios related to liquidity, net worth, capitalization and maximum

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financial losses. Further covenants include matters relating to investments, acquisitions, restricted payments and certain dividend restrictions.

The following table summarizes the contractual and expected maturity amounts of debt as of December 31, 2008:

Contractual maturity date	Residual interest financing (1)	Senior secured debt (2)	Subordinated renewable notes	Total
(In thousands)				
2009	\$ 10,370	\$ -	\$ 10,272	\$ 20,642
2010	56,930	-	10,349	67,279
2011	-	-	2,786	2,786
2012	-	-	1,660	1,660
2013	-	20,105	516	20,621
Thereafter	-	-	138	138
	<u>\$ 67,300</u>	<u>\$ 20,105</u>	<u>\$ 25,721</u>	<u>\$ 113,126</u>

(1) Assumes that we meet certain conditions that allow us to exercise our option to extend the maturity from June 2009 to June 2010.

(2) The senior secured debt maturing in 2013 is shown net of unamortized debt discounts of \$4.9 million. On a gross basis the scheduled maturity of this debt in 2013 is \$25 million.

(8) Shareholders' Equity

Common Stock

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

We are required to comply with various operating and financial covenants defined in the agreements governing the warehouse lines of credit, senior debt, residual interest financing and subordinated debt. The covenants restrict the payment of certain distributions, including dividends (See Note 7).

Included in compensation expense for the years ended December 31, 2008, 2007, and 2006, is \$1.3 million, \$1.1 million and \$244,000 related to the amortization of deferred compensation expense and valuation of stock options.

Stock Purchases

At four different times between 2000 and 2008, our Board of Directors, authorized us to purchase a total of up to \$32.5 million of our securities. As of December 31, 2008, we had purchased \$5.0 million in principal amount of the debt securities, and \$25.3 million of our common stock, representing 7,126,657 shares.

Options and Warrants

In July 1997, the Company adopted and its shareholders approved the 1997 Long-Term Incentive Plan (the "1997 Plan") pursuant to which our Board of Directors may grant stock options, restricted stock and stock appreciation rights to employees, directors or employees of entities in which we have a controlling or significant equity interest. Options that have been granted under the 1997 Plan have been granted at an exercise price equal to (or greater than) the stock's fair market value at the date of the grant, with terms generally of 10 years and vesting generally over five years. Subsequent amendments to the 1997 Plan have increased the aggregate maximum 6,900,000 shares. There are no shares available for grant in the 1997 Plan as of December 31, 2008.

In 2006, the Company adopted and its shareholders approved the CPS 2006 Long-Term Equity Incentive Plan (the "2006 Plan") pursuant to which our Board of Directors, or a duly-authorized committee thereof, may grant stock

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options, restricted stock, restricted stock units and stock appreciation rights to our employees or our subsidiaries, to directors of the Company, and to individuals acting as consultants to the Company or its subsidiaries. In June 2008, the shareholders of the Company approved an amendment to the 2006 Plan to increase the maximum number of shares that may be subject to awards under the 2006 Plan from 3,000,000 to 5,000,000. Options that have been granted under the 2006 Plan have been granted at an exercise price equal to (or greater than) the stock's fair market value at the date of the grant, with terms generally of 10 years and vesting generally over five years.

Effective January 1, 2006, we adopted Statement of Financial Accounting Standards No. 123(R), "Share-Based Payment, revised 2004" ("SFAS 123R"), prospectively for all option awards granted, modified or settled after January 1, 2006, using the modified prospective method. Under this method, we recognize compensation costs in the financial statements for all share-based payments granted subsequent to January 1, 2006 based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R).

For the year ended December 31, 2008, we recorded stock-based compensation costs in the amount of \$1.3 million. As of December 31, 2008, unrecognized stock-based compensation costs to be recognized over future periods equaled \$4.2 million. This amount will be recognized as expense over a weighted-average period of 3.3 years.

At December 31, 2008, the options outstanding and exercisable had no intrinsic value. The total intrinsic value of options exercised was \$50,000, \$1.0 million, and \$2.2 million for the years ended December 31, 2008, 2007, and 2006, respectively. New shares were issued for all options exercised during the years ended December 31, 2008, 2007 and 2006. At December 31, 2008, there were a total of 2.4 million additional shares available for grant under the 2006 Plan.

Stock option activity for the year ended December 31, 2008 is as follows:

	Number of Shares (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Options outstanding at the beginning of period	6,196	\$ 4.47	N/A
Granted	575	3.18	N/A
Exercised	(70)	1.52	N/A
Forfeited	(381)	5.01	N/A
Options outstanding at the end of period	<u>6,320</u>	<u>\$ 4.35</u>	<u>6.04 years</u>
Options exercisable at the end of period	<u>4,643</u>	<u>\$ 3.97</u>	<u>5.18 years</u>

The per share weighted average fair value of stock options granted whose exercise price was equal to the market price of the stock on the grant date during the years ended December 31, 2008, 2007 and 2006, was \$1.57, \$2.91, and \$3.39, respectively.

The per share weighted average fair value and exercise price of stock options granted whose exercise price was above the market price of the stock on the grant date during the year ended December 31, 2008 were \$1.62 and \$3.37, respectively. The per share weighted average fair value and exercise price of stock options granted whose exercise price was above the market price of the stock on the grant date during the year ended December 31, 2007 were \$2.53 and \$5.00, respectively. We did not issue any stock options above the market price of the stock during the year ended December 31, 2006.

We have not issued any stock options with an exercise price below the market price of the stock on the grant date.

On June 30, 2008, we entered into a series of agreements pursuant to which a lender purchased a \$10 million five-year, fixed rate, senior secured note from us. In July 2008, in conjunction with the amendment of the combination term and revolving residual credit facility as discussed above, the lender purchased an additional \$15 million note with substantially the same terms as the \$10 million note. Pursuant to the June 30, 2008 securities purchase agreement, we issued to the lender 1,225,000 shares of common stock. In addition, we issued the lender two warrants: (i) warrants that we refer to as the FMV Warrants, which are exercisable for 1,564,324 shares of our common stock, at an exercise price of \$2.4672 per share, and (ii) warrants that we refer to as the N Warrants, which

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are exercisable for 283,985 shares of our common stock, at a nominal exercise price. Both the FMV Warrants and the N Warrants are exercisable in whole or in part and at any time up to and including June 30, 2018. We valued the warrants using the Black-Scholes valuation model.

In connection with the amendment to our residual credit facility discussed in Note 15, we issued warrants valued as being equivalent to 2,500,000 common shares, or \$4,071,429. The warrants represent the right to purchase 2,500,000 CPS common shares at a nominal exercise price, at any time prior to July 10, 2018.

(9) Interest Income

The following table presents the components of interest income:

	Year Ended December 31,		
	2008	2007	2006
	(In thousands)		
Interest on finance receivables	\$ 346,594	\$ 358,862	\$ 251,609
Residual interest income	606	2,324	5,656
Other interest income	4,351	9,079	6,301
Net interest income	<u>\$ 351,551</u>	<u>\$ 370,265</u>	<u>\$ 263,566</u>

(10) Income Taxes

Income taxes consist of the following:

	Year Ended December 31,		
	2008	2007	2006
	(In thousands)		
Current federal tax expense	\$ (23,218)	\$ 10,385	\$ 19,036
Current state tax expense	(178)	2,200	1,193
Deferred federal tax (benefit)	5,886	(2,538)	(9,660)
Deferred state tax expense (benefit)	(854)	52	4,877
Change in valuation allowance	1,000	-	(41,801)
Income tax expense (benefit)	<u>\$ (17,364)</u>	<u>\$ 10,099</u>	<u>\$ (26,355)</u>

Income tax expense/(benefit) for the years ended December 31, 2008, 2007 and 2006, differs from the amount determined by applying the statutory federal rate of 35% to income before income taxes as follows:

	Year Ended December 31,		
	2008	2007	2006
	(In thousands)		
Expense at federal tax rate	\$ (15,208)	\$ 8,385	\$ 4,620
State taxes, net of federal income tax benefit	(319)	1,458	5,585
Other adjustments to tax reserve	(3,608)	(110)	5,136
Effect of change in state tax rate	-	-	486
Valuation allowance	1,000	-	(41,801)
Stock-based compensation	411	279	47
Other	360	87	(428)
	<u>\$ (17,364)</u>	<u>\$ 10,099</u>	<u>\$ (26,355)</u>

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The tax effected cumulative temporary differences that give rise to deferred tax assets and liabilities as of December 31, 2008 and 2007 are as follows:

	December 31,	
	2008	2007
	(In thousands)	
Deferred Tax Assets:		
Finance receivables	\$ 22,187	\$ 37,812
Accrued liabilities	839	728
Furniture and equipment	327	417
NOL carryforwards and BILs	27,379	19,547
Pension Accrual	2,877	123
Other	118	208
Total deferred tax assets	<u>53,727</u>	<u>58,835</u>
Valuation allowance	<u>(1,000)</u>	<u>-</u>
	52,727	58,835
Deferred Tax Liabilities:		
Pension Accrual	-	-
Total deferred tax liabilities	<u>-</u>	<u>-</u>
Net deferred tax asset	<u>\$ 52,727</u>	<u>\$ 58,835</u>

As part of the MFN and TFC Mergers, CPS acquired certain net operating losses and built-in loss assets. Moreover, both MFN and TFC have undergone an ownership change for purposes of Internal Revenue Code ("IRC") Section 382. In general, IRC Section 382 imposes an annual limitation on the ability of a loss corporation (that is, a corporation with a net operating loss ("NOL") carryforward, credit carryforward, or certain built-in losses ("BILs")) to utilize its pre-change NOL carryforwards or BILs to offset taxable income arising after an ownership change.

In determining the possible future realization of deferred tax assets, we have considered the taxes paid in the current and prior years that may be available to recapture, as well as future taxable income from the following sources: (a) reversal of taxable temporary differences; (b) future operations exclusive of reversing temporary differences; and (c) tax planning strategies that, if necessary, would be implemented to accelerate taxable income into years in which net operating losses might otherwise expire. During the year ended December 31, 2007, the Company determined that deferred tax assets totaling approximately \$9.8 million, which were subject to a 100% valuation allowance at December 31, 2006, were permanently not available for future utilization. As a result, the deferred tax assets and the related valuation allowance were adjusted, with no effect on the net deferred tax assets recorded or to the provision for income taxes. At December 31, 2008 we have estimated a \$1.0 million valuation allowance against that portion of the deferred tax asset whose utilization in future periods is not more than likely.

As of December 31, 2008, we had net operating loss carryforwards for federal and state income tax purposes of \$19.5 million and \$91.8 million, respectively. The federal net operating losses begin to expire in 2028. The state net operating losses begin to expire in 2013.

The following is a tabular reconciliation of the total amounts of unrecognized tax benefits including interest and penalties for the year:

	2008	2007
	(In thousands)	
Unrecognized tax benefit - opening balance	\$ 12,280	\$ 11,612
Gross increases - tax positions in prior period	-	1,357
Gross decreases - tax positions in prior period	(1,764)	(965)
Gross increases - tax positions in current period	1,052	1,279
Settlements	-	(119)
Lapse of statute of limitations	(3,385)	(884)
Unrecognized tax benefit - ending balance	<u>\$ 8,183</u>	<u>\$ 12,280</u>

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Included in the balance of unrecognized tax benefits at December 31, 2008, are \$14.9 million of tax benefits that, if recognized, would affect the effective tax rate. Also included in the balance of unrecognized tax benefits at December 31, 2008 are \$1.3 million of tax benefits that, if recognized, would result in adjustments to other tax accounts, primarily deferred taxes.

We recognize potential interest and penalties related to unrecognized tax benefits as income tax expense. Related to the uncertain tax benefits noted above, we accrued penalties of \$0.2 million and gross interest of \$0.2 million during 2008 and in total, as of December 31, 2008, have recognized a liability for penalties of \$0.6 million and gross interest of \$1.0 million.

We do not anticipate a significant change in unrecognized tax positions within the coming year. In addition, we believe that it is reasonably possible that none of our currently remaining unrecognized tax positions, each of which is individually insignificant, may be recognized by the end of 2008 as a result of a lapse of the statute of limitations.

We are subject to taxation in the US and various states and foreign jurisdictions. The Company's tax years for 2001 through 2007 are subject to examination by the tax authorities. With few exceptions, we are no longer subject to U.S. federal, state, or local examinations by tax authorities for years before 2001.

(11) Related Party Transactions

Loans to Officers to Exercise Certain Stock Options

During 2002, our Board of Directors approved a program under which officers of the Company were advanced amounts sufficient to enable them to exercise certain of their outstanding options. Such loans were available for a limited period of time, and available only to exercise previously repriced options. The loans accrued interest at a rate of 5.50% per annum, and were due in 2007. At December 31, 2007 there was \$383,000 outstanding related to three such loans. Such amounts were recorded as contra-equity within common stock in the Shareholders' Equity section of our Consolidated Balance Sheet. Two of the loans were paid off during 2008 with cash. The third loan was paid off on August 5, 2008 through a transfer of 210,000 shares of company stock. This is reported in the consolidated statement of shareholders equity in "Purchase of common stock". At December 31, 2008 all loans have been repaid and there are no amounts outstanding.

Director Purchase of Retail Note

In December 2007, one of our directors purchased a \$4 million subordinated renewable note pursuant to our ongoing program of issuing such notes to the public. The note was purchased through the registered agent and under the same terms and conditions, including the interest rate, that were offered to other purchasers at the time the note was issued. As of December 31, 2008, \$4 million remains outstanding on this note.

(12) Commitments and Contingencies

Leases

The Company leases its facilities and certain computer equipment under non-cancelable operating leases, which expire through 2016. Future minimum lease payments at December 31, 2008, under these leases are due during the years ended December 31 as follows:

	Amount
	(In thousands)
2009	\$ 3,985
2010	3,875
2011	3,568
2012	3,496
2013	3,232
Thereafter	7,615
Total minimum lease payments	\$ 25,771

Rent expense for the years ended December 31, 2008, 2007 and 2006, was \$4.2 million, \$4.0 million, and \$3.9 million, respectively.

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Our facility leases contain certain rental concessions and escalating rental payments, which are recognized as adjustments to rental expense and are amortized on a straight-line basis over the terms of the leases.

During 2007 and 2006, we received \$113,000 and \$194,000, respectively, of sublease income, which is included in occupancy expense. We did not receive any sublease income in 2008.

Litigation

Stanwich Litigation. CPS was for some time a defendant in a class action (the “Stanwich Case”) brought in the California Superior Court, Los Angeles County. The original plaintiffs in that case were persons entitled to receive regular payments (the “Settlement Payments”) pursuant to earlier settlements of claims, generally personal injury claims, against unrelated defendants. Stanwich Financial Services Corp. (“Stanwich”), an affiliate of the former chairman of the board of directors of CPS, is the entity that was obligated to pay the Settlement Payments. Stanwich defaulted on its payment obligations to the plaintiffs and in June 2001 filed for reorganization under the Bankruptcy Code, in the federal bankruptcy court in Connecticut. By February 2005, CPS had settled all claims brought against it in the Stanwich Case.

In November 2001, one of the defendants in the Stanwich Case, Jonathan Pardee, asserted claims for indemnity against the Company in a separate action, which is now pending in federal district court in Rhode Island. The Company has filed counterclaims in the Rhode Island federal court against Mr. Pardee, and has filed a separate action against Mr. Pardee's Rhode Island attorneys, in the same court. The litigation between Mr. Pardee and CPS is stayed, awaiting resolution of an adversary action brought against Mr. Pardee in the bankruptcy court, which is hearing the bankruptcy of Stanwich.

CPS has reached an agreement in principle with the representative of creditors in the Stanwich bankruptcy to resolve the adversary action. Under the agreement in principle, CPS would pay the bankruptcy estate \$625,000 and abandon its claims against the estate, while the estate would abandon its adversary action against Mr. Pardee. The bankruptcy court has rejected that proposed settlement, and the representative of creditors has appealed that rejection. If the agreement in principle were to be approved upon appeal, CPS would expect that the agreement would result in (i) limitation of its exposure to Mr. Pardee to no more than some portion of his attorneys fees incurred and (ii) stays in Rhode Island being lifted, causing those cases to become active again. CPS is unable to predict whether the ruling of the bankruptcy court will be sustained or overturned on appeal.

The reader should consider that an adverse judgment against CPS in the Rhode Island case for indemnification, if in an amount materially in excess of any liability already recorded in respect thereof, could have a material adverse effect.

Other Litigation.

The Company has recorded a liability as of December 31, 2008 that it believes represents a sufficient allowance for legal contingencies. Any adverse judgment against the Company, if in an amount materially in excess of the recorded liability, could have a material adverse effect on the financial position of the Company. The Company is involved in various other legal matters arising in the normal course of business. Management believes that any liability as a result of those matters would not have a material effect on the Company's financial position.

(13) Employee Benefits

The Company sponsors a pretax savings and profit sharing plan (the “401(k) Plan”) qualified under Section 401(k) of the Internal Revenue Code. Under the 401(k) Plan, eligible employees are able to contribute up to 15% of their compensation (subject to stricter limitation in the case of highly compensated employees). We may, at our discretion, match 100% of employees' contributions up to \$1,500 per employee per calendar year. Our contributions to the 401(k) Plan were \$672,000, \$674,000 and \$520,000 for the year ended December 31, 2008, 2007 and 2006, respectively.

We also sponsor the MFN Financial Corporation Pension Plan (the “Plan”). The Plan benefits were frozen June 30, 2001.

In September 2006, the FASB issued SFAS No. 158, “Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – an amendment of FASB Statements No. 87, 88, 106 and 132(R)” (“SFAS No. 158”). SFAS No. 158 requires an employer that sponsors one or more single-employer defined benefit plans to (a) recognize the overfunded or underfunded status of a benefit plan in its statement of financial position, (b) recognize as a component of other comprehensive income, net of tax, the gains or losses and prior service costs

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or credits that arise during the period but are not recognized as components of net periodic benefit cost pursuant to SFAS No. 87, "Employers' Accounting for Pensions", or SFAS No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions," (c) measure defined benefit plan assets and obligations as of the date of the employer's fiscal year-end, and (d) disclose in the notes to financial statements additional information about certain effects on net periodic benefit cost for the next fiscal year that arise from delayed recognition of the gains or losses, prior service costs or credits, and transition asset or obligation. SFAS No. 158 was adopted by the Company in the fourth quarter of 2006. The adoption did not have a significant effect on our financial position or results of operations. The disclosure requirements of this standard are included herein.

The following tables set forth the plan's benefit obligations, fair value of plan assets, and amounts recognized at December 31, 2008 and 2007:

	December 31,	
	2008	2007
(In thousands)		
Change in Projected Benefit Obligation		
Projected benefit obligation, beginning of year	\$ 14,969	\$ 15,456
Service cost	-	-
Interest cost	930	881
Actuarial gain (loss)	837	(723)
Benefits paid	(651)	(645)
Projected benefit obligation, end of year	<u>\$ 16,085</u>	<u>\$ 14,969</u>

The accumulated benefit obligation for the plan was \$16.1 million and \$15.0 million at December 31, 2008 and 2007, respectively.

	December 31,	
	2008	2007
Change in Plan Assets		
Fair value of plan assets, beginning of year	\$ 14,643	\$ 15,696
Return on assets	(5,418)	(543)
Employer contribution	-	200
Expenses	(59)	(65)
Benefits paid	(651)	(645)
Fair value of plan assets, end of year	<u>\$ 8,515</u>	<u>\$ 14,643</u>

Additional Information

Weighted average assumptions used to determine benefit obligations and cost at December 31, 2008 and 2007 were as follows:

	December, 31	
	2008	2007
Weighted average assumptions used to determine benefit obligations		
Discount rate	6.00%	6.45%
Weighted average assumptions used to determine net periodic benefit cost		
Discount rate	6.45%	5.88%
Expected return on plan assets	8.50%	8.50%

Our overall expected long-term rate of return on assets is 8.50% per annum as of December 31, 2008. The expected long-term rate of return is based on the weighted average of historical returns on individual asset categories, which are described in more detail below.

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	December 31,	
	2008	2007
(In thousands)		
Amounts recognized on Consolidated Balance Sheet		
Other assets	\$ -	\$ -
Other liabilities	(7,570)	(326)
Net amount recognized	<u>\$ (7,570)</u>	<u>\$ (326)</u>
Amounts recognized in accumulated other comprehensive income consists of:		
Net loss (gain)	\$ 11,347	\$ 3,964
Unrecognized transition asset	-	-
Net amount recognized	<u>\$ 11,347</u>	<u>\$ 3,964</u>
Components of net periodic benefit cost		
Interest Cost	\$ 930	\$ 881
Expected return on assets	(1,222)	(1,312)
Amortization of transition asset	-	-
Amortization of net loss	153	71
Net periodic benefit cost	<u>\$ (139)</u>	<u>\$ (360)</u>
Benefit Obligation Recognized in Other Comprehensive Income		
Net loss (gain)	\$ 7,383	\$ 1,126
Prior service cost (credit)	-	-
Amortization of prior service cost	-	-
Net amount recognized in other comprehensive income	<u>\$ 7,383</u>	<u>\$ 1,126</u>

The weighted average asset allocation of our pension benefits at December 31, 2008 and 2007 were as follows:

	December 31,	
	2008	2007
Weighted Average Asset Allocation at Year-End		
Asset Category		
Equity securities	71%	77%
Debt securities	28%	23%
Cash and cash equivalents	1%	0%
Total	<u>100%</u>	<u>100%</u>

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

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Cash Flows	
Expected Benefit Payouts (In thousands)	
2009	\$ 564
2010	583
2011	663
2012	698
2013	757
Years 2014 - 2018	4,584
Anticipated Contributions in 2009	\$ -

(14) Fair Value of Financial Instruments

The following summary presents a description of the methodologies and assumptions used to estimate the fair value of our financial instruments. Much of the information used to determine fair value is highly subjective. When applicable, readily available market information has been utilized. However, for a significant portion of our financial instruments, active markets do not exist. Therefore, considerable judgments were required in estimating fair value for certain items. The subjective factors include, among other things, the estimated timing and amount of cash flows, risk characteristics, credit quality and interest rates, all of which are subject to change. Since the fair value is estimated as of December 31, 2008 and 2007, the amounts that will actually be realized or paid at settlement or maturity of the instruments could be significantly different. The estimated fair values of financial assets and liabilities at December 31, 2008 and 2007, were as follows:

Financial Instrument	December 31,			
	2008		2007	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)			
Cash and cash equivalents	\$ 22,084	\$ 22,084	\$ 20,880	\$ 20,880
Restricted cash and equivalents	153,479	153,479	170,341	170,341
Finance receivables, net	1,339,307	1,312,148	1,967,866	1,967,866
Residual interest in securitizations	3,582	3,582	2,274	2,274
Accrued interest receivable	14,903	14,903	24,099	24,099
Warehouse lines of credit	9,919	9,919	235,925	235,925
Notes payable	-	-	-	-
Accrued interest payable	5,605	5,605	6,740	6,740
Residual interest financing	67,300	67,300	70,000	70,000
Securitization trust debt	1,404,211	1,378,271	1,798,302	1,786,263
Senior secured debt	20,105	20,105	-	-
Subordinated renewable notes	25,721	25,721	28,134	28,134

Cash, Cash Equivalents and Restricted Cash

The carrying value equals fair value.

Finance Receivables, net

The fair value of finance receivables is estimated by discounting future cash flows expected to be collected using current rates at which similar receivables could be originated.

Residual Interest in Securitizations

The fair value is estimated by discounting future cash flows using credit and discount rates that we believe reflect the estimated credit, interest rate and prepayment risks associated with similar types of instruments.

Accrued Interest Receivable and Payable

The carrying value approximates fair value because the related interest rates are estimated to reflect current market conditions for similar types of instruments.

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Warehouse Lines of Credit, Notes Payable, Residual Interest Financing, and Senior Secured Debt and Subordinated Renewable Notes

The carrying value approximates fair value because the related interest rates are estimated to reflect current market conditions for similar types of secured instruments.

Securitization Trust Debt

The fair value is estimated by discounting future cash flows using interest rates that we believe reflects the current market rates.

(15) Liquidity

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

We purchase automobile contracts from dealers for a cash price approximating their principal amount, adjusted for an acquisition fee which may either increase or decrease the automobile contract purchase price. Those automobile contracts generate cash flow, however, over a period of years. As a result, we have been dependent on warehouse credit facilities to purchase automobile contracts, and on the availability of cash from outside sources in order to finance our continuing operations, as well as to fund the portion of automobile contract purchase prices not financed under revolving warehouse credit facilities. At December 31, 2007, we had \$425 million in warehouse credit capacity, in the form of two \$200 million senior facilities, and one \$25 million subordinated facility. One \$200 million facility provided funding for automobile contracts purchased under the TFC programs while both warehouse facilities provided funding for automobile contracts purchased under the CPS programs. The subordinated facility was established on January 12, 2007 and expired by its terms in April 2008.

The first of two warehouse facilities mentioned above was provided by an affiliate of Bear, Stearns and was structured to allow us to fund a portion of the purchase price of automobile contracts by drawing against a floating rate variable funding note issued by our consolidated subsidiary Page Three Funding, LLC. This facility was established on November 15, 2005, and expired on November 6, 2008. On November 8, 2006 the facility was increased from \$150 million to \$200 million and the maximum advance rate was increased to 83% from 80% of eligible contracts, subject to collateral tests and certain other conditions and covenants. On January 12, 2007 the facility was amended to allow for the issuance of subordinated notes resulting in an increase of the maximum advance rate to 93%. The advance rate was subject to the lender's valuation of the collateral which, in turn, was affected by factors such as the credit performance of our managed portfolio and the terms and conditions of our term securitizations, including the expected yields required for bonds issued in our term securitizations. Senior notes under this facility accrued interest at a rate of one-month LIBOR plus 2.50% per annum while the subordinated notes accrued interest at a rate of one-month LIBOR plus 5.50% per annum.

The second of two warehouse facilities was provided by an affiliate of UBS AG and was similarly structured to allow us to fund a portion of the purchase price of automobile contracts by drawing against a floating rate variable funding note issued by our consolidated subsidiary Page Funding LLC. This facility was entered into on June 30, 2004. On June 29, 2005 the facility was increased from \$100 million to \$125 million and further amended to provide for funding for automobile contracts purchased under the TFC programs, in addition to our CPS programs. The available credit under the facility was increased again to \$200 million on August 31, 2005. In April 2006, the terms

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of this facility were amended to allow advances to us of up to 80% of the principal balance of automobile contracts that we purchase under our CPS programs, and of up to 70% of the principal balance of automobile contracts that we purchase under our TFC programs, in all events subject to collateral tests and certain other conditions and covenants. On June 30, 2006, the terms of this facility were amended to allow advances to us of up to 83% of the principal balance of automobile contracts that we purchase under our CPS programs, in all events subject to collateral tests and certain other conditions and covenants. In February 2007 the facility was amended to allow for the issuance of subordinated notes resulting in an increase of the maximum advance rate to 93%. The advance rate was subject to the lender's valuation of the collateral which, in turn, was affected by factors such as the credit performance of our managed portfolio and the terms and conditions of our term securitizations, including the expected yields for bonds issued in our term securitizations. Senior notes under this facility accrue interest at a rate of one-month LIBOR plus 9.85% per annum. The facility was amended in December 2008 which eliminated future advances and provided for repayment of the notes from proceeds collected on the underlying pledged receivables, plus certain future scheduled principal reductions until its maturity in September 2009. At December 31, 2008, \$9.9 million was outstanding under this facility.

We securitized \$509.0 million in auto contracts in two private placement transactions in 2008 as compared to \$1,118.1 million of automobile contracts in four private placement transactions during 2007, and \$957.7 million of automobile contracts in four private placement transactions in 2006. All but one of these transactions were structured as secured financings and, therefore, resulted in no gain or loss on sale. The September 2008 transaction was structured as a sale for financial accounting purposes and resulted in a loss on sale of \$14.0 million.

In November 2005, we completed a securitization in which a wholly-owned bankruptcy remote consolidated subsidiary of ours issued \$45.8 million of asset-backed notes secured by its retained interest in 10 term securitization transactions. At December 31, 2006 there was \$19.6 million outstanding on this facility and in May 2007 the notes were fully repaid. In December 2006 we entered into a \$35 million residual credit facility that was secured by our retained interests in additional term securitizations. At December 31, 2006, there was \$12.2 million outstanding under this facility. In July 2007, we established a combination term and revolving residual credit facility and used a portion of our initial draw under that facility to repay our remaining outstanding debt under the December 2006 \$35 million residual facility.

Under the combination term and revolving residual credit facility, we have used eligible residual interests in securitizations as collateral for floating rate borrowings. The amount that we were able to borrow was computed using an agreed valuation methodology of the residuals, subject to an overall maximum principal amount of \$120 million, represented by (i) a \$60 million Class A-1 variable funding note (the "revolving note"), and (ii) a \$60 million Class A-2 term note (the "term note"). The term note was fully drawn in July 2007 and was due in July 2009. As of July 2008, we had drawn \$26.8 million on the revolving note. The facility's revolving feature expired in July 2008. On July 10, 2008 we amended the terms of the combination term and revolving residual credit facility, (i) eliminating the revolving feature and increasing the interest rate, (ii) consolidating the amounts then owing on the Class A-1 note with the Class A-2 note, (iii) establishing an amortization schedule for principal reductions on the Class A-2 note, and (iv) providing for an extension, at our option if certain conditions are met, of the Class A-2 note maturity from June 2009 to June 2010. In conjunction with the amendment, we reduced the principal amount outstanding to \$70 million by delivering to the lender (i) warrants valued as being equivalent to 2,500,000 common shares, or \$4,071,429 and (ii) cash of \$12,765,244. The warrants represent the right to purchase 2,500,000 CPS common shares at a nominal exercise price, at any time prior to July 10, 2018. As of December 31, 2008 the aggregate indebtedness under this facility was \$67.3 million.

On June 30, 2008, we entered into a series of agreements pursuant to which a lender purchased a \$10 million five-year, fixed rate, senior secured note from us. The indebtedness is secured by substantially all of our assets, though not by the assets of our special-purpose financing subsidiaries. In July 2008, in conjunction with the amendment of the combination term and revolving residual credit facility as discussed above, the lender purchased an additional \$15 million note with substantially the same terms as the \$10 million note. Pursuant to the June 30, 2008 securities purchase agreement, we issued to the lender 1,225,000 shares of common stock. In addition, we issued the lender two warrants: (i) warrants that we refer to as the FMV Warrants, which are exercisable for 1,564,324 shares of our common stock, at an exercise price of \$2.4672 per share, and (ii) warrants that we refer to as the N Warrants, which are exercisable for 283,985 shares of our common stock, at a nominal exercise price. Both the FMV Warrants and the N Warrants are exercisable in whole or in part and at any time up to and including June 30, 2018. We valued the warrants using the Black-Scholes valuation model and recorded their value as a liability on our balance sheet

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because the terms of the warrants also included a provision whereby the lender could require us to purchase the warrants for cash. That provision was eliminated by mutual agreement in September 2008.

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

We are and may in the future be limited in our ability to purchase automobile contracts due to limits on our capital. As of December 31, 2008, we had unrestricted cash of \$22.1 million, no available capacity under any warehouse financing facilities and no immediate plans to complete a securitization. Our plans to manage our liquidity include maintaining our rate of automobile contract purchases at a merely nominal level, and, wherever appropriate, reducing our operating costs. There can be no assurance that we will be able to obtain future warehouse financing or to complete securitizations on favorable economic terms or that we will be able to complete securitizations at all. If we are unable to complete such securitizations, we may be unable to increase our rate of automobile contract purchases, in which case our interest income and other portfolio related income would decrease.

Our liquidity will also be affected by releases of cash from the trusts established with our securitizations. While the specific terms and mechanics of each spread account vary among transactions, our securitization agreements generally provide that we will receive excess cash flows, if any, only if the amount of credit enhancement has reached specified levels and/or the delinquency, defaults or net losses related to the automobile contracts in the pool are below certain predetermined levels. In the event delinquencies, defaults or net losses on the automobile contracts exceed such levels, the terms of the securitization: (i) may require increased credit enhancement to be accumulated for the particular pool; (ii) may restrict the distribution to us of excess cash flows associated with other pools; or (iii) in certain circumstances, may permit the insurers to require the transfer of servicing on some or all of the automobile contracts to another servicer. There can be no assurance that collections from the related trusts will continue to generate sufficient cash. Moreover, most of our spread account balances are pledged as collateral to our residual interest financing. As such, most of the current releases of cash from our securitization trusts are directed to pay the obligations of our residual interest financing.

Certain of our securitization transactions and our warehouse credit facility contain various financial covenants requiring certain minimum financial ratios and results. Such covenants include maintaining minimum levels of liquidity and net worth and not exceeding maximum leverage levels and maximum financial losses. In addition, certain securitization and non-securitization related debt contain cross-default provisions that would allow certain creditors to declare a default if a default occurred under a different facility.

The agreements under which we receive periodic fees for servicing automobile contracts in securitizations are terminable by the respective insurance companies upon defined events of default, and, in some cases, at the will of the insurance company. We have received waivers regarding the potential breach of certain such covenants relating to minimum net worth, financial loss in any one period and maintenance of active warehouse credit facilities. Without such waivers, certain credit enhancement providers would have had the right to terminate us as servicer with respect to certain of our outstanding securitization pools. Although such rights have been waived, such waivers are temporary, and there can be no assurance as to their future extension. We do, however, believe that we will obtain such future extensions because it is generally not in the interest of any party to the securitization transaction to transfer servicing. Nevertheless, there can be no assurance as to our belief being correct. Were an insurance company in the future to exercise its option to terminate such agreements, such a termination could have a material adverse effect on our liquidity and results of operations, depending on the number and value of the terminated agreements. Our note insurers continue to extend our term as servicer on a monthly and/or quarterly basis, pursuant to the servicing agreements.

Restated Articles of Incorporation of
CONSUMER PORTFOLIO SERVICES, INC.
(filed December 13, 1993)

Charles E. Bradley, Jr. and Jeffrey P. Fritz certify that:

1. They are the President and Secretary, respectively, of CONSUMER PORTFOLIO SERVICES, INC., a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation, as amended to the date of the filing of this certificate, including amendments set forth herein but not separately filed (and with the omissions required by Section 910 of the Corporation Code) are restated as follows:

ARTICLE I - - NAME. The name of the Corporation is: CONSUMER PORTFOLIO SERVICES, INC.

ARTICLE II - PURPOSE. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code:

ARTICLE III - DIRECTOR LIABILITY. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

ARTICLE IV - INDEMNIFICATION. The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the Corporation and its stockholders through bylaw provisions or through agreements with agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

ARTICLE V - - CAPITAL STRUCTURE. The Corporation is authorized to issue two (2) classes of shares of stock. One class of shares is to be called "Common Stock," the second class of shares is to be called "Serial Preferred Stock." The total number of shares of stock which the Corporation shall have authority to issue is Forty Million (40,000,000), of which Thirty Million (30,000,000) shall be Common Stock, without par value, and Ten Million (10,000,000) shall be Serial Preferred Stock, having a par value of \$1.00 per share.

The designations and the powers, preferences, and rights and the qualifications, limitations or restrictions thereof, of each class of stock of the corporation shall be as follows:

(a) SERIAL PREFERRED STOCK The Serial Preferred Stock may be issued from time to time in one or more series, including but not limited to the Series A Preferred Stock established by ARTICLE VI hereof (hereinafter referred to as the "Series A Preferred Stock"). Excluding with respect to said Series A Preferred Stock, the Board of Directors is hereby authorized, without further approval of the holders of the Common Stock of the Corporation, to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of preferred shares, and the number of shares constituting any such series and a designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

(b) COMMON STOCK. Except where otherwise provided in these Articles of Incorporation or required by law, the holders of the Common Stock shall have the exclusive voting rights and power of the Corporation, including the exclusive right to notice of shareholders' meetings. Subject to the rights of the Serial Preferred Stock as provided in these Articles, dividends may be paid on the Common Stock as and when declared by the Board of Directors out of any funds of the Corporation legally available for the payment of such dividends.

ARTICLE VI - SERIES A PREFERRED STOCK. The rights, preferences, privileges and restrictions of the Series A Preferred Stock are as follows:

(a) The number of authorized shares of Series A Preferred Stock is 5,000,000.

(b) No dividends shall be paid with respect to the Series A Preferred Stock until after the Corporation has consummated an initial public offering of its Common Stock ("IPO") and the Corporation's net income, on a cumulative basis from and after the date of the consummation of the IPO, has equalled or exceeded \$5,000,000. Thereafter, the Series A Preferred Stock shall be entitled to receive out of funds legally available therefore, dividends at an annual rate of 6% per share, payable in cash or additional shares of Series A Preferred Stock, payable when and as declared by the Board of Directors of the Corporation. No dividends or other distributions shall be made with respect to the Common Stock during any fiscal year of the Corporation until dividends have been declared and paid or set apart during that fiscal year. Dividends on the Series A Preferred Stock shall not be cumulative and no rights shall accrue to the Series A Preferred Stock by reason of the fact that the Corporation may fail to declare or pay dividends for any fiscal year, whether or not the earnings of the Corporation were or are sufficient to pay such dividends in whole or in part. After dividends on the Series A Preferred Stock shall have been declared and paid or set apart during any fiscal year, if the Board of Directors shall elect to declare additional dividends out of funds legally available therefore during such fiscal year, such additional dividends shall be declared solely with respect to the Common Stock.

(c) Upon the voluntary or involuntary liquidation, winding up or dissolution of the Corporation, out of the assets available for distribution to shareholders, the Series A Preferred Stock shall be entitled to receive, in preference to any payment on the Common Stock, an amount equal to \$1.00 per share plus any dividends previously declared and which remain unpaid and no more. After the full preferential liquidation amount has been paid to, or determined and set apart for, the Series A Preferred Stock, the remaining assets shall be distributed solely with respect to the Common Stock. In the event the assets of the Corporation are insufficient to pay the full preferential liquidation amount required to be paid to the Series A Preferred Stock, the entire remaining assets shall be paid to the Series A Preferred Stock, and the Common Stock shall receive nothing. A reorganization shall not be considered to be a liquidation, winding up or dissolution within the meaning of this subdivision (c) and the Series A Preferred Stock shall be entitled only to the rights provided in the plan of reorganization, Division 1, Chapter 17, Article 5 of the Financial Code of the State of California, and Chapters 12 and 13 of the California General Corporation Law.

(d) Without the approval of at least a majority of the outstanding shares of Series A Preferred Stock, the Corporation shall not:

(i) amend the Articles of Incorporation to alter or change any rights, preferences or privileges of the Series A Preferred Stock;

(ii) increase the authorized number of shares of Series A Preferred Stock;

(iii) authorize another class of shares senior to or on a parity with the Series A Preferred Stock with respect to dividends or distribution of assets on liquidation;

(iv) enter into a reorganization with any other corporation or sell all or substantially all of the assets to any other corporation, even though the transaction is not a reorganization, except a reorganization not requiring approval of the Common Stock;

(v) establish special qualifications of persons who may be holders of Series A Preferred Stock;

(vi) restrict the transfer or hypothecation of shares of Series A Preferred Stock other than as required by federal or state securities laws or regulations;

(vii) voluntarily elect to wind up and dissolve; or

(viii) redeem any of the outstanding shares of Series A Preferred Stock if such redemption is at a price per share less than the original purchase price paid per share redeemed plus an amount equal to declared but unpaid dividends.

(e) Except as otherwise expressly provided by law or by these Articles of Incorporation, the Common Stock has exclusive voting rights on all matters requiring a vote of shareholders, including election of directors, and the Series A Preferred Stock has no voting rights. If the Corporation fails to declare and pay dividends on the Series A Preferred Stock for four (4) or more consecutive quarters as provided for in subdivision (b) of this ARTICLE VI, whether or not funds are legally available therefore, the Series A Preferred Stock shall have the right to elect one (1) director and the Common Stock shall have the right to elect the remaining directors. Such right in the Series A Preferred Stock shall continue until the Corporation declares and pays dividends on the Series A Preferred Stock for the then current fiscal year, after which the exclusive right to elect directors shall revert to the Common Stock, subject to renewal of the voting right of the Series A Preferred Stock from time to time. At any time after the right to elect only one (1) director is vested in the Series A Preferred Stock, and at any time after the exclusive right to elect directors shall revert to the Common Stock, the holders of 10% or more of the outstanding shares of Series A Preferred Stock or Common Stock, as the case may be, have a right to call a special meeting of shareholders for the purpose of electing all of the members of the Board of Directors, such right to be exercisable by delivering a request in writing for the calling of the special meeting to the president or secretary, or to the chairman of the board or vice-president if there be such. The officer receiving the request shall forthwith cause notice to be given to the shareholders entitled to vote that a meeting will be held at a time requested by the person or persons calling the meeting, not less than 35 nor more than 60 days after the receipt of the request. If the notice is not given within 30 days after receipt of the request, the shareholders calling the meeting shall have the rights accorded to them pursuant to subdivision (c) of Section 601 of the California Corporation Code. Upon the election of one (1) director by the Series A Preferred Stock at a special meeting, the terms of all persons who were directors immediately prior thereto shall terminate and the director elected by the Series A Preferred Stock together with those elected at the special meeting by the Common Stock shall serve until the exclusive right to elect directors has reverted to the Common Stock, at which time the terms of all persons who were directors immediately prior thereto shall terminate and the directors elected by the Common Stock shall constitute the directors of Corporation until the next annual meeting.

(f) The Series A Preferred Stock is subject to redemption, out of funds legally available therefore, in whole, or from time to time in part, at the option of the Board of Directors of the Corporation; provided, however, that no such redemption, in whole or in part, shall occur until after March 31, 1994. In the case of a partial redemption, the shares to be redeemed shall be selected at the discretion of or in any manner approved by, the Board of Directors, which selection need not be, but may be, determined prorata or by lot. The redemption price shall be \$1.00 per share plus an amount equal to accrued but unpaid dividends per share (herein called the "redemption price").

(g) The Corporation shall mail a notice of redemption to each holder of record of shares to be redeemed addressed to the holder at the address of such holder appearing on the books of the purpose of notice, or if not such address appears or is given at the place where the principal executive office of the Corporation is located, not earlier than 60 nor later than 20 days before the date fixed for redemption. The notice of redemption shall include (i) the class of shares or the part of shares to be redeemed, (ii) the date fixed for redemption, (iii) the redemption price, (iv) the place at which the shareholders may obtain payment of the redemption price upon surrender of their share certificates and (v) the last date prior to the date of redemption that the right of conversion may be exercised. If funds are available on the date fixed for the redemption, then whether or not the share certificates are surrendered for payment of the redemption price, the shares shall no longer be outstanding and the holders thereof shall cease to be shareholders after the date fixed for redemption and shall be entitled only to receive the redemption price without interest upon surrender of the share certificate. If less than all the shares represented by one share certificate are to be redeemed, the Corporation shall issue a new share certificate for the shares not redeemed.

(h) If, on or prior to any date fixed for redemption, the Corporation deposits with any bank or trust company in this state as a trust fund a sum sufficient to redeem, on the date fixed for redemption thereof, the shares called for redemption, with irrevocable instructions and authority to the bank or trust company to publish the notice of redemption thereof (or to complete such publication if theretofore commenced) and to pay, on and after the date fixed for redemption or prior thereto, the redemption price of the shares to their respective holders upon the surrender of their share certificates, then shares so called and tendered shall be redeemed on the date fixed for redemption. The deposit shall constitute full payment of the shares to their holders and from and after the date of the deposit the shares shall no longer be outstanding and the holders thereof shall cease to be shareholders with respect to such shares and shall have no rights with respect thereto except the right to receive from the bank or trust company payment of the redemption price of the shares without interest, upon surrender of their certificate therefore, and the right to convert the shares in accordance with subdivision (i) of ARTICLE VI. The bank or trust company forthwith shall return to the Corporation funds deposited for shares converted. After 120 days, the bank or trust company shall return to the Corporation funds deposited and not claimed and thereafter the holder of a share certificate for shares redeemed shall look to the Corporation for payment.

(i) Shares of Series A Preferred Stock are not convertible into Common Stock of the Corporation.

3. This certificate has been duly approved by the Board of Directors of the Corporation.

4. The article amendment as included in the Restated Articles of Incorporation (other than omissions required by Section 910 of the Corporations Code) has been duly approved by the required vote of shareholders of the Corporation in accordance with Section 902 of the Corporations Code. As of the record date for determining shareholders entitled to vote on such amendment, the Corporation had 4,200,000 shares of Common Stock and 3,415,000 shares of Series A Preferred Stock issued and outstanding. The number of shares of Common Stock and Series A Preferred Stock voting in favor of the amendment equalled or exceeded the vote required. The percentage vote of both Common Stock and Series A Preferred Stock required for the approval of the amendment was more than 50%.

Dated: December 9, 1993

_____/S/_____
Charles E. Bradley, Jr., President Jeffrey P. Fritz, Secretary

VERIFICATION

Charles E. Bradley, Jr. and Jeffrey P. Fritz declare under penalty of perjury that they have read the foregoing Restated Articles of Incorporation and know the contents thereof and that the same are true of their own knowledge.

Dated: December 9, 1993

_____/S/_____
Charles E. Bradley, Jr.

_____/S/_____
Jeffrey P. Fritz

CERTIFICATE OF AMENDMENT
TO
RESTATED
ARTICLES OF INCORPORATION
OF
CONSUMER PORTFOLIO SERVICES, INC.
(filed March 7, 1996)

Charles E. Bradley, Jr. and Jeffrey P. Fritz, certify that:

1. They are the President and Secretary, respectively, of Consumer Portfolio Services, Inc., a California corporation (the "Corporation").
2. The first paragraph of Article V of the Restated Articles of Incorporation of the Corporation is hereby amended to read as follows:

"The Corporation is authorized to issue two (2) classes of shares of stock. One class of shares is to be called "Common Stock, the second class of shares is to be called "Serial Preferred Stock." The total number of shares of stock which the Corporation shall have authority to issue is Forty Million (40,000,000), of which Thirty Million (30,000,000) shall be Common Stock, without par value, and Ten Million (10,000,000) shall be Serial Preferred Stock, having a par value of \$1.00 per share. Upon this amendment of the first paragraph of this Article V each outstanding share of Common Stock is divided into two shares of Common Stock."

3. The foregoing amendment to the Corporation's Restated Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment to the Corporation's Restated Articles of Incorporation was one which may be adopted with approval by th2 Board of Directors alone pursuant to Section 902(c) of the California Corporations Code. The shares of Common Stock are the only shares of stock of the Company outstanding.
5. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: March 1, 1996

_____/S/_____
Charles E. Bradley, Jr.,
President

_____/S/_____
Jeffrey P. Fritz, Secretary

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of CONSUMER PORTFOLIO SERVICES, INC., a California corporation.
2. Article V of the Articles of Incorporation of this corporation is amended to read as follows:

ARTICLE V - - CAPITAL STRUCTURE. The Corporation is authorized to issue two (2) classes of shares of stock. One class of shares is to be called "Common Stock," the second class of shares is to be called "Serial Preferred Stock." The total number of shares of stock which the Corporation shall have authority to issue is Eighty-Five Million (85,000,000), of which Seventy-Five Million (75,000,000) shall be Common Stock, without par value, and Ten Million (10,000,000) shall be Serial Preferred Stock, having a par value of \$1.00 per share.

The designations and the powers, preferences, and rights and the qualifications, limitations or restrictions thereof, of each class of stock of the corporation shall be as follows:

- (a) Serial Preferred Stock The Serial Preferred Stock may be issued from time to time in one or more series, including but not limited to the Series A Preferred Stock established by ARTICLE VI hereof (hereinafter referred to as the "Series A Preferred Stock"). Excluding with respect to said Series A Preferred Stock, the Board of Directors is hereby authorized, without further approval of the holders of the Common Stock of the Corporation, to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of preferred shares, and the number of shares constituting any such series and a designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.
- (b) Common Stock. Except where otherwise provided in these Articles of Incorporation or required by law, the holders of the Common Stock shall have the exclusive voting rights and power of the Corporation, including the exclusive right to notice of shareholders' meetings. Subject to the rights of the Serial Preferred Stock as provided in these Articles, dividends may be paid on the Common Stock as and when declared by the Board of Directors out of any funds of the Corporation legally available for the payment of such dividends.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of Common Stock of the corporation is 19,729,703. The total number of outstanding shares of Serial Preferred Stock of the corporation is zero. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: September 17, 2008

/s/ Charles E. Bradley, Jr.

Charles E. Bradley, Jr., President

/s/ Mark Creatura

Mark Creatura, Secretary

AMENDMENT NO. 7

dated as of February 15, 2008

among

PAGE FUNDING LLC,
as Purchaser and Issuer,

CONSUMER PORTFOLIO SERVICES, INC.,
as Seller and Servicer,

and

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Backup Servicer and Trustee

to the

Amended and Restated Sale and Servicing Agreement
dated as of February 14, 2007

AMENDMENT NO. 7 TO
AMENDED AND RESTATED SALE AND SERVICING AGREEMENT

AMENDMENT NO. 7, dated as of February 15, 2008 (the "Amendment") by and among PAGE FUNDING LLC, a Delaware limited liability company (in its capacities as Purchaser, the "Purchaser" and as Issuer, the "Issuer," respectively), CONSUMER PORTFOLIO SERVICES, INC., a California corporation (in its capacities as Seller, the "Seller" and as Servicer, the "Servicer," respectively), WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association (in its capacities as Backup Servicer, the "Backup Servicer" and as Trustee, the "Trustee," respectively).

PRELIMINARY STATEMENT

Reference is made to the Amended and Restated Sale and Servicing Agreement dated as of February 14, 2007, among PAGE FUNDING LLC, CONSUMER PORTFOLIO SERVICES, INC., and WELLS FARGO BANK, NATIONAL ASSOCIATION, as previously amended by Amendment No. 1 thereto, dated as of March 30, 2007, by Amendment No. 2 thereto, dated as of June 29, 2007, by Amendment No. 3 thereto, dated as of September 30, 2007, by Amendment No. 4 thereto, dated as of January 11, 2008, by Amendment No. 5 thereto, dated as of January 24, 2008, and by Amendment No. 6 thereto, dated as of January 31, 2008 (as so amended, the "Sale and Servicing Agreement").

Reference is also made to the Note Purchase Agreement dated as of February 14, 2007, among the Issuer and Purchaser, the Seller and Servicer, The Patriot Group LLC ("Patriot"), as a Class B Note Purchaser and as a Class B Noteholder, and Waterfall Eden Fund, LP ("Waterfall"), as a Class B Note Purchaser and as a Class B Noteholder (the "Note Purchase Agreement").

RECITALS

WHEREAS, PAGE FUNDING LLC, CONSUMER PORTFOLIO SERVICES, INC., and WELLS FARGO BANK, NATIONAL ASSOCIATION (collectively, the "Amending Parties") have executed the Sale and Servicing Agreement and the Amending Parties desire to amend the Sale and Servicing Agreement in certain respects as provided below, with the effect of extending the Commitment referenced in Section 2.05 of the Note Purchase Agreement;

WHEREAS, Waterfall and Eden desire to consent to this Amendment, and as the Class B Note Purchasers desire to consent to the resulting extension of their several Commitments under the Note Purchase Agreement; and

WHEREAS, UBS REAL ESTATE SECURITIES INC., as Controlling Note Purchaser and Majority Noteholder of the Highest Priority Class, desires to consent to this Amendment.

ARTICLE I - DEFINITIONS

SECTION 1.1. Defined Terms. Unless otherwise defined in this Amendment, capitalized terms used in this Amendment (including in the Preamble and the Recitals) shall have the meaning given such terms in the Annex A to the Sale and Servicing Agreement, as identifiable from the context in which such term is used.

ARTICLE II- AMENDMENT

SECTION 2.1 Amendment to Annex A to the Sale and Servicing Agreement. In Annex A to the Sale and Servicing Agreement, the definitions of the following terms:

Class B Applicable Margin

Class B Default Applicable Margin

Class B Scheduled Maturity Date

are hereby amended and restated in their entirety to read as follows:

“Class B Applicable Margin” means (I) with respect to any day on or prior to the effective date of this Amendment, 10.00%; and (II) with respect to any day after the effective date of this Amendment, 12.00%; provided (III) that on any day on which an Event of Default shall exist, the Class B Applicable Margin shall be the Class B Default Applicable Margin.

“Class B Default Applicable Margin” means (I) with respect to any day on or prior to the effective date of this Amendment, 12.00%; and (II) with respect to any day on or after the effective date of this Amendment, 14.00%.

“Class B Scheduled Maturity Date” means the first to occur of (i) the closing of a Securitization Transaction subsequent to the date of this Amendment or (ii) March 15, 2008; or such later date as agreed upon pursuant to Section 2.05 of the Class B Note Purchase Agreement.

ARTICLE III- EFFECTIVENESS

Effective Date. This Amendment shall be effective as of the date first written above upon execution and delivery of this Amendment by the Amending Parties hereto, by Waterfall, by Patriot and by UBS Real Estate Securities Inc.

ARTICLE VI - MISCELLANEOUS

SECTION 4.1. Ratification; Representations and Warranties, Etc.

- (a) Except as expressly amended hereby, all of the terms of the Basic Documents shall remain in full force and effect and are hereby ratified and confirmed in all respects. This Amendment shall not constitute a novation;
- (b) The Purchaser, Seller, Issuer and Servicer each hereby represents and warrants that (i) it has the requisite power and authority, and legal right, to execute and deliver this Amendment and to perform its obligations under this Amendment, the Sale and Servicing Agreement, as amended hereby, and the Basic Documents, (ii) it has taken all necessary corporate and legal action to duly authorize the execution and delivery of this Amendment and the performance of its obligations under this Amendment, (iii) this Amendment has been duly executed and delivered by it, (iv) this Amendment constitutes its legal, valid and binding obligation, enforceable against it in accordance with its terms, except as enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the rights of creditors generally and by general equitable principles (whether enforcement is sought by proceedings in equity or at law), and (v) after giving effect to this Amendment, no Default or Event of Default has occurred and is continuing;
- (c) Each representation and warranty contained in the Basic Documents (as modified by this Amendment, if applicable) is true and correct and is hereby restated and affirmed;
- (d) Each covenant contained in the Basic Documents (as modified by this Amendment, if applicable) is hereby restated and affirmed; and
- (e) The parties hereto, including without limitation Wells Fargo Bank, National Association, in its capacities as Bank and Lockbox Processor under the Lockbox Agreement and as Deposit Account Bank under the Account Control Agreement, hereby acknowledge and agree that each reference to the Sale and Servicing Agreement (including, without limitation, Annex A thereto) in the Basic Documents shall be deemed to refer to such documents or instruments as amended by this Amendment.

SECTION 4.2. Further Assurances. The parties hereto hereby agree to execute and deliver such additional documents, instruments or agreements as may be reasonably necessary and appropriate to effectuate the purposes of this Amendment and the other Basic Documents.

SECTION 4.3. Conflicts. In the event of a conflict of any provision hereof with any provision or definition set forth in the Basic Documents, the provisions and definitions of this Amendment shall control.

SECTION 4.4. Severability. Any provision of this Amendment or any other Basic Document that is prohibited, unenforceable or not authorized in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition, unenforceability or non-authorization without invalidating the remaining provisions hereof or thereof or affecting the validity, enforceability or legality of such provisions in any other jurisdiction.

SECTION 4.5. Entire Agreement. This Amendment and the other Basic Documents constitute the entire agreement among the parties relative to the subject matter hereof. Any previous agreement among the parties with respect to the subject matter hereof is superseded by this Amendment and the other Basic Documents. Nothing in this Amendment or in the other Basic Documents, expressed or implied, is intended to confer upon any party other than the parties hereto and thereto any rights, remedies, obligations or liabilities under or by reason of this Amendment or the other Basic Documents.

SECTION 4.6. Binding Effect. This Amendment and the other Basic Documents shall be binding upon and shall be enforceable by Purchaser, Seller, Issuer, Servicer, Note Purchasers, the Backup Servicer and the Trustee and their respective successors and permitted assigns.

SECTION 4.7. Counterparts. This Amendment may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all of such counterparts shall together constitute but one and the same instrument.

SECTION 4.8. GOVERNING LAW. THIS AMENDMENT AND ALL MATTERS ARISING OUT OF OR RELATING TO THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES.

SECTION 4.9. Headings. The headings of Sections contained in this Amendment are provided for convenience only. They form no part of this Amendment, and shall not affect the construction or interpretation of this Amendment or any provisions hereof.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the Amending Parties have caused this Amendment to be duly executed by their respective duly authorized officers as of the day and year first above written.

PAGE FUNDING LLC, as Purchaser and as Issuer

By: /s/ Mark Creatura

Title: Vice President

CONSUMER PORTFOLIO SERVICES, INC., as Seller and as Servicer

By: /s/ Jeff Fritz

Title: Sr. Vice President & CFO

WELLS FARGO BANK, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Trustee, Backup Servicer and Deposit Account Bank

By: /s/ Julie A. Tanner Fischer

Name: Julie A. Tanner Fischer

Title: Assistant Vice President

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Lockbox Processor and Bank

By:

Name:

Title:

CONSENTED TO BY:
UBS REAL ESTATE SECURITIES INC.,
as Controlling Note Purchaser and Majority Noteholder of the Highest Priority Class
and as the Class A Note Purchaser under the Note Purchase Agreement

By: /s/ Thomas Dang
Name: Thomas Dang
Title: Director

By: /s/ Verdi Contente
Name: Verdi Contente
Title: Associate Director

CONSENTED TO BY:

THE PATRIOT GROUP, LLC, as a Class B Note Purchaser and as Holder of a 50% Percentage Interest of the Class B Notes

By: /s/ Bruce P. Katz
Name: Bruce P. Katz
Title: Managing Director

CONSENTED TO BY:

WATERFALL EDEN FUND, LP, as a Class B Note Purchaser and as Holder of a 50% Percentage Interest of the Class B Notes
By: WATERFALL MANAGEMENT, LLC, as general partner

By: /s/ Jack Ross
Name: Jack Ross
Title: Principal

AMENDMENT NO. 8

dated as of March 15, 2008

among

PAGE FUNDING LLC,
as Purchaser and Issuer,

CONSUMER PORTFOLIO SERVICES, INC.,
as Seller and Servicer,

and

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Backup Servicer and Trustee

to the

Amended and Restated Sale and Servicing Agreement
dated as of February 14, 2007

AMENDMENT NO. 8 TO
AMENDED AND RESTATED SALE AND SERVICING AGREEMENT

AMENDMENT NO. 8, dated as of March 15, 2008 (the "Amendment") by and among PAGE FUNDING LLC, a Delaware limited liability company (in its capacities as Purchaser, the "Purchaser" and as Issuer, the "Issuer," respectively), CONSUMER PORTFOLIO SERVICES, INC., a California corporation (in its capacities as Seller, the "Seller" and as Servicer, the "Servicer," respectively), WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association (in its capacities as Backup Servicer, the "Backup Servicer" and as Trustee, the "Trustee," respectively).

PRELIMINARY STATEMENT

Reference is made to the Amended and Restated Sale and Servicing Agreement dated as of February 14, 2007, among PAGE FUNDING LLC, CONSUMER PORTFOLIO SERVICES, INC., and WELLS FARGO BANK, NATIONAL ASSOCIATION, as previously amended by Amendment No. 1 thereto, dated as of March 30, 2007, by Amendment No. 2 thereto, dated as of June 29, 2007, by Amendment No. 3 thereto, dated as of September 30, 2007, by Amendment No. 4 thereto, dated as of January 11, 2008, by Amendment No. 5 thereto, dated as of January 24, 2008, by Amendment No. 6 thereto, dated as of January 31, 2008, and by Amendment No. 7 thereto dated as of February 15, 2008 (as so amended, the "Sale and Servicing Agreement").

Reference is also made to the Note Purchase Agreement dated as of February 14, 2007, among the Issuer and Purchaser, the Seller and Servicer, The Patriot Group LLC ("Patriot"), as a Class B Note Purchaser and as a Class B Noteholder, and Waterfall Eden Fund, LP ("Waterfall"), as a Class B Note Purchaser and as a Class B Noteholder (the "Note Purchase Agreement").

RECITALS

WHEREAS, PAGE FUNDING LLC, CONSUMER PORTFOLIO SERVICES, INC., and WELLS FARGO BANK, NATIONAL ASSOCIATION (collectively, the "Amending Parties") have executed the Sale and Servicing Agreement and the Amending Parties desire to amend the Sale and Servicing Agreement in certain respects as provided below, with the effect of extending the Commitment referenced in Section 2.05 of the Note Purchase Agreement;

WHEREAS, Waterfall and Eden desire to consent to this Amendment, and as the Class B Note Purchasers desire to consent to the resulting extension of their several Commitments under the Note Purchase Agreement; and

WHEREAS, UBS REAL ESTATE SECURITIES INC., as Controlling Note Purchaser and Majority Noteholder of the Highest Priority Class, desires to consent to this Amendment.

- DEFINITIONS

SECTION 1.1. Defined Terms. Unless otherwise defined in this Amendment, capitalized terms used in this Amendment (including in the Preamble and the Recitals) shall have the meaning given such terms in the Annex A to the Sale and Servicing Agreement, as identifiable from the context in which such term is used.

ARTICLE II - AMENDMENT

SECTION 2.1 Amendment to Annex A to the Sale and Servicing Agreement. In Annex A to the Sale and Servicing Agreement, the definition of Class B Scheduled Maturity Date is hereby amended and restated in its entirety to read as follows:

“Class B Scheduled Maturity Date” means the first to occur of (i) the closing of a Securitization Transaction subsequent to the date of this Amendment or (ii) April 15, 2008; or such later date as agreed upon pursuant to Section 2.05 of the Class B Note Purchase Agreement.

ARTICLE III - EFFECTIVENESS

Effective Date. This Amendment shall be effective as of the date first written above upon execution and delivery of this Amendment by the Amending Parties hereto, by Waterfall, by Patriot and by UBS Real Estate Securities Inc.

ARTICLE IV - MISCELLANEOUS

SECTION 4.1. Ratification; Representations and Warranties, Etc.

(a) Except as expressly amended hereby, all of the terms of the Basic Documents shall remain in full force and effect and are hereby ratified and confirmed in all respects. This Amendment shall not constitute a novation;

(b) The Purchaser, Seller, Issuer and Servicer each hereby represents and warrants that (i) it has the requisite power and authority, and legal right, to execute and deliver this Amendment and to perform its obligations under this Amendment, the Sale and Servicing Agreement, as amended hereby, and the Basic Documents, (ii) it has taken all necessary corporate and legal action to duly authorize the execution and delivery of this Amendment and the performance of its obligations under this Amendment, (iii) this Amendment has been duly executed and delivered by it, (iv) this Amendment constitutes its legal, valid and binding obligation, enforceable against it in accordance with its terms, except as enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting the rights of creditors generally and by general equitable principles (whether enforcement is sought by proceedings in equity or at law), and (v) after giving effect to this Amendment, no Default or Event of Default has occurred and is continuing;

(c) Each representation and warranty contained in the Basic Documents (as modified by this Amendment, if applicable) is true and correct and is hereby restated and affirmed;

(d) Each covenant contained in the Basic Documents (as modified by this Amendment, if applicable) is hereby restated and affirmed; and

(e) The parties hereto, including without limitation Wells Fargo Bank, National Association, in its capacities as Bank and Lockbox Processor under the Lockbox Agreement and as Deposit Account Bank under the Account Control Agreement, hereby acknowledge and agree that each reference to the Sale and Servicing Agreement (including, without limitation, Annex A thereto) in the Basic Documents shall be deemed to refer to such documents or instruments as amended by this Amendment.

SECTION 4.2. Further Assurances. The parties hereto hereby agree to execute and deliver such additional documents, instruments or agreements as may be reasonably necessary and appropriate to effectuate the purposes of this Amendment and the other Basic Documents.

SECTION 4.3. Conflicts. In the event of a conflict of any provision hereof with any provision or definition set forth in the Basic Documents, the provisions and definitions of this Amendment shall control.

SECTION 4.4. Severability. Any provision of this Amendment or any other Basic Document that is prohibited, unenforceable or not authorized in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition, unenforceability or non-authorization without invalidating the remaining provisions hereof or thereof or affecting the validity, enforceability or legality of such provisions in any other jurisdiction.

SECTION 4.5. Entire Agreement. This Amendment and the other Basic Documents constitute the entire agreement among the parties relative to the subject matter hereof. Any previous agreement among the parties with respect to the subject matter hereof is superseded by this Amendment and the other Basic Documents. Nothing in this Amendment or in the other Basic Documents, expressed or implied, is intended to confer upon any party other than the parties hereto and thereto any rights, remedies, obligations or liabilities under or by reason of this Amendment or the other Basic Documents.

SECTION 4.6. Binding Effect. This Amendment and the other Basic Documents shall be binding upon and shall be enforceable by Purchaser, Seller, Issuer, Servicer, Note Purchasers, the Backup Servicer and the Trustee and their respective successors and permitted assigns.

SECTION 4.7. Counterparts. This Amendment may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, but all of such counterparts shall together constitute but one and the same instrument.

SECTION 4.8. GOVERNING LAW. THIS AMENDMENT AND ALL MATTERS ARISING OUT OF OR RELATING TO THIS AMENDMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE INTERNAL LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES.

Headings. The headings of Sections contained in this Amendment are provided for convenience only. They form no part of this Amendment, and shall not affect the construction or interpretation of this Amendment or any provisions hereof.

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IN WITNESS WHEREOF, the Amending Parties have caused this Amendment to be duly executed by their respective duly authorized officers as of the day and year first above written.

PAGE FUNDING LLC, as Purchaser and as Issuer

By: _____
Title: Vice President

CONSUMER PORTFOLIO SERVICES, INC., as Seller and as Servicer

By: _____
Title: Sr. Vice President & CFO

WELLS FARGO BANK, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Trustee, Backup Servicer and Deposit Account Bank

By:
Name:
Title:

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Lockbox Processor and Bank

By:
Name:
Title:

CONSENTED TO BY:
UBS REAL ESTATE SECURITIES INC.,
as Controlling Note Purchaser and Majority Noteholder of the Highest Priority Class
and as the Class A Note Purchaser under the Note Purchase Agreement

By:
Name:
Title:

By:
Name:
Title:

CONSENTED TO BY:

THE PATRIOT GROUP, LLC, as a Class B Note Purchaser and as Holder of a 50% Percentage Interest of the Class B Notes

By:
Name:
Title:

CONSENTED TO BY:
WATERFALL EDEN FUND, LP, as a Class B Note Purchaser and as Holder of a 50% Percentage Interest of the Class B Notes
By: WATERFALL MANAGEMENT, LLC, as general partner

By:
Name:
Title:

PART I - PURPOSE, ADMINISTRATION AND RESERVATION OF SHARES

SECTION 1. *Purpose of the Plan.* The purposes of this Plan are (a) to attract and retain the most talented Employees, officers and Directors available, and (b) to promote the growth and success of the Company's business, (i) by aligning the long-term interests of Employees, officers and Directors with those of the shareholders by providing an opportunity to acquire an interest in the Company and (ii) by providing both rewards for exceptional performance and long term incentives for future contributions to the success of the Company and its Subsidiaries.

The Plan permits the grant of Incentive Stock Options, Nonqualified Stock Options, Restricted Stock, Restricted Stock Units, or SARs, at the discretion of the Committee and as reflected in the terms of the Award Agreement. Each Award will be subject to conditions specified in the Plan, such as continued employment or satisfaction of performance criteria.

This Plan will serve as a framework for the Committee to establish sub-plans or procedures governing the grants to employees, officers, directors and consultants. The awards granted under the Former Plan shall continue to be administered under the Former Plan until such time as those options are exercised, expire or become unexercisable for any reason.

SECTION 2. *Definitions.* As used herein, the following definitions shall apply:

(a) "Active Status" shall mean (i) for employees, the absence of any interruption or termination of service as an employee, (ii) for Directors, that the Director has not been removed from the Board for cause (as determined by the Company's shareholders), and (iii) for Consultants, the absence of any interruption, expiration, or termination of such person's consulting or advisory relationship with the Company or any Subsidiary or the occurrence of any termination event as set forth in such person's Award Agreement. Active Status shall not be considered interrupted (A) for an employee in the case of sick leave, maternity leave, infant care leave, medical emergency leave, military leave, or any other leave of absence properly taken in accordance with the policies of the Company or any applicable Subsidiary as may be in effect from time to time, and (B) for a Consultant, in the case of any temporary interruption in such person's availability to provide services to the Company or any Subsidiary which has been granted in writing by an authorized officer of the Company. Whenever a mandatory severance period applies under applicable law with respect to a termination of service as an employee, Active Status shall be considered terminated upon such Employee's receipt of notice of termination in whatever form prescribed by applicable law.

(b) "Award" shall mean any award or benefits granted under the Plan, including Options, Restricted Stock, Restricted Stock Units, and SARs.

(c) "Award Agreement" shall mean a written or electronic agreement between the Company and the Participant setting forth the terms of the Award.

(d) "Beneficial Ownership" shall have the meaning set forth in Rule 13d-3 promulgated under the Exchange Act.

(e) "Board" shall mean the Board of Directors of the Company.

(f) "Change of Control" shall mean the first day that any one or more of the following conditions shall have been satisfied:

- (i) the sale, liquidation or other disposition of all or substantially all of the Company's assets in one or a series of related transactions;
- (ii) an acquisition (other than directly from the Company) of any outstanding voting securities by any person, after which such person (as the term is used for purposes of Section 13(d) or 14(d) of the Exchange Act) has Beneficial Ownership of twenty-five percent (25%) or more of the then outstanding voting securities of the Company, other than a Board approved transaction;
- (iii) during any 36-consecutive month period, the individuals who, at the beginning of such period, constitute the Board ("Incumbent Directors") cease for any reason other than death to constitute at least a majority of the members of the Board; provided however that except as set forth in this Section 2(f)(iii), an individual who becomes a member of the Board subsequent to the beginning of the 36-month period, shall be deemed to have satisfied such 36-month requirement and shall be deemed an Incumbent Director if such Director was elected by or on the recommendation of or with the approval of at least two-thirds of the Directors who then qualified as Incumbent Directors either actually (because they were Directors at the beginning of such period) or by operation

of the provisions of this section; if any such individual initially assumes office as a result of or in connection with either an actual or threatened solicitation with respect to the election of Directors (as such terms are used in Rule 14a-12(c) of Regulation 14A promulgated under the Exchange Act) or other actual or threatened solicitations of proxies or consents by or on behalf of a person other than the Board, then such individual shall not be considered an Incumbent Director; or

(iv) a merger, consolidation or reorganization of the Company, as a result of which the shareholders of the Company immediately prior to such merger, consolidation or reorganization own directly or indirectly immediately following such merger, consolidation or reorganization less than fifty percent (50%) of the combined voting power of the outstanding voting securities of the entity resulting from such merger, consolidation or reorganization.

(g) “Code” shall mean the Internal Revenue Code of 1986, as amended.

(h) “Committee” shall mean the Compensation Committee appointed by the Board.

(i) “Common Stock” shall mean the common stock of the Company, no par value per share.

(j) “Company” shall mean CPS, a California corporation, and any successor thereto.

(k) “Consultant” shall mean any person, except an employee, engaged by the Company or any Subsidiary of the Company, to render personal services to such entity, including as an advisor, pursuant to the terms of a written agreement.

(l) “Director” shall mean a member of the Board.

(m) “Disability” shall mean (i) in the case of a Participant whose employment with the Company or a Subsidiary is subject to the terms of an employment or consulting agreement that includes a definition of “Disability” as used in this Plan shall have the meaning set forth in such employment or consulting agreement during the period that such employment or consulting agreement remains in effect; and (ii) in all other cases, the term “Disability” as used in this Plan shall have the same meaning as set forth under the Company’s long-term disability plan applicable to the Participant as may be amended from time to time, and in the event the Company does not maintain any such plan with respect to a Participant, a physical or mental condition resulting from bodily injury, disease or mental disorder which renders the Participant incapable of continuing his or her usual and customary employment with the Company or a Subsidiary, as the case may be, for a period of not less than 120 days or such other period as may be required by applicable law.

(n) “Effective Date” shall mean the date on which the Company’s shareholders have approved this Plan in accordance with applicable Nasdaq rules.

(o) “Employee” shall mean any person, including an officer, who is a common law employee of, receives remuneration for personal services to, is reflected on the official human resources database as an employee of, and is on the payroll of the Company or any Subsidiary of the Company. A person is on the payroll if he or she is paid from or at the direction of the payroll department of the Company, or any Subsidiary of the Company. Persons providing services to the Company, or to any Subsidiary of the Company, pursuant to an agreement with a staff leasing organization, temporary workers engaged through or employed by temporary or leasing agencies, and workers who hold themselves out to the Company, or a Subsidiary to which they are providing services as being independent contractors, or as being employed by or engaged through another company while providing the services, and persons covered by a collective bargaining agreement (unless the collective bargaining agreement applicable to the person specifically provides for participation in this Plan) are not employees for purposes of this Plan and do not and cannot participate in this Plan, whether or not such persons are, or may be reclassified by the courts, the Internal Revenue Service, the U.S. Department of Labor, or other person or entity as, common law employees of the Company, or any Subsidiary, either solely or jointly with another person or entity.

(p) “Exchange Act” shall mean the Securities Exchange Act of 1934, as amended.

(q) “Executive Officers” shall mean the officers of the Company as such term is defined in Rule 16a-1 under the Exchange Act.

(r) “Fair Market Value” shall mean the closing price per share of the Common Stock on Nasdaq as to the date specified (or the previous trading day if the date specified is a day on which no trading occurred), or if Nasdaq shall cease to be the principal exchange or quotation system upon which the shares of Common Stock are listed or quoted,

then such exchange or quotation system as the Company elects to list or quote its shares of Common Stock and that the Committee designates as the Company's principal exchange or quotation system.

(s) "*FAS 123*" shall mean Statements of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation", as promulgated by the Financial Accounting Standards Board.

(t) "*FLSA*" shall mean the Fair Labor Standards Act of 1938, as amended.

(u) "*Former Plan*" shall mean the CPS 1997 Long-Term Incentive Plan, as amended.

(v) "*Incentive Stock Option*" shall mean any Option intended to qualify as an incentive stock option within the meaning of Section 422 of the Code.

(w) "*Independent Director*" shall mean a Director who: (1) meets the independence requirements of Nasdaq, or if Nasdaq shall cease to be the principal exchange or quotation system upon which the shares of Common Stock are listed or quoted, then such exchange or quotation system as the Company elects to list or quote its shares of Common Stock and that the Committee designates as the Company's principal exchange or quotation system; (2) qualifies as an "outside director" under Section 162(m) of the Code; (3) qualifies as a "non-employee director" under Rule 16b-3 promulgated under the Exchange Act; and (4) satisfies independence criteria under any other applicable laws or regulations relating to the issuance of Shares to Employees.

(x) "*Maximum Annual Participant Award*" shall have the meaning set forth in Section 6(b).

(y) "*Misconduct*" shall mean any of the following; provided, however, that with respect to Non-Employee Directors "Misconduct" shall mean subsection (viii) only:

(i) any material breach of an agreement between the Participant and the Company or any Subsidiary which, if curable, has not been cured within twenty (20) days after the Participant has been given written notice of the need to cure such breach, or which breach, if previously cured, recurs;

(ii) willful unauthorized use or disclosure of confidential information or trade secrets of the Company or any Subsidiary by the Participant;

(iii) the Participant's continued willful and intentional failure to satisfactorily perform Participant's essential responsibilities, provided that the Participant has been given at least thirty (30) days' written notice of the need to cure the failure and cure has not been effected within that time period, or which failure, if previously cured, recurs;

(iv) material failure of the Participant to comply with rules, policies or procedures of the Company or any Subsidiary as they may be amended from time to time, provided that the Participant has been given at least thirty (30) days' written notice of the need to cure the failure, if such failure is curable, and cure has not been effected within that time period, or which failure, if previously cured, recurs;

(v) Participant's dishonesty, fraud or gross negligence related to the business or property of the Company or any Subsidiary;

(vi) personal conduct that is materially detrimental to the business of the Company or any Subsidiary;

(vii) conviction of or plea of *nolo contendere* to a felony; or

(viii) in the case of Non-Employee Directors, the removal from the Board for cause (as determined by the Company's shareholders).

(z) "*Nasdaq*" shall mean The Nasdaq Stock Market, Inc.

(aa) "*Non-Employee Director*" shall mean a Director who is not an employee.

(bb) "*Nonqualified Stock Option*" shall mean an Option that does not qualify or is not intended to qualify as an Incentive Stock Option.

(cc) "*Option*" shall mean a stock option granted pursuant to Section 10 of the Plan.

(dd) "*Optionee*" shall mean a Participant who has been granted an Option.

(ee) "*Parent*" shall mean a "parent corporation," whether now or hereafter existing, as defined in Section 424(e) of the Code.

(ff) “Participant” shall mean an employee, Director or Consultant granted an Award.

(gg) “Performance Criteria” shall have the meaning set forth in Section 11(b).

(hh) “Plan” shall mean this CPS 2006 Long-Term Equity Incentive Plan, including any amendments thereto.

(ii) “Reprice” shall mean the adjustment or amendment of the exercise price of Options or SARs previously awarded whether through amendment, cancellation, replacement of grants or any other means.

(jj) “Resignation (or Resign) for Good Reason” shall mean any voluntary termination by written resignation of the Active Status of any employee after a Change of Control because of: (1) a material reduction in the employee’s authority, responsibilities or scope of employment; (2) an assignment of duties to the Employee inconsistent with the employee’s role at the Company (including its Subsidiaries) prior to the Change of Control, (3) a reduction in the employee’s base salary or total incentive compensation; (4) a material reduction in the Employee’s benefits unless such reduction applies to all employees of comparable rank; or (5) the relocation of the employee’s primary work location more than fifty (50) miles from the employee’s primary work location prior to the Change of Control; provided that the employee’s written notice of voluntary resignation must be tendered within one (1) year after the Change of Control, and shall specify which of the events described in (1) through (5) resulted in the resignation.

(kk) “Restricted Stock” shall mean a grant of Shares pursuant to Section 11 of the Plan.

(ll) “Restricted Stock Units” shall mean a grant of the right to receive Shares in the future or their cash equivalent (or both) pursuant to Section 11 of the Plan.

(mm) “Retirement” shall mean, (i) with respect to any employee, voluntary termination of employment after age 55 and at least ten (10) years of credited service with the Company or any Subsidiary (but only during the time the Subsidiary was a Subsidiary), as determined by the Committee in its sole discretion, and (ii) with respect to any Non-Employee Director, ceasing to be a Director pursuant to election by the Company’s shareholders or by voluntary resignation with the approval of the Board’s chair after having attained the age of 55 years and served continuously on the Board for at least six years.

(nn) “SAR” shall mean a stock appreciation right awarded pursuant to Section 12 of the Plan.

(oo) “SEC” shall mean the Securities and Exchange Commission.

(pp) “Share” shall mean one share of Common Stock, as adjusted in accordance with Section 5 of the Plan.

(qq) “Stand-Alone SARs” shall have the meaning set forth in Section 12(c) of the Plan.

(rr) “Subcommittee” shall have the meaning set forth in Section 3(d).

(ss) “Subsidiary” shall mean (1) in the case of an Incentive Stock Option a “subsidiary corporation,” whether now or hereafter existing, as defined in Section 424(f) of the Code, and (2) in the case of a Nonqualified Stock Option, Restricted Stock, a Restricted Stock Unit or a SAR, in addition to a subsidiary corporation as defined in (1), (A) a limited liability company, employeeship or other entity in which the Company controls fifty percent (50%) or more of the voting power or equity interests, or (B) an entity with respect to which the Company possesses the power, directly or indirectly, to direct or cause the direction of the management and policies of that entity, whether through the Company’s ownership of voting securities, by contract or otherwise.

(tt) “Tandem SARs” shall have the meaning set forth in Section 12(b) of the Plan.

SECTION 3. Administration of the Plan.

(a) *Authority.* The Plan shall be administered by the Committee. The Committee shall have full and exclusive power to administer the Plan on behalf of the Board, subject to such terms and conditions as the Committee may prescribe. Notwithstanding anything herein to the contrary, the Committee’s power to administer the Plan, and actions the Committee takes under the Plan, shall be limited by the provisions set forth in the Committee’s charter, as such charter may be amended from time to time, and the further limitation that certain actions may be subject to review and approval by either the full Board or a panel consisting of all of the Independent Directors of the Company.

(b) *Powers of the Committee.* Subject to the other provisions of this Plan, the Committee shall have the authority, in its discretion:

(i) to grant Incentive Stock Options, Nonqualified Stock Options, Restricted Stock, Restricted Stock Units, and

SARs to Participants and to determine the terms and conditions of such Awards, including the determination of the Fair Market Value of the Shares and the exercise price, and to modify or amend each Award, with the consent of the Participant when required;

(ii) to determine the Participants, to whom Awards, if any, will be granted hereunder, the timing of such Awards, and the number of Shares to be represented by each Award;

(iii) to construe and interpret the Plan and the Awards granted hereunder;

(iv) to prescribe, amend, and rescind rules and regulations relating to the Plan, including the form of Award Agreement, and manner of acceptance of an Award, such as correcting a defect or supplying any omission, or reconciling any inconsistency so that the Plan or any Award Agreement complies with applicable law, regulations and listing requirements and to avoid unanticipated consequences deemed by the Committee to be inconsistent with the purposes of the Plan or any Award Agreement;

(v) to establish performance criteria for Awards made pursuant to the Plan in accordance with a methodology established by the Committee, and to determine whether performance goals have been attained;

(vi) to accelerate or defer (with the consent of the Participant) the exercise or vested date of any Award;

(vii) to authorize any person to execute on behalf of the Company any instrument required to effectuate the grant of an Award previously granted by the Committee;

(viii) to establish sub-plans, procedures or guidelines for the grant of Awards to Directors, Consultants and Employees working outside of the United States; and

(ix) to make all other determinations deemed necessary or advisable for the administration of the Plan;

Provided that, no consent of a Participant is necessary under clauses (i) or (vi) if a modification, amendment, acceleration, or deferral, in the reasonable judgment of the Committee confers a benefit on the Participant or is made pursuant to an adjustment in accordance with Section 5.

(c) *Effect of Committee's Decision.* All decisions, determinations, and interpretations of the Committee shall be final and binding on all Participants, the Company (including its Subsidiaries), any shareholder and all other persons.

(d) *Delegation.* Consistent with the Committee's charter, as such charter may be amended from time to time, the Committee may delegate (i) to one or more separate committees consisting of members of the Committee or other Directors who are Independent Directors (any such committee a "Subcommittee"), or (ii) to an Executive Officer of the Company, the ability to grant Awards and take the other actions described in Section 3(b) with respect to Participants who are not Executive Officers, and such actions shall be treated for all purposes as if taken by the Committee; provided that the grant of Awards shall be made in accordance with parameters established by the Committee. Any action by any such Subcommittee or Executive Officer within the scope of such delegation shall be deemed for all purposes to have been taken by the Committee.

(e) *Administration.* The Committee may delegate the administration of the Plan to an officer or officers of the Company, and such administrator(s) may have the authority to directly, or under their supervision, execute and distribute agreements or other documents evidencing or relating to Awards granted by the Committee under this Plan, to maintain records relating to the grant, vesting, exercise, forfeiture or expiration of Awards, to process or oversee the issuance of Shares upon the exercise, vesting and/or settlement of an Award, to interpret the terms of Awards and to take such other actions as the Committee may specify. Any action by any such administrator within the scope of its delegation shall be deemed for all purposes to have been taken by the Committee and references in this Plan to the Committee shall include any such administrator, provided that the actions and interpretations of any such administrator shall be subject to review and approval, disapproval or modification by the Committee.

SECTION 4. *Shares Subject to the Plan.*

(a) *Reservation of Shares.* The shares of Common Stock reserved under this Plan will include reserved shares of Common Stock that are not subject to a grant or as to which the option award granted has been forfeited under the Former Plan, and an additional 5,000,000 shares of Common Stock. The aggregate number of Shares available for issuance under the Plan will be reduced by one Share for each Share delivered in settlement of any award of Restricted Stock, Restricted Stock Unit, or SAR and one Share for each Share delivered in settlement of an Option. If an Award expires, is forfeited or becomes unexercisable for any reason without having been exercised in full, the undelivered Shares which were subject thereto shall, unless the Plan shall have been terminated, become available for future

Awards under the Plan. Without limiting the foregoing, unless the Plan shall have been terminated, Shares underlying an Award that has been exercised, either in part or in full, including any Shares that would otherwise be issued to a Participant that are used to satisfy any withholding tax obligations that arise with respect to any Award, shall become available for future Awards under the Plan except to the extent Shares were issued in settlement of the Award. Shares available for issuance under the Plan shall be increased by any shares of Common Stock subject to outstanding awards under the Former Plans on the date of shareholder approval of the Plan that later cease to be subject to such awards for any reason other than such awards having been exercised, subject to adjustment from time to time as provided in Section 5, which shares of Common Stock shall, as of the date such shares cease to be subject to such awards, cease to be available for grant and issuance under the Former Plans, but shall be available for issuance under the Plan. The Shares may be authorized but unissued, or reacquired shares of Common Stock. The Company, during the term of this Plan, will at all times reserve and keep available such number of Shares as shall be sufficient to satisfy the requirements of the Plan.

(b) *Time of Granting Awards.* The date of grant of an Award shall, for all purposes, be the date on which the Company completes the corporate action relating to the grant of such Award and all conditions to the grant have been satisfied, provided that conditions to the exercise of an Award shall not defer the date of grant. Notice of a grant shall be given to each Participant to whom an Award is so granted within a reasonable time after the determination has been made.

(c) *Securities Law Compliance.* Shares shall not be issued pursuant to the exercise of an Award unless the exercise of such Award and the issuance and delivery of such Shares pursuant thereto shall comply with all relevant provisions of law, including, without limitation, the Securities Act of 1933, as amended, the Exchange Act, the rules and regulations promulgated under either such Act, and the requirements of any stock exchange or quotation system upon which the Shares may then be listed or quoted, and shall be further subject to the approval of counsel for the Company with respect to such compliance.

(d) *Substitutions and Assumptions.* The Board or the Committee shall have the right to substitute or assume Awards in connection with mergers, reorganizations, separations, or other transactions to which Section 424(a) of the Code applies, provided such substitutions and assumptions are permitted by Section 424 of the Code and the regulations promulgated thereunder. The number of Shares reserved pursuant to Section 4(a) may be increased by the corresponding number of Awards assumed and, in the case of a substitution, by the net increase in the number of Shares subject to Awards before and after the substitution.

SECTION 5. *Adjustments to Shares Subject to the Plan.* If any change is made to the Shares by reason of any stock split, stock dividend, recapitalization, combination of shares, exchange of shares or other change affecting the outstanding Shares as a class without the Company's receipt of consideration, appropriate adjustments shall be made to (i) the maximum number and/or class of securities issuable under the Plan, (ii) the number and/or class of securities and/or the price per Share covered by outstanding Awards under the Plan and (iii) the Maximum Annual Participant Award. The Committee may also make adjustments described in (i)-(iii) of the previous sentence in the event of any distribution of assets to shareholders other than a normal cash dividend. In determining adjustments to be made under this Section 5, the Committee may take into account such factors as it deems appropriate, including the restrictions of applicable law and the potential tax consequences of an adjustment, and in light of such factors may make adjustments that are not uniform or proportionate among outstanding Awards. Adjustments, if any, and any determinations or interpretations, including any determination of whether a distribution is other than a normal cash dividend, made by the Committee shall be final, binding and conclusive. For purposes of this Section 5, conversion of any convertible securities of the Company shall not be deemed to have been "effected without receipt of consideration."

Except as expressly provided herein, no issuance by the Company of shares of any class, or securities convertible into shares of any class, shall affect, and no adjustment by reason thereof shall be made with respect to, the number or price of Shares subject to an Award.

PART II - TERMS APPLICABLE TO ALL AWARDS

SECTION 6. *General Eligibility.*

(a) *Awards.* Awards may be granted to Participants who are Employees, Directors or Consultants; provided however that Incentive Stock Options may only be granted to Employees.

(b) *Maximum Annual Participant Award.* The aggregate number of Shares with respect to which an Award or Awards may be granted to any one Participant over the life of the Plan (the "Maximum Participant Award") shall not

exceed 1,000,000 shares of Common Stock (increased, proportionately, in the event of any stock split or stock dividend with respect to the Shares). If an Option is in tandem with a SAR, such that the exercise of the Option or SAR with respect to a Share cancels the tandem SAR or Option right, respectively, with respect to each Share, the tandem Option and SAR rights with respect to each Share shall be counted as covering but one Share for purposes of the Maximum Annual Participant Award.

(c) *No Employment/ Service Rights.* Nothing in the Plan shall confer upon any Participant the right to an Award or to continue in service as an employee or Consultant for any period of specific duration, or interfere with or otherwise restrict in any way the rights of the Company (or any Subsidiary employing or retaining such person), or of any Participant, which rights are hereby expressly reserved by each, to terminate such person's services at any time for any reason, with or without cause.

SECTION 7. *Procedure for Exercise of Awards; Rights as a Shareholder.*

(a) *Procedure.* An Award shall be exercised when written, electronic or verbal notice of exercise has been given to the Company, or the brokerage firm or firms approved by the Company to facilitate exercises and sales under this Plan, in accordance with the terms of the Award by the person entitled to exercise the Award and full payment for the Shares with respect to which the Award is exercised has been received by the Company or the brokerage firm or firms, as applicable. The notification to the brokerage firm shall be made in accordance with procedures of such brokerage firm approved by the Company. Full payment may, as authorized by the Committee, consist of any consideration and method of payment allowable under Section 7(b) of the Plan. The Company shall issue (or cause to be issued) such share certificate promptly upon exercise of the Award. In the event that the exercise of an Award is treated in part as the exercise of an Incentive Stock Option and in part as the exercise of a Nonqualified Stock Option pursuant to Section 10(a), the Company shall issue a share certificate evidencing the Shares treated as acquired upon the exercise of an Incentive Stock Option and a separate share certificate evidencing the Shares treated as acquired upon the exercise of a Nonqualified Stock Option, and shall identify each such certificate accordingly in its share transfer records. No adjustment will be made for a dividend or other right for which the record date is prior to the date the share certificate is issued, except as provided in Section 5 of the Plan.

(b) *Method of Payment.* The consideration to be paid for any Shares to be issued upon exercise or other required settlement of an Award, including the method of payment, shall be determined by the Committee at the time of settlement and which forms may include: (i) with respect to an Option, a request that the Company or the designated brokerage firm conduct a cashless exercise of the Option; (ii) cash; and (iii) tender of shares of Common Stock owned by the Participant in accordance with rules established by the Committee from time to time. Shares used to pay the exercise price shall be valued at their Fair Market Value on the exercise date. Payment of the aggregate exercise price by means of tendering previously-owned shares of Common Stock shall not be permitted when the same may, in the reasonable opinion of the Company, cause the Company to record a loss or expense as a result thereof.

(c) *Withholding Obligations.* To the extent required by applicable federal, state, local or foreign law, the Committee may and/or a Participant shall make arrangements satisfactory to the Company for the satisfaction of any withholding tax obligations that arise with respect to any Incentive Stock Option, Nonqualified Stock Option, SAR, Restricted Stock or Restricted Stock Units, or any sale of Shares. The Company shall not be required to issue Shares or to recognize the disposition of such Shares until such obligations are satisfied. These obligations may be satisfied by having the Company withhold a portion of the Shares that otherwise would be issued to a Participant under such Award or by tendering Shares previously acquired by the Participant in accordance with rules established by the Committee from time to time.

(d) *Shareholder Rights.* Except as otherwise provided in this Plan, until the issuance (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company) of the share certificate evidencing such Shares, no right to vote or receive dividends or any other rights as a shareholder shall exist with respect to the Shares subject to the Award, notwithstanding the exercise of the Award.

(e) *Non-Transferability of Awards.* An Award may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in exchange for consideration, except that an Award may be transferred by will or by the laws of descent or distribution and may be exercised, during the lifetime of the Participant, only by the Participant; unless the Committee permits further transferability, on a general or specific basis, in which case the Committee may impose conditions and limitations on any permitted transferability.

SECTION 8. *Expiration of Awards.*

(a) *Expiration, Termination or Forfeiture of Awards.* Unless otherwise provided in the applicable Award Agreement or any severance agreement, vested Awards granted under this Plan shall expire, terminate, or otherwise be forfeited as follows:

(i) three (3) months after the date the Company delivers a notice of termination of a Participant's Active Status, other than in circumstances covered by (ii), (iii), (iv) or (v) below;

(ii) immediately upon termination of a Participant's Active Status for Misconduct;

(iii) twelve (12) months after the date on which a Participant other than a Non-Employee Director ceased performing services as a result of his or her total and permanent Disability;

(iv) twelve (12) months months after the date on which the Participant ceased performing services as a result of Retirement, or after his death.

(b) *Extension of Term.* Notwithstanding subsection (a) above, the Committee shall have the authority to extend the expiration date of any outstanding Option, other than an Incentive Stock Option, or SAR in circumstances in which it deems such action to be appropriate (provided that no such extension shall extend the term of an Option or SAR beyond the date on which the Option or SAR would have expired if no termination of the Employee's Active Status had occurred).

SECTION 9. *Effect of Change of Control.* Notwithstanding any other provision in the Plan to the contrary, the following provisions shall apply unless otherwise provided in the most recently executed agreement between the Participant and the Company, or specifically prohibited under applicable laws, or by the rules and regulations of any applicable governmental agencies or national securities exchanges or quotation systems.

(a) *Acceleration.* Awards of a Participant shall be Accelerated (as defined in Section 9(b) below) as follows:

(i) With respect to Non-Employee Directors, upon the occurrence of a Change of Control;

(ii) With respect to any employee, upon the occurrence of a Change of Control described in Section 2(f)(i);

(iii) With respect to any employee who Resigns for Good Reason or whose Active Status is terminated within one year after a Change of Control described in Section 2(f)(ii) or (iii);

(iv) With respect to any employee, upon the occurrence of a Change of Control described in Section 2(f)(iv) in connection with which each Award is not assumed or an equivalent award substituted by such successor entity or a parent or subsidiary of such successor entity; and

(v) With respect to any employee who Resigns for Good Reason or whose Active Status is terminated within one year after a Change of Control described in Section 2(f)(iv) in connection with which each Award is assumed or an equivalent award substituted by the successor entity or a parent or subsidiary of such successor entity.

(b) *Definition.* For purposes of this Section 9, Awards of a Participant being "Accelerated" means, with respect to such Participant:

(i) any and all Options and SARs shall become fully vested and immediately exercisable, and shall remain exercisable throughout their entire term;

(ii) any restriction periods and restrictions imposed on Restricted Stock or Restricted Stock Units that are not performance-based shall lapse; and

(iii) the restrictions and deferral limitations and other conditions applicable to any other Awards shall lapse, and such other Awards shall become free of all restrictions, limitations or conditions and become fully vested and transferable to the full extent of the original grant.

PART III - SPECIFIC TERMS APPLICABLE TO OPTIONS, STOCK AWARDS AND SARs

SECTION 10. *Grant, Terms and Conditions of Options.*

(a) *Designation.* Each Option shall be designated in an Award Agreement as either an Incentive Stock Option or a Nonqualified Stock Option. However, notwithstanding such designations, to the extent that the aggregate Fair Market Value of the Shares with respect to which Options designated as Incentive Stock Options are exercisable for the first time by any employee during any calendar year (under all plans of the Company) exceeds \$100,000, such excess

Options shall be treated as Nonqualified Stock Options. Options shall be taken into account in the order in which they were granted.

(b) *Terms of Options.* The term of each Incentive Stock Option shall be no more than ten (10) years from the date of grant. However, in the case of an Incentive Stock Option granted to a Participant who, at the time the Option is granted, owns Shares representing more than ten percent (10%) of the voting power of all classes of shares of the Company or any Parent or Subsidiary, the term of the Option shall be no more than five (5) years from the date of grant. The terms of all Nonqualified Stock Options shall be at the discretion of the Committee.

(c) *Option Exercise Prices.*

(i) The per Share exercise price under an Incentive Stock Option shall be as follows:

(A) If granted to an employee who, at the time of the grant of such Incentive Stock Option, owns shares representing more than ten percent (10%) of the voting power of all classes of shares of the Company or any Parent or Subsidiary, the per Share exercise price shall be no less than 110% of the Fair Market Value per Share on the date of grant.

(B) If granted to any other Employee, the per Share exercise price shall be no less than 100% of the Fair Market Value per Share on the date of grant.

(ii) The per Share exercise price under a Nonqualified Stock Option or SAR shall be no less than one hundred percent (100%) of the Fair Market Value per Share on the date of grant.

(iii) In no event shall the Board or the Committee be permitted to Reprice an Option after the date of grant without shareholder approval.

(d) *Vesting.* To the extent Options vest and become exercisable in increments, such Options shall cease vesting as of the date of the Optionee's Disability or termination of such Optionee's Active Status for reasons other than Retirement or death, in each of which cases such Options shall immediately vest in full.

(e) *Substitution of Stock SARs for Options.* Notwithstanding anything in this Plan to the contrary, if the Company is required to or elects to record as an expense in its consolidated statements of earnings the cost of Options pursuant to FAS 123 or a similar accounting requirement, the Committee shall have the sole discretion to substitute, without receiving Participants' permission, SARs paid only in stock for outstanding Options; provided, the terms of the substituted stock SARs are the same as the terms of the Options, the number of shares underlying the number of stock SARs equals the number of shares underlying the Options and the difference between the Fair Market Value of the underlying Shares and the grant price of the SARs is equivalent to the difference between the Fair Market Value of the underlying shares and the exercise price of the Options.

(f) *Exercise.* Any Option granted hereunder shall be exercisable at such times and under such conditions as determined by the Committee at the time of grant, and as are permissible under the terms of the Plan. An Option may not be exercised for a fraction of a Share.

SECTION 11. *Grant, Terms and Conditions of Stock Awards.*

(a) *Designation.* Restricted Stock or Restricted Stock Units may be granted either alone, in addition to, or in tandem with other Awards granted under the Plan. Restricted Stock or Restricted Stock Units may include a dividend equivalent right, as permitted by Section 5. After the Committee determines that it will offer Restricted Stock or Restricted Stock Units, it will advise the Participant in writing or electronically, by means of an Award Agreement, of the terms, conditions and restrictions, including vesting, if any, related to the offer, including the number of Shares that the Participant shall be entitled to receive or purchase, the price to be paid, if any, and, if applicable, the time within which the Participant must accept the offer. The offer shall be accepted by execution of an Award Agreement or as otherwise directed by the Committee. Restricted Stock Units may be paid as permitted by Section 7(b). The term of each award of Restricted Stock or Restricted Stock Units shall be at the discretion of the Committee.

(b) *Performance Criteria.* Restricted Stock and Restricted Stock Units granted pursuant to the Plan that are intended to qualify as "performance based compensation" under Section 162(m) of the Code shall be subject to the fulfillment of performance goals relating to the Performance Criteria selected by the Committee and specified at the time such Restricted Stock and Restricted Stock Units are granted. For purposes of this Plan, "Performance Criteria" means one or more of the following (as selected by the Committee): (i) earnings per share, including earnings per share as adjusted (a) to exclude the effect of any (1) significant acquisitions or dispositions of businesses by the Company,

(2) one-time, non-operating charges and (3) accounting changes (including but not limited to any accounting changes that alter the recognition of stock option expense and any accounting changes the Company adopts early); and (b) for any stock split, stock dividend or other recapitalization; (ii) earnings per share before taxes, subject to any of the adjustments described above; (iii) earnings; (iv) earnings before interest, taxes and amortization; (v) total shareholder return; (vi) share price performance; (vii) return on equity; (viii) return on managed assets; (ix) revenue; (x) operating expenses; (xi) operating income; (xii) originations volume; (xiii) originations growth; (xiv) net charge-offs; (xv) net charge-off percentage; (xvi) portfolio growth; (xvii) net interest margin; or (xviii) cash flow.

(c) *Vesting*. Unless the Committee determines otherwise, the Award Agreement shall provide for the forfeiture of the non-vested Shares underlying Restricted Stock or Restricted Stock Units upon the termination of a Participant's Active Status. To the extent that the Participant purchased the Shares granted under such Restricted Stock or Restricted Stock Units and any such Shares remain non-vested at the time the Participant's Active Status terminates, the termination of Active Status shall cause an immediate sale of such non-vested Shares to the Company at the original price per Share paid by the Participant.

SECTION 12. *Grant, Terms and Conditions of SARs.*

(a) *Grants*. The Committee shall have the full power and authority, exercisable in its sole discretion, to grant SARs to selected Participants. The Committee is authorized to grant both tandem stock appreciation rights, consisting of SARs with underlying Options ("Tandem SARs"), and stand-alone stock appreciation rights ("Stand-Alone SARs") as described below. The terms of SARs shall be at the discretion of the Committee. In no event shall the Board or the Committee be permitted to Reprice a SAR after the date of grant without shareholder approval.

(b) *Tandem SARs.*

(i) Participants may be granted a Tandem SAR, exercisable upon such terms and conditions as the Committee shall establish, to elect between the exercise of the underlying Option for Shares or the surrender of the Option in exchange for a distribution from the Company in an amount equal to the excess of (A) the Fair Market Value (on the Option surrender date) of the number of Shares in which the Participant is at the time vested under the surrendered Option (or surrendered portion thereof) over (B) the aggregate exercise price payable for such vested Shares.

(ii) No such Option surrender shall be effective unless it is approved by the Committee, either at the time of the actual Option surrender or at any earlier time. If the surrender is so approved, then the distributions to which the Participant shall become entitled under this Section 12(b) may be made in Shares valued at Fair Market Value (on the Option surrender date), in cash, or partly in Shares and partly in cash, as the Committee shall deem appropriate.

(iii) If the surrender of an Option is not approved by the Committee, then the Participant shall retain whatever rights he or she had under the surrendered Option (or surrendered portion thereof) on the Option surrender date and may exercise such rights at any time prior to the later of (A) five (5) business days after the receipt of the rejection notice or (B) the last day on which the Option is otherwise exercisable in accordance with the terms of the instrument evidencing such Option, but in no event may such rights be exercised more than ten (10) years after the date of the Option grant.

(c) *Stand-Alone SARs.*

(i) A Participant may be granted a Stand-Alone SAR not tied to any underlying Option under Section 10 of the Plan. The Stand-Alone SAR shall cover a specified number of Shares and shall be exercisable upon such terms and conditions as the Committee shall establish. Upon exercise of the Stand-Alone SAR, the holder shall be entitled to receive a distribution from the Company in an amount equal to the excess of (A) the aggregate Fair Market Value (on the exercise date) of the Shares underlying the exercised right over (B) the aggregate base price in effect for those Shares.

(ii) The number of Shares underlying each Stand-Alone SAR and the base price in effect for those Shares shall be determined by the Committee at the time the Stand-Alone SAR is granted. In no event, however, may the base price per Share be less than the Fair Market Value per underlying Share on the grant date.

(iii) The distribution with respect to an exercised Stand-Alone SAR may be made in Shares valued at Fair Market Value on the exercise date, in cash, or partly in Shares and partly in cash, as the Committee shall deem appropriate.

(d) *Exercised SARs*. The Shares issued in settlement of any SARs exercised under this Section 12 shall not be available for subsequent issuance under the Plan. In accordance with Section 4, Shares underlying any exercised SARs that were not issued in settlement of the SAR shall become available for future issuance under the Plan.

PART IV - TERM OF PLAN AND SHAREHOLDER APPROVAL

SECTION 13. *Term of Plan.* The Plan shall become effective as of the Effective Date. It shall continue in effect until the tenth anniversary of the Effective Date or until terminated under Section 14 of the Plan or extended by an amendment approved by the shareholders of the Company pursuant to Section 14(a).

SECTION 14. *Amendment and Termination of the Plan.*

(a) *Amendment and Termination.* The Board or the Committee may amend or terminate the Plan from time to time in such respects as the Board may deem advisable (including, but not limited to amendments which the Board deems appropriate to enhance the Company's ability to claim deductions related to stock option exercises); provided that to the extent required by the Code or the rules of Nasdaq, of any national stock exchange on which the Company's common shares are listed, or of the SEC, shareholder approval shall be required for any amendment of the Plan. Subject to the foregoing, it is specifically intended that the Board or Committee may amend the Plan without shareholder approval to comply with legal, regulatory and listing requirements and to avoid unanticipated consequences deemed by the Committee to be inconsistent with the purpose of the Plan or any Award Agreement.

(b) *Participants in Foreign Countries.* The Committee shall have the authority to adopt such modifications, procedures, and sub-plans as may be necessary or desirable to comply with provisions of the laws of foreign countries in which the Company or its Subsidiaries may operate to assure the viability of the benefits from Awards granted to Participants performing services in such countries and to meet the objectives of the Plan.

(c) *Effect of Amendment or Termination.* Any amendment or termination of the Plan shall not affect Awards already granted and such Awards shall remain in full force and effect as if this Plan had not been amended or terminated, unless mutually agreed otherwise between the Participant and the Committee, which agreement must be in writing and signed by the Participant and the Company.

SECTION 15. *Shareholder Approval.* The effectiveness of the Plan is subject to approval by the shareholders of the Company in accordance with applicable Nasdaq rules.

EXHIBIT 21 - SUBSIDIARIES OF THE REGISTRANT.

The following corporations and limited liabilities are direct or indirect subsidiaries of the registrant. Each does business under its own name.

Name or organization	State or other jurisdiction of incorporation
CPS Leasing, Inc.	DE
CPS Marketing, Inc.	CA
CPS Residual Corp.	DE
Page Funding LLC	DE
Page Three Funding LLC	DE
Folio Funding LLC	DE
Folio Funding II LLC	DE
CPS Receivables LLC	DE
CPS Receivables Two LLC	DE
CPS Receivables Three LLC	DE
Canyon Receivables LLC	DE
Mercury Finance Company LLC	DE
TFC Enterprises LLC	DE
Mercury Finance Corporation of Alabama	AL
Mercury Finance Company of Colorado	DE
Gulfco Investment, Inc.	LA
Gulfco Finance Company	LA

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements (Nos. 33-78680, 33-80327, 333-35758, 333-58199, 333-75594, 333-115622 and 333-135907) on Form S-8 and (No. 333-121913) on Form S-3 of Consumer Portfolio Services, Inc. of our report dated March 31, 2009, which is incorporated by reference in the 2008 Annual Report on Form 10-K of Consumer Portfolio Services, Inc.

/s/ Crowe Horwath LLP

Costa Mesa, California
March 31, 2009

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in Registration Statements (Nos. 33-78680, 33-80327, 333-35758, 333-58199, 333-75594, 333-115622 and 333-135907) on Form S-8 and (Nos. 333-121913 and 333-152969) on Form S-3 of Consumer Portfolio Services, Inc. of our report dated March 17, 2008 relating to our audit of the consolidated financial statements, which appears in the Annual Report on Form 10-K of Consumer Portfolio Services, Inc. for the year ended December 31, 2008.

/s/ MCGLADREY & PULLEN LLP
McGladrey & Pullen, LLP

Irvine, California
March 31, 2009

CERTIFICATION

I, Charles E. Bradley, Jr., certify that:

1. I have reviewed this annual report on Form 10-K of Consumer Portfolio Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 31, 2009

By: /s/ CHARLES E. BRADLEY, JR.
Charles E. Bradley, Jr.
PRESIDENT AND CHIEF EXECUTIVE OFFICER

CERTIFICATION

I, Jeffrey P. Fritz, certify that:

1. I have reviewed this annual report on Form 10-K of Consumer Portfolio Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

March 31, 2009

By: /s/ JEFFREY P. FRITZ
Jeffrey P. Fritz
SR. VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

CERTIFICATION

Each of the undersigned hereby certifies, for the purposes of Section 1350 of chapter 63 of title 18 of the United States Code, in his capacity as an officer of Consumer Portfolio Services, Inc., that, to his knowledge, the Annual Report of Consumer Portfolio Services, Inc. on Form 10-K for the year ended December 31, 2008, fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and results of operations of Consumer Portfolio Services, Inc.

March 31, 2009 By: /s/ CHARLES E. BRADLEY, JR.
Charles E. Bradley, Jr.
PRESIDENT AND CHIEF EXECUTIVE OFFICER

March 31, 2009 By: /s/ JEFFREY P. FRITZ
Jeffrey P. Fritz
CHIEF FINANCIAL OFFICER