

CARDTRONICS INC  
Form 10-Q  
August 07, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-Q**

(Mark One)

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

**For the quarterly period ended June 30, 2009**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-33864**

**CARDTRONICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**76-0681190**

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

**3250 Briarpark Drive, Suite 400  
Houston, TX**

(Address of principal executive offices)

**77042**

(Zip Code)

Registrant's telephone number, including area code: **(832) 308-4000**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller  
reporting company)

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

Common Stock, par value: \$0.0001 per share. Shares outstanding on August 3, 2009: 40,432,445



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When we refer to us, we, our, ours or the Company, we are describing Cardtronics, Inc. and/or our subsidiaries.

**Table of Contents****PART I. FINANCIAL INFORMATION****Item 1. Financial Statements**

**CARDTRONICS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands, excluding share and per share amounts)  
(Unaudited)

|  | <b>June 30, 2009</b> | <b>December 31, 2008</b> |
|--|----------------------|--------------------------|
| <b>ASSETS</b>  |                      |                          |
| Current assets:  |                      |                          |
| Cash and cash equivalents  | \$ 6,492             | \$ 3,424                 |
| Accounts and notes receivable, net of allowance of \$526 and \$504 as of June 30, 2009 and December 31, 2008, respectively | 23,384               | 25,317                   |
| Inventory  | 2,903                | 3,011                    |
| Restricted cash, short-term  | 3,833                | 2,423                    |
| Prepaid expenses, deferred costs, and other current assets   | 11,110               | 17,273                   |
| <b>Total current assets</b>  | <b>47,722</b>        | <b>51,448</b>            |
| Property and equipment, net  | 150,676              | 153,430                  |
| Intangible assets, net   | 99,942               | 108,327                  |
| Goodwill   | 165,483              | 163,784                  |
| Prepaid expenses, deferred costs, and other assets   | 4,313                | 3,839                    |
| <b>Total assets</b>  | <b>\$ 468,136</b>    | <b>\$ 480,828</b>        |
| <b>LIABILITIES AND STOCKHOLDERS DEFICIT</b>  |                      |                          |
| Current liabilities:   |                      |                          |
| Current portion of long-term debt and notes payable  | \$ 1,748             | \$ 1,373                 |
| Current portion of capital lease obligations   | 605                  | 757                      |
| Current portion of other long-term liabilities   | 25,855               | 24,302                   |
| Accounts payable   | 12,202               | 17,212                   |
| Accrued liabilities  | 57,426               | 55,174                   |
| <b>Total current liabilities</b>   | <b>97,836</b>        | <b>98,818</b>            |
| Long-term liabilities:   |                      |                          |
| Long-term debt, net of related discounts   | 326,698              | 344,816                  |
| Capital lease obligations  | 235                  | 235                      |
| Deferred tax liability, net  | 13,564               | 11,673                   |
| Asset retirement obligations   | 22,777               | 21,069                   |
| Other long-term liabilities  | 17,512               | 23,967                   |
| <b>Total liabilities</b>   | <b>478,387</b>       | <b>500,578</b>           |
| Commitments and contingencies  |                      |                          |
| Stockholders' deficit:   | 4                    | 4                        |

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|   |            |    |           |
|---|------------|----|-----------|
| Common stock, \$0.0001 par value; 125,000,000 shares authorized;<br>45,750,333 and 45,642,282 shares issued as of June 30, 2009 and<br>December 31, 2008, respectively; 40,440,310 and 40,636,533 shares<br>outstanding as of June 30, 2009 and December 31, 2008, respectively |            |    |           |
| Subscriptions receivable (at face value)  |            |    | (34)      |
| Additional paid-in capital  | 196,221    |    | 194,101   |
| Accumulated other comprehensive loss, net   | (53,792)   |    | (64,025)  |
| Accumulated deficit   | (104,779)  |    | (102,199) |
| Treasury stock; 5,310,023 and 5,005,749 shares at cost as of June 30,<br>2009 and December 31, 2008, respectively   | (48,612)   |    | (48,221)  |
| Total parent stockholders' deficit  | (10,958)   |    | (20,374)  |
| Noncontrolling interests  | 707        |    | 624       |
| Total stockholders' deficit   | (10,251)   |    | (19,750)  |
| Total liabilities and stockholders' deficit   | \$ 468,136 | \$ | 480,828   |

*See accompanying notes to consolidated financial statements.*

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**CARDTRONICS, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, excluding share and per share amounts)  
(Unaudited)

|  | <b>Three Months Ended June 30,</b> |             | <b>Six Months Ended June 30,</b> |             |
|--|------------------------------------|-------------|----------------------------------|-------------|
|  | <b>2009</b>                        | <b>2008</b> | <b>2009</b>                      | <b>2008</b> |
| Revenues:  |                                    |             |                                  |             |
| ATM operating revenues   | \$ 121,362                         | \$ 122,868  | \$ 234,942                       | \$ 239,165  |
| ATM product sales and other revenues   | 3,286                              | 4,107       | 5,051                            | 8,385       |
| Total revenues   | 124,648                            | 126,975     | 239,993                          | 247,550     |
| Cost of revenues:  |                                    |             |                                  |             |
| Cost of ATM operating revenues (excludes depreciation, accretion, and amortization shown separately below. See <i>Note 1</i> ) | 83,975                             | 93,904      | 166,204                          | 183,336     |
| Cost of ATM product sales and other revenues   | 3,153                              | 3,662       | 4,967                            | 7,826       |
| Total cost of revenues   | 87,128                             | 97,566      | 171,171                          | 191,162     |
| Gross profit   | 37,520                             | 29,409      | 68,822                           | 56,388      |
| Operating expenses:  |                                    |             |                                  |             |
| Selling, general, and administrative expenses  | 10,584                             | 9,800       | 21,439                           | 18,351      |
| Depreciation and accretion expense   | 9,935                              | 9,978       | 19,574                           | 19,010      |
| Amortization expense   | 4,504                              | 4,501       | 9,031                            | 9,004       |
| Loss on disposal of assets   | 1,676                              | 1,115       | 3,784                            | 2,435       |
| Total operating expenses   | 26,699                             | 25,394      | 53,828                           | 48,800      |
| Income from operations   | 10,821                             | 4,015       | 14,994                           | 7,588       |
| Other expense (income):  |                                    |             |                                  |             |
| Interest expense, net  | 7,644                              | 7,722       | 15,355                           | 15,354      |
| Amortization of deferred financing costs and bond discounts  | 603                                | 530         | 1,171                            | 1,038       |
| Other (income) expense   | (1,041)                            | 17          | (1,127)                          | (115)       |
| Total other expense  | 7,206                              | 8,269       | 15,399                           | 16,277      |
| Income (loss) before income taxes  | 3,615                              | (4,254)     | (405)                            | (8,689)     |
| Income tax expense (benefit)   | 1,016                              | (633)       | 2,033                            | (181)       |
| Net income (loss)  | 2,599                              | (3,621)     | (2,438)                          | (8,508)     |
| Net income attributable to noncontrolling interests  | 111                                |             | 142                              |             |
| Net income (loss) attributable to controlling interests and available to common stockholders                                   | \$ 2,488                           | \$ (3,621)  | \$ (2,580)                       | \$ (8,508)  |
| Net income (loss) per common share basic   | \$ 0.06                            | \$ (0.09)   | \$ (0.07)                        | \$ (0.22)   |

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|                                     |         |    |            |    |            |    |            |    |            |
|-------------------------------------|---------|----|------------|----|------------|----|------------|----|------------|
| Net income (loss) per common share  | diluted | \$ | 0.06       | \$ | (0.09)     | \$ | (0.07)     | \$ | (0.22)     |
| Weighted average shares outstanding | basic   |    | 39,032,087 |    | 38,735,027 |    | 39,005,202 |    | 38,662,452 |
| Weighted average shares outstanding | diluted |    | 39,651,363 |    | 38,735,027 |    | 39,005,202 |    | 38,662,452 |

*See accompanying notes to consolidated financial statements.*



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**CARDTRONICS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)  
(Unaudited)

|   | <b>Six Months Ended June 30,</b> |             |
|---|----------------------------------|-------------|
|   | <b>2009</b>                      | <b>2008</b> |
| <b>Cash flows from operating activities:</b>                                    |                                  |             |
| Net loss  | \$ (2,438)                       | \$ (8,508)  |
| Adjustments to reconcile net loss to net cash provided by operating activities: |                                  |             |
| Depreciation, accretion, and amortization expense                               | 28,605                           | 28,014      |
| Amortization of deferred financing costs and bond discounts                     | 1,171                            | 1,038       |
| Stock-based compensation expense  | 2,120                            | 811         |
| Deferred income taxes   | 1,891                            | (317)       |
| Loss on disposal of assets  | 3,784                            | 2,435       |
| Other reserves and non-cash items   | (1,922)                          | (3,805)     |
| Changes in assets and liabilities, net of acquisitions:                         |                                  |             |
| Decrease in accounts and notes receivable, net                                  | 2,070                            | 1,534       |
| Decrease (increase) in prepaid, deferred costs, and other current assets        | 6,734                            | (1,621)     |
| (Increase) decrease in inventory  | (47)                             | 157         |
| Decrease in other assets  | 1,192                            | 394         |
| Decrease in accounts payable and accrued liabilities                            | (7,710)                          | (10,335)    |
| Decrease in other liabilities   | (2,745)                          | (2,371)     |
| Net cash provided by operating activities                                       | 32,705                           | 7,426       |
| <b>Cash flows from investing activities:</b>                                    |                                  |             |
| Additions to property and equipment   | (10,712)                         | (42,456)    |
| Payments for exclusive license agreements and site acquisition costs            | (87)                             | (497)       |
| Principal payments received under direct financing leases                       |                                  | 17          |
| Net cash used in investing activities   | (10,799)                         | (42,936)    |
| <b>Cash flows from financing activities:</b>                                    |                                  |             |
| Proceeds from issuance of long-term debt  | 27,812                           | 76,236      |
| Repayments of long-term debt and capital leases                                 | (46,486)                         | (43,829)    |
| Repayments of borrowings under bank overdraft facility, net                     | (142)                            | (3,881)     |
| Payments received on subscriptions receivable                                   | 34                               | 101         |
| Proceeds from exercises of stock options  |                                  | 286         |
| Equity offering costs   |                                  | (1,489)     |
| Debt issuance and modification costs  | (458)                            | (54)        |
| Repurchase of common stock  | (92)                             |             |
| Net cash (used in) provided by financing activities                             | (19,332)                         | 27,370      |
| Effect of exchange rate changes on cash   | 494                              | (144)       |

|  |          |          |
|--|----------|----------|
| Net increase (decrease) in cash and cash equivalents | 3,068    | (8,284)  |
| Cash and cash equivalents as of beginning of period  | 3,424    | 13,439   |
| Cash and cash equivalents as of end of period        | \$ 6,492 | \$ 5,155 |

**Supplemental disclosure of cash flow information:**

|  |           |           |
|--|-----------|-----------|
| Cash paid for interest, including interest on capital leases | \$ 15,525 | \$ 16,096 |
| Cash paid for income taxes                                   | \$ 285    | \$ 220    |

*See accompanying notes to consolidated financial statements.*

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**CARDTRONICS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)**

**(1) General and Basis of Presentation**

***General***

Cardtronics, Inc., along with its wholly- and majority-owned subsidiaries (collectively, the Company) owns or operates approximately 32,880 automated teller machines (ATMs) located in all 50 states of the United States, including 2,530 ATMs located throughout the United Kingdom, and 2,100 ATMs located throughout Mexico. The Company provides ATM management and equipment-related services (typically under multi-year contracts) to large, nationally-known retail merchants as well as smaller retailers and operators of facilities such as shopping malls and airports. Additionally, the Company operates the largest surcharge-free network of ATMs within the United States (based on the number of participating ATMs) and works with financial institutions to place their logos on the Company's ATM machines, thus providing convenient surcharge-free access to the financial institutions' customers. This surcharge-free network, which operates under the Allpoint brand name, has more than 37,000 participating ATMs, including a majority of the Company's ATMs in the United States and all of the Company's ATMs in United Kingdom. Finally, the Company provides electronic funds transfer (EFT) transaction processing services to its network of ATMs as well as over 1,500 ATMs owned and operated by third parties.

***Basis of Presentation***

This Quarterly Report on Form 10-Q (this Form 10-Q) has been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) applicable to interim financial information. Because this is an interim period filing presented using a condensed format, it does not include all of the disclosures required by accounting principles generally accepted in the United States (U.S. GAAP), although the Company believes that the disclosures are adequate to make the information not misleading. You should read this Form 10-Q along with the Company's Annual Report on Form 10-K for the year ended December 31, 2008 (2008 Form 10-K), which includes a summary of the Company's significant accounting policies and other disclosures.

The financial statements as of June 30, 2009 and for the three and six month periods ended June 30, 2009 and 2008 are unaudited. The Consolidated Balance Sheet as of December 31, 2008 was derived from the audited balance sheet filed in the Company's 2008 Form 10-K. In management's opinion, all adjustments necessary for a fair presentation of the Company's interim and prior period results have been made, including those described in *Note 2 Revision of Prior Period Financial Statements*. The results of operations for the three and six month periods ended June 30, 2009 and 2008 are not necessarily indicative of results that may be expected for any other interim period or for the full fiscal year. Additionally, the financial statements for prior periods include reclassifications that were made to conform to the current period presentation. Those reclassifications did not impact the Company's total reported net loss or stockholders' deficit.

The unaudited interim consolidated financial statements include the accounts of Cardtronics, Inc. and its wholly- and majority-owned subsidiaries. All material intercompany accounts and transactions have been eliminated in consolidation. Because the Company owns a majority (51.0%) interest in and realizes a majority of the earnings and/or losses of Cardtronics Mexico, S.A. de C.V. (Cardtronics Mexico), this entity is reflected as a consolidated subsidiary in the accompanying consolidated financial statements, with the remaining ownership interest not held by the Company being reflected as a noncontrolling interest. See *Note 16* for additional information on the presentation of noncontrolling interests in the Company's financial statements and the Company's adoption of Statement of Financial Accounting Standards (SFAS) No. 160, *Noncontrolling Interests in Consolidated Financial Statements* and *an amendment of ARB No. 5*, which the Company adopted effective January 1, 2009.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates, and these differences could be material to the financial statements.



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The Company has evaluated subsequent events through August 7, 2009, which represents the date the financial statements were issued.

**Cost of ATM Operating Revenues and Gross Profit Presentation**

The Company presents Cost of ATM operating revenues and Gross profit within its Consolidated Statements of Operations exclusive of depreciation, accretion, and amortization expense related to ATMs and ATM-related assets. The following table sets forth the amounts excluded from Cost of ATM operating revenues and Gross profit for the three and six month periods ended June 30:

|  | <b>Three Months Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|--|--|-------------|--------------------------------------|-------------|
|  | <b>2009</b>                            | <b>2008</b> | <b>2009</b>                          | <b>2008</b> |
|  | <i>(In thousands)</i>                  |             |                                      |             |
| Depreciation and accretion expenses related to ATMs and ATM-related assets   | \$ 8,237                               | \$ 8,673    | \$ 16,274                            | \$ 16,585   |
| Amortization expense   | 4,503                                  | 4,501       | 9,030                                | 9,004       |
| Total depreciation, accretion, and amortization expenses excluded from Cost of ATM operating revenues and Gross profit | \$ 12,740                              | \$ 13,174   | \$ 25,304                            | \$ 25,589   |

**(2) Revision of  
Prior Period  
Financial  
Statements**

During the second quarter of 2009, the Company identified an error related to certain capitalized costs associated with its United Kingdom operation. Upon analysis of the Company's fixed asset records, management identified certain assets primarily related to previously cancelled ATM sites that should have been expensed in prior periods. The impact of such error was an overstatement of fixed assets and depreciation expense, and an understatement of cost of sales and loss on disposal of assets for the years ended December 31, 2007 and 2008, including the related quarterly periods contained therein. The cumulative impact of such error on the statement of operations for the years affected would have been a total additional expense of approximately \$1.7 million. In accordance with Staff Accounting Bulletin No. 108 (SAB 108), as issued by the Securities and Exchange Commission (SEC), management determined that the effects of the misstatement were not material to any previously reported quarterly or annual period. As such, the related corrections will be made to the applicable prior periods as such financial information is included in future filings with the SEC.

The Company's prior period financial statements included in this filing have been revised to reflect these adjustments, the effects of which have been summarized below.

**Consolidated Balance Sheet:**

|   | <b>December 31, 2008</b> |                    |                    |
|---|--------------------------|--------------------|--------------------|
|   | <b>As<br/>Reported</b>   | <b>Adjustments</b> | <b>As Adjusted</b> |
|   | <i>(In thousands)</i>    |                    |                    |
| Property and equipment, net               | \$ 154,829               | \$ (1,399)         | \$ 153,430         |
| Total assets                              | 482,227                  | (1,399)            | 480,828            |
| Accumulated other comprehensive loss, net | (64,355)                 | 330                | (64,025)           |
| Accumulated deficit                       | (100,470)                | (1,729)            | (102,199)          |

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|   |          |         |          |
|---|----------|---------|----------|
| Total parent stockholders' deficit          | (18,975) | (1,399) | (20,374) |
| Total stockholders' deficit                 | (18,351) | (1,399) | (19,750) |
| Total liabilities and stockholders' deficit | 482,227  | (1,399) | 480,828  |

**Table of Contents***Consolidated Statements of Operations:*

|   | Three Months Ended<br>June 30, 2008                |             |                | Six Months Ended<br>June 30, 2008 |             |                |
|---|--|-------------|----------------|-----------------------------------|-------------|----------------|
|   | As<br>Reported                                     | Adjustments | As<br>Adjusted | As<br>Reported                    | Adjustments | As<br>Adjusted |
|   | <i>(In thousands, excluding per share amounts)</i> |             |                |                                   |             |                |
| Cost of ATM operating revenues  | \$ 93,601  | \$ 303      | \$ 93,904      | \$ 182,702                        | \$ 634      | \$ 183,336     |
| Total cost of revenues  | 97,263   | 303         | 97,566         | 190,528                           | 634         | 191,162        |
| Gross profit  | 29,712   | (303)       | 29,409         | 57,022                            | (634)       | 56,388         |
| Depreciation and accretion expense  | 10,039   | (61)        | 9,978          | 19,121                            | (111)       | 19,010         |
| Loss on disposal of assets <sup>(1)</sup>   |  | 1,115       | 1,115          |                                   | 2,435       | 2,435          |
| Total operating expenses <sup>(2)</sup>   | 24,340   | 1,054       | 25,394         | 46,476                            | 2,324       | 48,800         |
| Income from operations <sup>(2)</sup>   | 5,372  | (1,357)     | 4,015          | 10,546                            | (2,958)     | 7,588          |
| Other expense <sup>(2)</sup>  | 1,042  | (1,025)     | 17             | 2,103                             | (2,218)     | (115)          |
| Total other expense <sup>(2)</sup>  | 9,294  | (1,025)     | 8,269          | 18,495                            | (2,218)     | 16,277         |
| Loss before income taxes  | (3,922)  | (332)       | (4,254)        | (7,949)                           | (740)       | (8,689)        |
| Income tax (benefit) expense  | (540)  | (93)        | (633)          | 25                                | (206)       | (181)          |
| Net loss  | (3,382)  | (239)       | (3,621)        | (7,974)                           | (534)       | (8,508)        |
| Net loss attributable to controlling interests and available to common stockholders | (3,382)  | (239)       | (3,621)        | (7,974)                           | (534)       | (8,508)        |
| Net loss per common share basic and diluted   | (0.09)   |             | (0.09)         | (0.21)                            | (0.01)      | (0.22)         |

(1) Previously reported as a component of Other expense .

(2) Of the Adjustments presented above, \$1,025,000 and \$2,218,000 for the three and six months ended June 30, 2008, respectively, relates to the reclassification of Loss on disposal of assets from a

component of  
Other expense .

|   | Year Ended December 31, 2008                       |             |                | Year Ended December 31, 2007 |             |                |
|---|--|-------------|----------------|------------------------------|-------------|----------------|
|   | As<br>Reported                                     | Adjustments | As<br>Adjusted | As<br>Reported               | Adjustments | As<br>Adjusted |
|   | <i>(In thousands, excluding per share amounts)</i> |             |                |                              |             |                |
| Cost of ATM operating revenues  | \$ 361,902   | \$ 1,014    | \$ 362,916     | \$ 281,351                   | \$ 354      | \$ 281,705     |
| Total cost of revenues  | 377,527  | 1,014       | 378,541        | 293,293                      | 354         | 293,647        |
| Gross profit  | 115,487  | (1,014)     | 114,473        | 85,005                       | (354)       | 84,651         |
| Depreciation and accretion expense  | 39,414   | (250)       | 39,164         | 26,859                       | (78)        | 26,781         |
| Loss on disposal of assets <sup>(1)</sup>   |  | 5,807       | 5,807          |                              | 2,485       | 2,485          |
| Total operating expenses <sup>(2)</sup>   | 147,034  | 5,557       | 152,591        | 75,086                       | 2,407       | 77,493         |
| (Loss) Income from operations <sup>(2)</sup>  | (31,547)   | (6,571)     | (38,118)       | 9,919                        | (2,761)     | 7,158          |
| Minority interest in subsidiary <sup>(3)</sup>                                      | (1,022)  | 1,022       |                | (376)                        | 376         |                |
| Other expense (income) <sup>(2)</sup>   | 5,377  | (5,284)     | 93             | 1,585                        | (2,211)     | (626)          |
| Total other expense <sup>(2) (3)</sup>  | 37,552   | (4,262)     | 33,290         | 32,373                       | (1,835)     | 30,538         |
| Loss before income taxes  | (69,099)   | (2,309)     | (71,408)       | (22,454)                     | (926)       | (23,380)       |
| Income tax (benefit) expense  | 938  | 51          | 989            | 4,636                        | (159)       | 4,477          |
| Net loss  | (70,037)   | (2,360)     | (72,397)       | (27,090)                     | (767)       | (27,857)       |
| Net loss attributable to noncontrolling interests                                   |  | (1,022)     | (1,022)        |                              | (376)       | (376)          |
| Net loss attributable to controlling interests and available to common stockholders | (70,037)   | (1,338)     | (71,375)       | (63,362)                     | (391)       | (63,753)       |
| Net loss per common share basic and diluted   | (1.81)   | (0.03)      | (1.84)         | (4.11)                       | (0.02)      | (4.13)         |

(1) Previously reported as a component of Other expense .

(2) Of the Adjustments presented above, \$5,284,000 and \$2,211,000 for the years ended December 31, 2008 and 2007, respectively, relates to the reclassification



of Loss on  
disposal of  
assets from a  
component of  
Other expense .

- (3) Of the  
Adjustments  
presented  
above,  
\$1,022,000 and  
\$376,000 for the  
years ended  
December 31,  
2008 and 2007,  
respectively,  
relates to the  
reclassification  
of Minority  
interest in  
subsidiary to  
Net loss  
attributable to  
noncontrolling  
interests .

**Table of Contents***Consolidated Statement of Cash Flows:*

|   | <b>Six Months Ended June 30, 2008</b> |                                       |                    |
|---|---------------------------------------|---------------------------------------|--------------------|
|   | <b>As<br/>Reported</b>                | <b>Adjustments<br/>(In thousands)</b> | <b>As Adjusted</b> |
| Cash flows from operating activities:   |                                       |                                       |                    |
| Net loss  | \$ (7,974)                            | \$ (534)                              | \$ (8,508)         |
| Adjustments to reconcile net loss to net cash provided by operating activities: |                                       |                                       |                    |
| Depreciation, accretion, and amortization expense                               | 28,125                                | (111)                                 | 28,014             |
| Deferred income taxes   | (111)                                 | (206)                                 | (317)              |
| Loss on disposal of assets <sup>(1)</sup>                                       | 2,056                                 | 379                                   | 2,435              |
| Other reserves and non-cash items <sup>(1)</sup>                                | (3,643)                               | (162)                                 | (3,805)            |
| Net cash provided by operating activities                                       | 8,060                                 | (634)                                 | 7,426              |
| Cash flows from investing activities:   |                                       |                                       |                    |
| Additions to property and equipment   | (43,090)                              | 634                                   | (42,456)           |
| Net cash used in investing activities   | (43,570)                              | 634                                   | (42,936)           |

(1) Of the Adjustments presented above, \$162,000 relates to the reclassification of certain non-cash items previously included in Loss on disposal of assets to Other reserves and non-cash items .

**(3) Stock-Based Compensation**

The Company accounts for stock-based compensation arrangements under SFAS No. 123 (revised 2004), *Share-Based Payment*, which requires a company to calculate the fair value of stock-based instruments awarded to employees on the date of grant and recognize the calculated fair value, net of estimated forfeitures, as compensation expense over the requisite service periods of the related awards. The following table reflects the total stock-based compensation expense amounts included in the Consolidated Statements of Operations for the three and six month periods ended June 30:

|                                | <b>Three Months Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|--------------------------------|--|-------------|--------------------------------------|-------------|
|                                | <b>2009</b>                            | <b>2008</b> | <b>2009</b>                          | <b>2008</b> |
|                                | <i>(In thousands)</i>                  |             |                                      |             |
| Cost of ATM operating revenues | \$ 193                                 | \$ 132      | \$ 384                               | \$ 197      |

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|   |          |        |          |        |
|---|----------|--------|----------|--------|
| Selling, general, and administrative expenses | 869      | 413    | 1,736    | 614    |
| Total stock-based compensation expense        | \$ 1,062 | \$ 545 | \$ 2,120 | \$ 811 |

The increase in stock-based compensation expense during the three and six months ended June 30, 2009 was due to the issuance of 1,782,750 shares of restricted stock and 293,000 stock options to certain of its employees during 2008 and 2009. Both the restricted shares and the stock options were granted under the Company's 2007 Stock Incentive Plan.

*Options.* A summary of the Company's outstanding stock options as of June 30, 2009 and changes during the six months ended June 30, 2009 are presented below:

|  | <b>Number<br/>of Shares</b> | <b>Weighted<br/>Average<br/>Exercise Price</b> |
|--|-----------------------------|--|
| Options outstanding as of January 1, 2009          | 4,288,942                   | \$ 7.96  |
| Granted  | 40,000                      | \$ 2.11  |
| Exercised  | (8,051)                     | \$ 0.03  |
| Forfeited  | (44,807)                    | \$ 10.02                                       |
| Options outstanding as of June 30, 2009            | 4,276,084                   | \$ 7.90  |
| Options vested and exercisable as of June 30, 2009 | 3,416,352                   | \$ 7.20  |

The options granted in 2009 had a total grant-date fair value of approximately \$41,600, or \$1.04 per share.

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*Restricted Stock.* A summary of the Company's outstanding restricted shares as of June 30, 2009 and changes during the six months ended June 30, 2009 are presented below:

|   | <b>Number<br/>of Shares</b> |
|---|-----------------------------|
| Restricted shares outstanding as of January 1, 2009 | 1,679,250                   |
| Granted   | 100,000                     |
| Forfeited   | (195,000)                   |
| Vested  | (375,438)                   |
| Restricted shares outstanding as of June 30, 2009   | 1,208,812                   |

During the second quarter of 2009, the Company granted 100,000 restricted shares to certain members of its board of directors with a total grant-date fair value of \$290,000, or \$2.90 per share. Compensation expense associated with the restricted stock grants totaled approximately \$74,000 during the three and six month periods ended June 30, 2009, leaving approximately \$216,000 of unrecognized compensation cost associated with these shares as of June 30, 2009. Such amount will be amortized over the remainder of 2009. Additionally, as of June 30, 2009, there was approximately \$8.9 million in unrecognized compensation expense associated with prior restricted share grants.

**(4) Earnings per Share**

The Company reports its earnings per share in accordance with SFAS No. 128, *Earnings per Share*. Potentially dilutive securities are excluded from the calculation of diluted earnings per share (as well as their related income statement impacts) when their impact on net income (loss) available to common stockholders is anti-dilutive. Such securities include all outstanding stock options and all shares of restricted stock. For the three month period ended June 30, 2008, and for the six month periods ended June 30, 2009 and 2008, the Company incurred net losses and, accordingly, excluded all potentially dilutive securities from the calculation of diluted earnings per share as their impact on the net loss available to common stockholders was anti-dilutive. Dilutive securities were included in the calculation of diluted earnings per share for the three month period ended June 30, 2009 since the Company reported net income for the period.

Additionally, the shares of restricted stock issued by the Company have a non-forfeitable right to cash dividends, if and when declared by the Company. Accordingly, such restricted shares are considered to be participating securities pursuant to Financial Accounting Standards Board ( FASB ) Staff Position ( FSP ) Emerging Issues Task Force ( EITF ) 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities*. The Company has allocated the undistributed earnings for the three months ended June 30, 2009 among the Company's outstanding common shares and issued but unvested restricted shares as follows:

*Earnings per Share (in thousands, excluding share and per share amounts):*

|  | <b>Three months ended June 30, 2009</b> |                                  |
|--|---|----------------------------------|
|  | Common<br>Stock                         | Unvested<br>Restricted<br>Shares |
| Net income attributed to each class of common stock and participating security | \$ 2,398                                | \$ 90                            |
| Weighted-average shares outstanding Basic                                      | 39,032,087                              | 1,487,744                        |
| Weighted-average shares outstanding Diluted                                    | 39,651,363                              | 1,487,744                        |
| Earnings per share Basic and Diluted   | \$ 0.06                                 | \$ 0.06                          |

For the three months ended June 30, 2009, 5,805 potentially dilutive common shares related to restricted stock were excluded from the computation of diluted EPS for common shares as their effect was antidilutive.



**Table of Contents****(5) Comprehensive Income (Loss)**

SFAS No. 130, *Reporting Comprehensive Income*, establishes standards for reporting comprehensive income (loss) and its components in the financial statements. Total comprehensive income (loss) consisted of the following:

|  | Three Months Ended<br>June 30, |            | Six Months Ended<br>June 30, |            |
|--|--------------------------------|------------|------------------------------|------------|
|  | 2009                           | 2008       | 2009                         | 2008       |
|  | <i>(In thousands)</i>          |            |                              |            |
| Net income (loss)  | \$ 2,599                       | \$ (3,621) | \$ (2,438)                   | \$ (8,508) |
| Unrealized gains on interest rate hedges, net of taxes                     | 343                            | 18,421     | 1,536                        | 4,956      |
| Foreign currency translation adjustments                                   | 10,113                         | 157        | 8,697                        | (1,249)    |
| Total comprehensive income (loss)  | 13,055                         | 14,957     | 7,795                        | (4,801)    |
| Less: comprehensive income (loss) attributable to noncontrolling interests | 162                            | (14)       | 171                          | 10         |
| Comprehensive income (loss) attributable to controlling interests          | \$ 12,893                      | \$ 14,971  | \$ 7,624                     | \$ (4,811) |

Accumulated other comprehensive loss is displayed as a separate component of stockholders' deficit in the Consolidated Balance Sheets and consisted of the following:

|  | June 30, 2009         | December 31, 2008 |
|--|-----------------------|-------------------|
|  | <i>(In thousands)</i> |                   |
| Unrealized losses on interest rate hedges  | \$ (30,616)           | \$ (32,152)       |
| Foreign currency translation adjustments   | (23,176)              | (31,873)          |
| Total accumulated other comprehensive loss | \$ (53,792)           | \$ (64,025)       |

The Company currently believes that a majority of the unremitted earnings of its foreign subsidiaries will be reinvested in the foreign countries in which those subsidiaries operate for an indefinite period of time. Accordingly, no deferred taxes have been provided for the differences between the Company's book basis and underlying tax basis in those subsidiaries or the foreign currency translation adjustment amounts reflected in the tables above. Additionally, as a result of the Company's overall net loss position for tax purposes, the Company has not recorded deferred tax benefits on the loss amounts related to its interest rate swaps, as management does not currently believe the Company will be able to realize the benefits associated with its net deferred tax asset positions.

**(6) Intangible Assets*****Intangible Assets with Indefinite Lives***

The following table presents the net carrying amount of the Company's intangible assets with indefinite lives as of June 30, 2009, as well as the changes in the net carrying amounts for the six months ended June 30, 2009, by segment:

|  | Goodwill              |           |        | Trade Name |          | Total      |
|--|-----------------------|-----------|--------|------------|----------|------------|
|  | U.S.                  | U.K.      | Mexico | U.S.       | U.K.     |            |
|  | <i>(In thousands)</i> |           |        |            |          |            |
| Balance as of January 1, 2009            | \$ 150,461            | \$ 12,603 | \$ 720 | \$ 200     | \$ 2,922 | \$ 166,906 |
| Foreign currency translation adjustments |                       | 1,704     | (5)    |            | 395      | 2,094      |

Balance as of June 30, 2009      \$ 150,461      \$ 14,307      \$ 715      \$ 200      \$ 3,317      \$ 169,000

***Intangible Assets with Definite Lives***

The following is a summary of the Company's intangible assets that are subject to amortization as of June 30, 2009:

|   | <b>Gross</b>      |                       | <b>Net</b>       |
|---|-------------------|-----------------------|------------------|
|   | <b>Carrying</b>   | <b>Accumulated</b>    | <b>Carrying</b>  |
|   | <b>Amount</b>     | <b>Amortization</b>   | <b>Amount</b>    |
|   |                   | <i>(In thousands)</i> |                  |
| Customer and branding contracts/relationships | \$ 158,585        | \$ (72,895)           | \$ 85,690        |
| Deferred financing costs                      | 14,535            | (6,694)               | 7,841            |
| Exclusive license agreements                  | 5,475             | (2,885)               | 2,590            |
| Non-compete agreements                        | 432               | (128)                 | 304              |
| <b>Total</b>                                  | <b>\$ 179,027</b> | <b>\$ (82,602)</b>    | <b>\$ 96,425</b> |

**Table of Contents****(7) Accrued Liabilities**

Accrued liabilities consisted of the following:

|   | <b>June 30, 2009</b>  |           | <b>December 31, 2008</b> |
|---|-----------------------|-----------|--------------------------|
|   | <i>(In thousands)</i> |           |                          |
| Accrued merchant fees                   | \$ 11,588             | \$        | 10,291                   |
| Accrued interest expense                | 10,565                |           | 10,643                   |
| Accrued maintenance fees                | 6,663                 |           | 4,273                    |
| Accrued armored fees                    | 5,229                 |           | 5,372                    |
| Accrued compensation                    | 4,919                 |           | 3,396                    |
| Accrued merchant settlement amounts     | 3,856                 |           | 3,111                    |
| Accrued cash rental and management fees | 2,943                 |           | 3,693                    |
| Accrued processing costs                | 2,403                 |           | 1,804                    |
| Accrued purchases                       | 1,872                 |           | 1,085                    |
| Accrued interest rate swap payments     | 1,847                 |           | 1,836                    |
| Accrued ATM telecommunications costs    | 1,249                 |           | 1,916                    |
| Other accrued expenses                  | 4,292                 |           | 7,754                    |
| <b>Total</b>                            | <b>\$ 57,426</b>      | <b>\$</b> | <b>55,174</b>            |

**(8) Long-Term Debt**

The Company's long-term debt consisted of the following:

|   | <b>June 30, 2009</b>  |           | <b>December 31, 2008</b> |
|---|-----------------------|-----------|--------------------------|
|   | <i>(In thousands)</i> |           |                          |
| Revolving credit facility   | \$ 24,500             | \$        | 43,500                   |
| Senior subordinated notes due August 2013 (net of unamortized discounts of \$3.1 million and \$3.4 million as of June 30, 2009 and December 31, 2008) | 296,932               |           | 296,637                  |
| Other   | 7,014                 |           | 6,052                    |
| <b>Total</b>  | <b>328,446</b>        |           | <b>346,189</b>           |
| Less: current portion   | 1,748                 |           | 1,373                    |
| <b>Total long-term debt, excluding current portion</b>  | <b>\$ 326,698</b>     | <b>\$</b> | <b>344,816</b>           |

**Revolving Credit Facility**

In February 2009, the Company amended its revolving credit facility to (i) authorize the repurchase of common stock up to an aggregate of \$10.0 million; (ii) increase the amount of aggregate Investments (as such term is defined in the revolving credit facility) that the Company may make in non wholly-owned subsidiaries from \$10.0 million to \$20.0 million and correspondingly increase the aggregate amount of Investments that may be made in subsidiaries that are not Loan Parties (as such term is defined in the revolving credit facility) from \$25.0 million to \$35.0 million; (iii) increase the maximum amount of letters of credit that may be issued under the revolving credit facility from \$10.0 million to \$15.0 million; and (iv) modify the amount of capital expenditures that may be incurred on a rolling 12-month basis, as measured on a quarterly basis.

As of June 30, 2009, \$24.5 million of borrowings were outstanding under the Company's \$175.0 million revolving credit facility. Additionally, the Company had posted \$2.7 million in letters of credit under the facility in favor of the lessors under the Company's ATM equipment leases and \$4.3 million in letters of credit to secure the Company's borrowing under its United Kingdom subsidiary's overdraft facility (as further discussed below). These letters of



credit, which the applicable third parties may draw upon in the event the Company defaults on the related obligations, further reduce the Company's borrowing capacity under its revolving credit facility. As of June 30, 2009, the Company's available borrowing capacity under the facility, as determined under the earnings before interest expense, income taxes, depreciation and accretion expense, and amortization expense ( EBITDA ) and interest expense covenants contained in the agreement, totaled approximately \$143.5 million. As of June 30, 2009, the Company was in compliance with all applicable covenants and ratios under the facility.

**Table of Contents****Other Facilities**

*Cardtronics Mexico equipment financing agreements.* As of June 30, 2009, other long-term debt consisted of seven separate equipment financing agreements entered into by Cardtronics Mexico. These agreements, which are denominated in Mexican pesos and bear interest at an average fixed rate of 10.98%, were utilized for the purchase of additional ATMs to support the Company's Mexico operations. Pursuant to the terms of the equipment financing agreements, the Company has issued a guaranty for 51.0% of the obligations under these agreements (consistent with its ownership percentage in Cardtronics Mexico.) As of June 30, 2009, the total amount of the guaranty was \$47.2 million pesos (approximately \$3.6 million U.S.).

*Bank Machine overdraft facility.* In addition to Cardtronics, Inc.'s \$175.0 million revolving credit facility, Bank Machine Ltd., the Company's wholly-owned subsidiary operating in the United Kingdom, has a £1.0 million overdraft facility. This facility, which bears interest at 1.75% over the bank's base rate (0.5% as of June 30, 2009) and is secured by a letter of credit posted under the Company's corporate revolving credit facility, is utilized for general corporate purposes for the Company's United Kingdom operations. As of June 30, 2009, no amounts were outstanding under this facility.

**(9) Asset Retirement Obligations**

Asset retirement obligations consist primarily of costs to deinstall the Company's ATMs and costs to restore the ATM sites to their original condition. In most cases, the Company is legally required to perform this deinstallation and restoration work. In accordance with SFAS No. 143, *Asset Retirement Obligations*, for each group of ATMs, the Company has recognized the fair value of a liability for an asset retirement obligation and capitalized that cost as part of the cost basis of the related asset. The related assets are being depreciated on a straight-line basis over the estimated useful lives of the underlying ATMs, and the related liabilities are being accreted to their full value over the same period of time.

The following table is a summary of the changes in Company's asset retirement obligation liability for the six months ended June 30, 2009 (*in thousands*):

|   |    |         |
|---|----|---------|
| Asset retirement obligation as of January 1, 2009 | \$ | 21,069  |
| Additional obligations                            |    | 1,522   |
| Accretion expense                                 |    | 973     |
| Payments  |    | (1,783) |
| Foreign currency translation adjustments          |    | 996     |
| Asset retirement obligation as of June 30, 2009   | \$ | 22,777  |

See *Note 12* for additional disclosures on the Company's asset retirement obligations required by SFAS No. 157, *Fair Value Measurements*.

**(10) Other Liabilities**

Other liabilities consisted of the following:

|  | June 30, 2009         | December 31, 2008 |
|--|-----------------------|-------------------|
|  | <i>(In thousands)</i> |                   |
| <i>Current Portion of Other Long-Term Liabilities:</i>     |                       |                   |
| Interest rate swaps  | \$ 19,834             | \$ 13,788         |
| Obligations associated with acquired unfavorable contracts | 3,677                 | 8,203             |
| Deferred revenue   | 1,954                 | 1,879             |
| Other  | 390                   | 432               |
| Total  | \$ 25,855             | \$ 24,302         |

*Other Long-Term Liabilities:*

|                             |    |        |    |        |
|-----------------------------|----|--------|----|--------|
| Interest rate swaps         | \$ | 10,782 | \$ | 18,364 |
| Deferred revenue            |    | 2,922  |    | 3,604  |
| Other long-term liabilities |    | 3,808  |    | 1,999  |
| Total                       | \$ | 17,512 | \$ | 23,967 |

The decline in the non-current portion of other long-term liabilities was primarily the result of the reclassification of unrealized losses on the Company's interest rate swap transactions from long-term to current.

**Table of Contents****(11) Derivative Financial Instruments****Accounting Policy**

SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities, as amended* ( SFAS No. 133 ), requires that the Company recognize all of its derivative instruments as either assets or liabilities in the balance sheet at fair value. The accounting for changes in the fair value (e.g., gains or losses) of those derivative instruments depends on (i) whether such instruments have been designated (and qualify) as part of a hedging relationship and (ii) on the type of hedging relationship actually designated. For derivative instruments that are designated and qualify as hedging instruments, the Company must designate the hedging instrument, based upon the exposure being hedged, as a cash flow hedge, a fair value hedge, or a hedge of a net investment in a foreign operation. In addition to SFAS No. 133, SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities* ( SFAS No. 161 ), requires that the Company provide expanded qualitative and quantitative disclosures about its derivative instruments. The Company adopted SFAS No. 161 effective January 1, 2009 and has provided the additional disclosures required by such statement below.

The Company is exposed to certain risks relating to its ongoing business operations, including interest rate risk associated with the Company's vault cash rental obligations and, to a lesser extent, outstanding borrowings under the Company's revolving credit facility. The Company is also exposed to foreign currency rate risk with respect to its investments in its foreign subsidiaries, most notably its investment in Bank Machine in the United Kingdom. While the Company does not currently utilize derivative instruments to hedge its foreign currency rate risk, it does utilize interest rate swap contracts to manage the interest rate risk associated with its vault cash rental obligations in the United States and the United Kingdom. The Company does not currently utilize any derivative instruments to manage the interest rate risk associated with its vault cash rental obligations in Mexico, nor does it utilize derivative instruments to manage the interest rate risk associated with the borrowings outstanding under its revolving credit facility.

As of June 30, 2009, the notional amounts, weighted-average fixed rates, and terms associated with the Company's interest rate swap contracts were as follows:

| Notional Amounts | Notional Amounts United Kingdom<br>(In thousands) | Notional Amounts Consolidated <sup>(1)</sup> | Weighted Average Fixed Rate | Term                                |
|------------------|---|--|-----------------------------|-------------------------------------|
| \$ 550,000       | £   | \$ 550,000                                   | 4.30%                       | July 1, 2009 – December 31, 2009    |
| \$ 600,000       | £ 50,000  | \$ 682,936                                   | 3.92%                       | January 1, 2010 – December 31, 2010 |
| \$ 550,000       | £ 50,000  | \$ 632,936                                   | 3.66%                       | January 1, 2011 – December 31, 2011 |
| \$ 350,000       | £ 25,000  | \$ 391,468                                   | 3.82%                       | January 1, 2012 – December 31, 2012 |
| \$ 100,000       | £   | \$ 100,000                                   | 4.11%                       | January 1, 2013 – December 31, 2013 |

(1) United Kingdom pound sterling amounts have been converted into United States

dollars at  
\$1.65873 to  
£1.00, which  
was the  
exchange rate in  
effect as of June  
30, 2009.

In accordance with SFAS No. 133, the Company has designated its interest rate swap contracts as cash flow hedges of the Company's forecasted vault cash rental obligations. Accordingly, changes in the fair values of the related interest rate swap contracts have been reported in accumulated other comprehensive loss in the Consolidated Balance Sheets. As a result of the Company's overall net loss position for tax purposes, the Company has not recorded deferred tax benefits on the loss amounts related to these interest rate swap contracts as management does not currently believe that the Company will be able to realize the benefits associated with its net deferred tax asset positions.

***Cash Flow Hedging Strategy***

For derivative instruments that are designated and qualify as a cash flow hedge (i.e., hedging the exposure to variability in expected future cash flows attributable to a particular risk), the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income/loss (OCI) and reclassified into earnings in the same line item associated with the forecasted transaction and in the same period or periods during which the hedge transaction affects earnings. Gains and losses on the derivative instrument representing either hedge ineffectiveness or hedge components that are excluded from the assessment of effectiveness are recognized in earnings. However, because the Company currently only utilizes fixed-for-floating interest rate swaps in which the underlying pricing terms agree, in all material respects, with the pricing terms of the Company's domestic vault cash rental obligations, the amount of ineffectiveness associated with such interest rate swap contracts has historically been immaterial. Accordingly, no ineffectiveness amounts have been recorded in the Company's consolidated financial statements.

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The interest rate swap contracts entered into with respect to the Company's vault cash rental obligations effectively modify the Company's exposure to interest rate risk by converting a portion of the Company's monthly floating-rate vault cash rental obligations to a fixed rate. Such contracts are in place through December 31, 2012 for the Company's United Kingdom vault cash rental obligations, and December 31, 2013 for the Company's United States vault cash rental obligations. By converting such amounts to a fixed rate, the impact of future interest rate changes (both favorable and unfavorable) on the Company's monthly vault cash rental expense amounts has been reduced. The interest rate swap contracts involve the receipt of floating rate amounts from the Company's counterparties that match, in all material respects, the floating rate amounts required to be paid by the Company to its vault cash providers for the portions of the Company's outstanding vault cash obligations that have been hedged. In return, the Company pays the interest rate swap counterparties a fixed rate amount per month based on the same notional amounts outstanding. At no point is there an exchange of the underlying principal or notional amounts associated with the interest rate swaps. Additionally, none of the Company's existing interest rate swap contracts contain credit-risk-related contingent features.

**Tabular Disclosures**

The following tables depict the effects of the use of derivative contracts on the Company's Consolidated Balance Sheets and Consolidated Statements of Operations.

**Balance Sheet Data**

| <b>Derivatives Designated as Hedging Instruments Under SFAS No. 133</b> | <b>Liability Derivative Instruments</b>        |                   |  |                   |
|---|--|-------------------|--|-------------------|
|   | <b>June 30, 2009</b>                           |                   | <b>December 31, 2008</b>                       |                   |
|   | <b>Balance Sheet Location</b>                  | <b>Fair Value</b> | <b>Balance Sheet Location</b>                  | <b>Fair Value</b> |
|   |  |                   |  |                   |
| Interest rate swap contracts  | Current portion of other long-term liabilities | \$ 19,834         | Current portion of other long-term liabilities | \$ 13,788         |
| Interest rate swap contracts  | Other long-term liabilities                    | 10,782            | Other long-term liabilities                    | 18,364            |
| Total   |  | \$ 30,616         |  | \$ 32,152         |

The Company does not currently have any derivative instruments that are not designated as hedging instruments under SFAS No. 133. Additionally, all of the Company's derivative instruments that were designated as hedging instruments under SFAS No. 133 were in a liability position as of June 30, 2009 and December 31, 2008. Accordingly, no asset derivative instrument positions have been reflected in the table above.

**Statements of Operations Data**

| <b>Derivatives in SFAS No. 133 Cash Flow Hedging</b> | <b>Three Months Ended June 30,</b>                           |   |   |
|--|--|---|---|
|  | <b>Amount of Gain (Loss) Recognized in OCI on Derivative</b> | <b>Location of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective</b> | <b>Amount of Loss Reclassified from Accumulated OCI into Income (Effective Portion)</b> |
|  |  |   |   |

| <b>Relationships</b>         | <b>Instruments<br/>(Effective Portion)</b> |             | <b>Portion)</b>                   | <b>2009</b>           |    | <b>2008</b>           |  |
|------------------------------|--|-------------|-----------------------------------|-----------------------|----|-----------------------|--|
|                              | <b>2009</b>                                | <b>2008</b> |                                   | <b>(In thousands)</b> |    | <b>(In thousands)</b> |  |
| Interest rate swap contracts | \$ 5,934                                   | \$ 21,551   | Cost of ATM<br>operating revenues | \$ (5,591)            | \$ | (3,130)               |  |

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|  | Amount of Gain<br>(Loss)<br>Recognized in OCI on<br>Derivative<br>Instruments<br>(Effective Portion)<br>2009 2008<br>(In thousands) |  | Six Months Ended June 30,<br>Location of Gain<br>(Loss)<br>Reclassified from<br>Accumulated OCI<br>into<br>Income (Effective<br>Portion) | Amount of Loss Reclassified<br>from<br>Accumulated OCI into<br>Income<br>(Effective Portion)<br>2009 2008<br>(In thousands) |  |
|--|---|--|--|---|--|
|--|---|--|--|---|--|

|                                    |           |          |                                   |             |            |
|------------------------------------|-----------|----------|-----------------------------------|-------------|------------|
| Derivatives in SFAS No. 133        |           |          | Cost of ATM<br>operating revenues |             |            |
| Cash Flow Hedging<br>Relationships | \$ 12,574 | \$ 9,973 |                                   | \$ (11,038) | \$ (5,017) |

The Company does not currently have any derivative instruments that have been designated as fair value or net investment hedges pursuant to SFAS No. 133. Additionally, the Company does not recognize any gains or losses related to the ineffective portion of its interest rate swaps as such amounts have historically been, and, based on the Company's analysis as of June 30, 2009, are expected to continue to be, immaterial. Furthermore, the Company has not historically, and does not currently anticipate, discontinuing its existing derivative instruments prior to their expiration date. However, if the Company concludes that it is no longer probable that the anticipated future vault cash rental obligations that have been hedged will occur, or if changes are made to the underlying terms and conditions of the Company's vault cash rental agreements, thus creating some amount of ineffectiveness associated with the Company's current interest rate swap contracts, any resulting gains or losses will be recognized within the Other expense (income) line item of the Company's Consolidated Statements of Operations.

As of June 30, 2009, the Company expects to reclassify \$19.8 million of net derivative-related losses contained within accumulated OCI to earnings during the next twelve months concurrent with the recording of the related vault cash rental expense amounts.

See Note 12 for additional disclosures on the Company's interest rate swap contracts required by SFAS No. 157, *Fair Value Measurements*.

**(12) Fair Value Measurements**

The Company adopted the provisions of SFAS No. 157, *Fair Value Measurements*, on January 1, 2008, with the exception of the application of the statement to non-financial assets and non-financial liabilities measured at fair value on a nonrecurring basis. Effective January 1, 2009, in accordance with FSP No. 157-2, *Effective Date of Financial Accounting Standards Board (FASB) Statement No. 157*, the Company adopted the provisions of SFAS No. 157 for non-financial assets and non-financial liabilities, which include those measured at fair value in goodwill impairment testing, indefinite-lived intangible assets measured at fair value for impairment assessment, non-financial long-lived assets measured at fair value for impairment assessment, asset retirement obligations initially measured at fair value, and those initially measured at fair value in a business combination. The adoption did not have an impact on the Company's financial statements.

The following table provides the liabilities carried at fair value measured on a recurring basis as of June 30, 2009:

|   | Total<br>Carrying<br>Value | Fair Value Measurements |           |         |
|---|----------------------------|-------------------------|-----------|---------|
|   |                            | Level 1                 | Level 2   | Level 3 |
| Liabilities associated with interest rate swaps | \$ 30,616                  | \$                      | \$ 30,616 | \$      |

The following table provides the liabilities measured at fair value on a non-recurring basis at June 30, 2009. These items are included in the asset retirement obligations line in the Company's Consolidated Balance Sheet:



|   | <b>Total<br/>Carrying<br/>Value</b> | <b>Fair Value Measurements</b> |                |                |
|---|-------------------------------------|--------------------------------|----------------|----------------|
|   |                                     | <b>Level 1</b>                 | <b>Level 2</b> | <b>Level 3</b> |
| Asset retirement obligations liabilities added<br>during the six months ended June 30, 2009 | \$ 1,522                            | \$                             | \$             | \$ 1,522       |

*(In thousands)*

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The following is a description of the Company's valuation methodology for assets and liabilities measured at fair value:

*Cash and cash equivalents, accounts and notes receivable, net of the allowance for doubtful accounts, other current assets, accounts payable, accrued expenses, and other current liabilities.* These financial instruments are not carried at fair value, but are carried at amounts that approximate fair value due to their short-term nature and generally negligible credit risk.

*Interest rate swaps.* These financial instruments are carried at fair value, calculated as the present value of amounts estimated to be received or paid to a marketplace participant in a selling transaction. These derivatives are valued using pricing models based on significant other observable inputs (Level 2 inputs), while taking into account the creditworthiness of the party that is in the liability position with respect to each trade.

*Additions to asset retirement obligation liability.* The Company estimates the fair value of additions to its asset retirement obligation liability using expected future cash outflows discounted at the Company's credit-adjusted risk-free interest rate.

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

SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*, requires the disclosure of the estimated fair value of the Company's financial instruments. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. SFAS No. 107 does not require the disclosure of the fair value of lease financing arrangements and non-financial instruments, including intangible assets such as goodwill and the Company's merchant contracts/relationships.

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*. This FSP amends SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*, to require publicly-traded companies, as defined in APB Opinion No. 28, *Interim Financial Reporting*, to provide disclosures on the fair value of financial instruments in interim financial statements. The Company adopted this standard effective June 30, 2009 and has provided the additional disclosures required below.

The carrying amount of the Company's cash and cash equivalents and other current assets and liabilities approximates fair value due to the relatively short maturities of these instruments. The fair value of the Company's interest rate swaps was a liability of \$30.6 million as of June 30, 2009. Please refer to *Note 11* for information on how the fair value of these swaps was calculated. The carrying amount of the long-term debt balance related to borrowings under the Company's revolving credit facility approximates fair value due to the fact that such borrowings are subject to short-term floating market interest rates. As of June 30, 2009, the fair value of the Company's \$300.0 million senior subordinated notes (see *Note 8*) totaled \$271.5 million, based on the quoted market price for such notes as of June 30, 2009.

**(13) Commitments and Contingencies*****Legal and Other Regulatory Matters***

In June 2006, Duane Reade, Inc. (Customer), one of the Company's merchant customers filed a complaint in the New York State Supreme Court alleging that the Company had breached its ATM operating agreement with the Customer by failing to pay the Customer the proper amount of fees under the agreement. Cardtronics denied any improper payment of fees. On May 8, 2009, Cardtronics and Duane Reade settled this lawsuit. In connection with that settlement, under which neither side admitted any wrongdoing, the Company agreed to terminate its ATM placement agreement with Duane Reade no later than October 31, 2009, and the related bank branding agreement associated with those ATMs. In connection with these terminations, Cardtronics made a termination payment to Duane Reade and received a termination payment from the associated bank branding partner, the net effect of which was not material to the Company's financial condition or results of operations.



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In the fall of 2008, the Company was made a party to *Nathanson v. Cardtronics, Inc. et. al.*, a lawsuit concerning balance inquiry transactions at the Company's ATMs located in California. The plaintiff alleged that the ATMs of the companies named in the lawsuit violated California state laws by not disclosing the possibility that consumers financial institutions would impose fees for balance inquiry transactions conducted through the Company's ATMs. The plaintiff sought unspecified damages and injunctive relief for himself and a class of other consumers who allegedly paid such fees without notice in the four-year period prior to the filing of the lawsuit. The lawsuit was originally filed on or about October 21, 2008 in the Superior Court of California, County of Los Angeles, and the Company removed the lawsuit to the United States District Court, Central District of California. On July 24, 2009, the Company and the plaintiff entered into a settlement agreement wherein all claims were dismissed without the Company admitting any liability. Under the settlement agreement, the Company made a one-time payment to the plaintiff, which did not have a material impact upon the Company's operations.

In June 2004, the Company acquired from E\*Trade Access, Inc. (E\*Trade) a portfolio of several thousand ATMs. In connection with that acquisition, the Company assumed E\*Trade's position in that lawsuit in the United States District Court for the District of Massachusetts wherein the Commonwealth of Massachusetts (the Commonwealth) and the National Federation of the Blind (the NFB) has sued E\*Trade alleging that E\*Trade had the obligation to make its ATMs accessible to blind patrons via voice guidance. In June 2007, the Company, the Commonwealth, and the NFB entered into a class action settlement agreement regarding this matter. The Court approved the settlement in December 2007. The Company has requested a modification to the settlement agreement so as to permit it to upgrade or replace approximately 2,200 non-voice guided ATMs that it acquired in July 2007 over a period of time longer than originally contemplated by the 2007 settlement agreement. The Commonwealth and NFB are considering our proposal, but as of this date have not yet indicated whether they will accept it. If they demand a quicker conversion of these ATMs to voice-guidance and the Company agrees (or is ordered by the Court to comply with such demands), the Company's capital budget for 2009 and 2010 may have to be increased.

In addition to the above items, the Company is subject to various legal proceedings and claims arising in the ordinary course of its business. The Company has provided reserves where necessary for all claims and the Company's management does not expect the outcome in any of these legal proceedings, individually or collectively, to have a material adverse effect on the Company's financial condition or results of operations.

**Other Commitments**

**Asset Retirement Obligations.** The Company's asset retirement obligations consist primarily of deinstallation costs of the ATM and costs to restore the ATM site to its original condition. In most cases, the Company is legally required to perform this deinstallation and restoration work. The Company had \$22.8 million accrued for these liabilities as of June 30, 2009. For additional information on the Company's asset retirement obligations, see *Note 9*.

**(14) Income Taxes**

Income tax expense based on the Company's loss before income taxes was as follows for the three month periods ended June 30:

|                              | Three Months Ended<br>June 30, |          | Six Months Ended<br>June 30, |          |
|------------------------------|--------------------------------|----------|------------------------------|----------|
|                              | 2009                           | 2008     | 2009                         | 2008     |
|                              | <i>(In thousands)</i>          |          | <i>(In thousands)</i>        |          |
| Income tax expense (benefit) | \$ 1,016                       | \$ (633) | \$ 2,033                     | \$ (181) |
| Effective tax rate           | 28.1%                          | 14.9%    | (502.0)%                     | 2.1%     |

The Company has established valuation allowances for its net deferred tax asset positions in all of its jurisdictions and is currently not recording any income tax benefits on current losses in those jurisdictions as it believes it is more likely than not that such benefits will not be realized. In addition, during the three and six month periods ended June 30, 2009, the Company increased its domestic valuation allowance by approximately \$0.9 million and \$1.9 million, respectively, resulting in the negative effective tax rate reflected above for the six month period ended June 30, 2009. The lower effective tax rates in 2008 were due to the recognition of certain deferred tax benefits in the Company's United Kingdom jurisdiction as the Company did not begin establishing valuation allowances in that jurisdiction until

the fourth quarter of 2008. Finally, the Company is in a taxable income position with respect to its domestic state income taxes, which further contributed to the negative effective tax rate reflected above for the six month period ended June 30, 2009.

**Table of Contents****(15) Segment Information**

As of June 30, 2009, the Company's operations consisted of its United States, United Kingdom, and Mexico segments. While each of these reporting segments provides similar kiosk-based and/or ATM-related services, each segment is currently managed separately, as they require different marketing and business strategies.

Management uses EBITDA to assess the operating results and effectiveness of its segments. Management believes EBITDA is useful because it allows them to more effectively evaluate the Company's operating performance and compare the results of its operations from period to period without regard to its financing methods or capital structure. Additionally, the Company excludes depreciation, accretion, and amortization expense as these amounts can vary substantially from company to company within its industry depending upon accounting methods and book values of assets, capital structures and the method by which the assets were acquired. EBITDA, as defined by the Company, may not be comparable to similarly titled measures employed by other companies and is not a measure of performance calculated in accordance with U.S. GAAP. Therefore, EBITDA should not be considered in isolation or as a substitute for operating income, net income, cash flows from operating, investing, and financing activities or other income or cash flow statement data prepared in accordance with U.S. GAAP.

Below is a reconciliation of EBITDA to net loss attributable to controlling interests for the three and six month periods ended June 30, 2009 and 2008:

|  | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|--|---------------------------|-------------|-------------------------|-------------|
|  | <b>June 30,</b>           |             | <b>June 30,</b>         |             |
|  | <b>2009</b>               | <b>2008</b> | <b>2009</b>             | <b>2008</b> |
|  | <i>(In thousands)</i>     |             | <i>(In thousands)</i>   |             |
| EBITDA   | \$ 26,190                 | \$ 18,477   | \$ 44,584               | \$ 35,717   |
| Depreciation and accretion expense   | 9,935                     | 9,978       | 19,574                  | 19,010      |
| Amortization expense   | 4,504                     | 4,501       | 9,031                   | 9,004       |
| Interest expense, net, including amortization of deferred financing costs and bond discounts | 8,247                     | 8,252       | 16,526                  | 16,392      |
| Income tax expense (benefit)   | 1,016                     | (633)       | 2,033                   | (181)       |
| Net income (loss) attributable to controlling interests                                      | \$ 2,488                  | \$ (3,621)  | \$ (2,580)              | \$ (8,508)  |

The following tables reflect certain financial information for each of the Company's reporting segments for the three and six month periods ended June 30, 2009 and 2008. All intercompany transactions between the Company's reporting segments have been eliminated.

|  | <b>For the Three Month Period Ended June 30, 2009</b> |                       |               |                     |              |
|--|---|-----------------------|---------------|---------------------|--------------|
|  | <b>United States</b>                                  | <b>United Kingdom</b> | <b>Mexico</b> | <b>Eliminations</b> | <b>Total</b> |
|  | <i>(In thousands)</i>                                 |                       |               |                     |              |
| Revenue from external customers                              | \$ 102,270  | \$ 18,031             | \$ 4,347      | \$                  | \$ 124,648   |
| Intersegment revenues  | 512   |                       |               | (512)               |              |
| Cost of revenues   | 71,248  | 13,085                | 3,307         | (512)               | 87,128       |
| Selling, general, and administrative expenses <sup>(1)</sup> | 9,050   | 1,268                 | 266           |                     | 10,584       |
| Loss on disposal of assets                                   | 995   | 681                   |               |                     | 1,676        |
| EBITDA   | 22,393  | 3,057                 | 850           | (110)               | 26,190       |

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|   |          |          |        |     |          |
|---|----------|----------|--------|-----|----------|
| Depreciation and accretion expense                          | 6,768    | 2,727    | 445    | (5) | 9,935    |
| Amortization expense  | 4,051    | 443      | 10     |     | 4,504    |
| Interest expense, net                                       | 6,817    | 1,260    | 170    |     | 8,247    |
| Capital expenditures, excluding acquisitions <sup>(2)</sup> | \$ 3,257 | \$ 2,106 | \$ 460 | \$  | \$ 5,823 |

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|   | <b>For the Three Month Period Ended June 30, 2008</b> |                            |                       |                     |               |
|---|---|----------------------------|-----------------------|---------------------|---------------|
|   | <b>United States</b>                                  | <b>United Kingdom</b>      | <b>Mexico</b>         | <b>Eliminations</b> | <b>Total</b>  |
|   |   |                            |                       |                     |               |
|   |   |                            | <i>(In thousands)</i> |                     |               |
| Revenue from external customers                             | \$ 104,051  | \$ 19,701                  | \$ 3,223              | \$                  | \$ 126,975    |
| Intersegment revenues                                       | 365   |                            |                       | (365)               |               |
| Cost of revenues  | 77,343  | 17,843 <sup>(1)</sup>      | 2,745                 | (365)               | 97,566        |
| Selling, general, and administrative expenses               | 7,985   | 1,538                      | 277                   |                     | 9,800         |
| Loss on disposal of assets                                  | 656   | 459                        |                       |                     | 1,115         |
| <b>EBITDA</b>   | <b>18,683</b>   | <b>(255)<sup>(1)</sup></b> | <b>49</b>             |                     | <b>18,477</b> |
| Depreciation and accretion expense                          | 6,583   | 2,994                      | 406                   | (5)                 | 9,978         |
| Amortization expense  | 3,952   | 536                        | 13                    |                     | 4,501         |
| Interest expense, net                                       | 6,607   | 1,432                      | 213                   |                     | 8,252         |
| Capital expenditures, excluding acquisitions <sup>(2)</sup> | \$ 6,115  | \$ 8,376                   | \$ 2,696              | \$                  | \$ 17,187     |

|  | <b>For the Six Month Period Ended June 30, 2009</b> |                       |                       |                     |               |
|--|---|-----------------------|-----------------------|---------------------|---------------|
|  | <b>United States</b>                                | <b>United Kingdom</b> | <b>Mexico</b>         | <b>Eliminations</b> | <b>Total</b>  |
|  |   |                       |                       |                     |               |
|  |   |                       | <i>(In thousands)</i> |                     |               |
| Revenue from external customers                              | \$ 199,037  | \$ 32,808             | \$ 8,148              | \$                  | \$ 239,993    |
| Intersegment revenues  | 886   |                       |                       | (886)               |               |
| Cost of revenues   | 142,030   | 23,792                | 6,235                 | (886)               | 171,171       |
| Selling, general, and administrative expenses <sup>(3)</sup> | 18,686  | 2,285                 | 468                   |                     | 21,439        |
| Loss on disposal of assets                                   | 1,390   | 2,394                 |                       |                     | 3,784         |
| <b>EBITDA</b>  | <b>38,901</b>                                       | <b>4,348</b>          | <b>1,467</b>          | <b>(132)</b>        | <b>44,584</b> |
| Depreciation and accretion expense                           | 13,573  | 5,163                 | 848                   | (10)                | 19,574        |
| Amortization expense   | 8,170   | 842                   | 19                    |                     | 9,031         |
| Interest expense, net  | 13,739  | 2,476                 | 311                   |                     | 16,526        |
| Capital expenditures, excluding acquisitions <sup>(2)</sup>  | \$ 6,312  | \$ 3,873              | \$ 614                | \$                  | \$ 10,799     |

|  | <b>For the Six Month Period Ended June 30, 2008</b> |                       |                       |                     |              |
|--|---|-----------------------|-----------------------|---------------------|--------------|
|  | <b>United States</b>                                | <b>United Kingdom</b> | <b>Mexico</b>         | <b>Eliminations</b> | <b>Total</b> |
|  |   |                       |                       |                     |              |
|  |   |                       | <i>(In thousands)</i> |                     |              |



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|   |               |                            |            |       |               |
|---|---------------|----------------------------|------------|-------|---------------|
| Revenue from external customers                             | \$ 204,404    | \$ 37,341                  | \$ 5,805   | \$    | \$ 247,550    |
| Intersegment revenues                                       | 365           |                            |            | (365) |               |
| Cost of revenues  | 154,029       | 32,566 <sup>(1)</sup>      | 4,932      | (365) | 191,162       |
| Selling, general, and administrative expenses               | 15,310        | 2,466                      | 575        |       | 18,351        |
| Loss on disposal of assets                                  | 1,528         | 907                        |            |       | 2,435         |
| <b>EBITDA</b>   | <b>34,310</b> | <b>1,231<sup>(1)</sup></b> | <b>176</b> |       | <b>35,717</b> |
| Depreciation and accretion expense                          | 12,696        | 5,626                      | 715        | (27)  | 19,010        |
| Amortization expense  | 7,905         | 1,074                      | 25         |       | 9,004         |
| Interest expense, net                                       | 13,110        | 2,888                      | 394        |       | 16,392        |
| Capital expenditures, excluding acquisitions <sup>(2)</sup> | \$ 21,958     | \$ 18,232                  | \$ 2,763   | \$    | \$ 42,953     |

(1) During the second quarter of 2008, we experienced a significant increase in transactions conducted on our ATMs in the United Kingdom with counterfeit credit cards. Due to a delay in the completion of our Europay MasterCard Visa ( EMV ) security standard certification with the network whose brand was on those cards, we are liable under the network's rules for the resulting claims, which totaled approximately

\$1.3 million. As a result, our cost of revenues and EBITDA were negatively impacted by the \$1.3 million charge during the three and six month periods ended June 30, 2008.

- (2) Capital expenditure amounts include payments made for exclusive license agreements and site acquisition costs. Additionally, capital expenditure amounts for Mexico are reflected gross of any noncontrolling interest amounts.
- (3) Selling, general, and administrative expenses for the six months ended June 30, 2009 includes \$1.2 million in severance costs associated with the departure of the Company's former Chief Executive Officer in March 2009.



**Table of Contents****Identifiable Assets:**

|                | <b>June 30, 2009</b>  | <b>December 31, 2008</b> |
|----------------|-----------------------|--------------------------|
|                | <i>(In thousands)</i> |                          |
| United States  | \$ 705,177            | \$ 733,921               |
| United Kingdom | 83,810                | 74,876                   |
| Mexico         | 13,011                | 11,736                   |
| Eliminations   | (333,862)             | (339,705)                |
| <b>Total</b>   | <b>\$ 468,136</b>     | <b>\$ 480,828</b>        |

**(16) New Accounting  
Pronouncements****Adopted**

In addition to its adoption of SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities*, (see *Note 11*) and the provisions of SFAS No. 157, *Fair Value Measurements*, to non-financial assets and non-financial liabilities measured at fair value on a nonrecurring basis (see *Note 12*), the Company adopted the following pronouncements effective January 1, 2009:

*Noncontrolling Interests.* SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51*, provides guidance on the presentation of minority interests in the financial statements and the accounting for and reporting of transactions between the reporting entity and the holders of noncontrolling interests. This standard requires that minority interests be presented as a separate component of stockholders' equity rather than as a mezzanine item between liabilities and stockholders' equity and requires that minority interests be presented as a separate caption in the income statement. In addition, this standard requires all transactions with minority interest holders, including the issuance and repurchase of minority interests, be accounted for as equity transactions unless a change in control of the subsidiary occurs. The provisions of SFAS No. 160 are to be applied prospectively with the exception of reclassifying noncontrolling interests to equity and recasting consolidated net income (loss) to include net income (loss) attributable to both the controlling and noncontrolling interests, which are required to be adopted retrospectively. The Company adopted the provisions of SFAS No. 160 on January 1, 2009. As a result of the adoption, the Company has reported noncontrolling interests as a component of equity in the Consolidated Balance Sheets and the net income attributable to noncontrolling interests has been separately identified in the Consolidated Statements of Operations. The prior period presentation has been modified to conform to the current classification required by SFAS No. 160.

*Business Combinations.* SFAS No. 141R, *Business Combinations*, provides revised guidance on the accounting for acquisitions of businesses. This standard changed the previous guidance on business combinations and now requires that all acquired assets, liabilities, minority interest, and certain contingencies, including contingent consideration, be measured at fair value, and certain other acquisition-related costs, including costs of a plan to exit an activity or terminate and relocate employees, be expensed rather than capitalized. SFAS No. 141R applies to acquisitions effective after December 31, 2008. The Company will apply the requirements of the statement to future business combinations, and the impact of the Company's adoption will depend upon the nature and terms of business combinations, if any, that the Company consummates in the future.

*Useful Life of Intangible Assets.* FSP FAS 142-3, *Determination of the Useful Life of Intangible Assets*, amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, *Goodwill and Other Intangible Assets* (SFAS No. 142). The intent of FSP FAS 142-3 is to improve the consistency between the useful life of a recognized intangible asset under SFAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS 141R (discussed above) and other applicable accounting literature. The Company will (1) apply the useful life estimation provisions of FSP FAS 142-3 to all intangible assets associated with new or renewed contracts on a prospective basis

and (2) apply the disclosure provisions to all intangible assets.

*Unvested Participating Securities.* FSP EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities*, states that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. The initial adoption of this standard did not impact the Company's financial position or results of operations as the Company reported a net loss for the three month period ended March 31, 2009. However, the provisions of this standard have been applied to the Company's earnings per share calculation for the three month period ended June 30, 2009, contained elsewhere herein.

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*Interim Disclosures about Fair Value.* In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*. This FSP amends SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*, to require publicly-traded companies, as defined in APB Opinion No. 28, *Interim Financial Reporting*, to provide disclosures on the fair value of financial instruments in interim financial statements. The Company adopted this standard effective June 30, 2009 and has provided the additional disclosures required by such statement in *Note 12, Fair Value Measurements*.

*Subsequent Events.* SFAS No. 165, *Subsequent Events*, establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS No. 165 defines the subsequent events period and the circumstances under which an entity should recognize events or transactions in its financial statements, as well as requires additional disclosures regarding subsequent events. The Company adopted this standard effective June 30, 2009 and has provided the additional disclosures required by such statement in *Note 1, General and Basis of Presentation*.

**Issued but Not Yet Adopted**

*FASB Accounting Standards Codification* . In June 2009, the FASB issued under SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162* (the Codification). The Codification, which was launched on July 1, 2009, became the single source of authoritative non-governmental U.S. GAAP, except for SEC rules and interpretive releases. The Codification eliminates the GAAP hierarchy contained in SFAS No. 162 and establishes one level of authoritative GAAP, deeming all other non-SEC accounting and reporting standards as non-authoritative. This standard is effective for the Company for its quarter ending September 30, 2009. Adoption of the standard will not impact the Company's consolidated financial position or results of operations; however, it will change references to authoritative GAAP sources for the Company's accounting policies and disclosures in future filings.

**(17) Supplemental Guarantor Financial Information**

The Company's \$300.0 million of senior subordinated notes are guaranteed on a full and unconditional basis by all of the Company's domestic subsidiaries. The following information sets forth the condensed consolidating statements of operations and cash flows for the three and six month periods ended June 30, 2009 and 2008 and the condensed consolidating balance sheets as of June 30, 2009 and December 31, 2008 of (1) Cardtronics, Inc., the parent company and issuer of the senior subordinated notes ( Parent ); (2) the Company's domestic subsidiaries on a combined basis (collectively, the Guarantors ); and (3) the Company's international subsidiaries on a combined basis (collectively, the Non-Guarantors ):

**Condensed Consolidating Statements of Operations**

|  | <b>Three Months Ended June 30, 2009</b> |                   |                            |                     |              |
|--|---|-------------------|----------------------------|---------------------|--------------|
|  | <b>Parent</b>                           | <b>Guarantors</b> | <b>Non-<br/>Guarantors</b> | <b>Eliminations</b> | <b>Total</b> |
|  |   |                   | <i>(In thousands)</i>      |                     |              |
| Revenues   | \$                                      | \$ 102,782        | \$ 22,378                  | \$ (512)            | \$ 124,648   |
| Operating costs and expenses   | 1,156                                   | 90,956            | 22,232                     | (517)               | 113,827      |
| Operating income (loss)  | (1,156)                                 | 11,826            | 146                        | 5                   | 10,821       |
| Interest expense, net, including amortization of deferred financing costs and bond discounts | 812                                     | 6,005             | 1,430                      |                     | 8,247        |
| Equity in earnings of subsidiaries   | (5,483)                                 |                   |                            | 5,483               |              |
| Other income, net  | (24)                                    | (882)             | (135)                      |                     | (1,041)      |
| Income (loss) before income taxes  | 3,539                                   | 6,703             | (1,149)                    | (5,478)             | 3,615        |
| Income tax expense   | 945                                     | 71                |                            |                     | 1,016        |

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|  |          |          |            |            |          |
|--|----------|----------|------------|------------|----------|
| Net income (loss)  | 2,594    | 6,632    | (1,149)    | (5,478)    | 2,599    |
| Net income attributable to noncontrolling interests  |          |          |            | 111        | 111      |
| Net income (loss) attributable to controlling interests and available to common stockholders | \$ 2,594 | \$ 6,632 | \$ (1,149) | \$ (5,589) | \$ 2,488 |

**Table of Contents****Three Months Ended June 30, 2008**

|  | <b>Parent</b> | <b>Guarantors</b> | <b>Non-Guarantors</b> | <b>Eliminations</b> | <b>Total</b> |
|--|---------------|-------------------|-----------------------|---------------------|--------------|
|  |               |                   | <i>(In thousands)</i> |                     |              |
| Revenues   | \$            | \$ 104,416        | \$ 22,924             | \$ (365)            | \$ 126,975   |
| Operating costs and expenses   | 673           | 95,846            | 26,811                | (370)               | 122,960      |
| Operating income (loss)  | (673)         | 8,570             | (3,887)               | 5                   | 4,015        |
| Interest expense, net, including amortization of deferred financing costs and bond discounts | 34            | 6,573             | 1,645                 |                     | 8,252        |
| Equity in losses of subsidiaries   | 2,201         |                   |                       | (2,201)             |              |
| Other (income) expense, net  | (116)         | (135)             | 268                   |                     | 17           |
| Income (loss) before income taxes  | (2,792)       | 2,132             | (5,800)               | 2,206               | (4,254)      |
| Income tax expense (benefit)   | 834           |                   | (1,467)               |                     | (633)        |
| Net income (loss)  | (3,626)       | 2,132             | (4,333)               | 2,206               | (3,621)      |
| Net income attributable to noncontrolling interests  |               |                   |                       |                     |              |
| Net income (loss) attributable to controlling interests and available to common stockholders | \$ (3,626)    | \$ 2,132          | \$ (4,333)            | \$ 2,206            | \$ (3,621)   |

**Six Months Ended June 30, 2009**

|  | <b>Parent</b> | <b>Guarantors</b> | <b>Non-Guarantors</b> | <b>Eliminations</b> | <b>Total</b> |
|--|---------------|-------------------|-----------------------|---------------------|--------------|
|  |               |                   | <i>(In thousands)</i> |                     |              |
| Revenues   | \$            | \$ 199,923        | \$ 40,956             | \$ (886)            | \$ 239,993   |
| Operating costs and expenses   | 2,289         | 181,560           | 42,046                | (896)               | 224,999      |
| Operating income (loss)  | (2,289)       | 18,363            | (1,090)               | 10                  | 14,994       |
| Interest expense, net, including amortization of deferred financing costs and bond discounts | 1,308         | 12,431            | 2,787                 |                     | 16,526       |
| Equity in earnings of subsidiaries   | (2,849)       |                   |                       | 2,849               |              |
| Other income, net  | (191)         | (904)             | (32)                  |                     | (1,127)      |
| Income (loss) before income taxes  | (557)         | 6,836             | (3,845)               | (2,839)             | (405)        |
| Income tax expense   | 1,891         | 142               |                       |                     | 2,033        |
| Net income (loss)  | (2,448)       | 6,694             | (3,845)               | (2,839)             | (2,438)      |
| Net income attributable to noncontrolling interests  |               |                   |                       | 142                 | 142          |
|  | \$ (2,448)    | \$ 6,694          | \$ (3,845)            | \$ (2,981)          | \$ (2,580)   |



Net income (loss) attributable to  
controlling interests and available to  
common stockholders

**Six Months Ended June 30, 2008**

|  | <b>Parent</b> | <b>Guarantors</b> | <b>Non-<br/>Guarantors</b> | <b>Eliminations</b> | <b>Total</b> |
|--|---------------|-------------------|----------------------------|---------------------|--------------|
|  |               |                   | <i>(In thousands)</i>      |                     |              |
| Revenues   | \$            | \$ 204,769        | \$ 43,146                  | \$ (365)            | \$ 247,550   |
| Operating costs and expenses   | 690           | 190,778           | 48,886                     | (392)               | 239,962      |
| Operating income (loss)  | (690)         | 13,991            | (5,740)                    | 27                  | 7,588        |
| Interest expense, net, including<br>amortization of deferred financing<br>costs and bond discounts | 83            | 13,027            | 3,282                      |                     | 16,392       |
| Equity in losses of subsidiaries   | 5,918         |                   |                            | (5,918)             |              |
| Other (income) expense, net  | (172)         | (236)             | 293                        |                     | (115)        |
| Income (loss) before income taxes  | (6,519)       | 1,200             | (9,315)                    | 5,945               | (8,689)      |
| Income tax expense (benefit)   | 2,016         | 136               | (2,333)                    |                     | (181)        |
| Net income (loss)  | (8,535)       | 1,064             | (6,982)                    | 5,945               | (8,508)      |
| Net income attributable to<br>noncontrolling interests   |               |                   |                            |                     |              |
| Net income (loss) attributable to<br>controlling interests and available to<br>common stockholders | \$ (8,535)    | \$ 1,064          | \$ (6,982)                 | \$ 5,945            | \$ (8,508)   |

**Table of Contents****Condensed Consolidating Balance Sheets**

|  | <b>As of June 30, 2009</b> |                   |                            |                     |                   |
|--|----------------------------|-------------------|----------------------------|---------------------|-------------------|
|  | <b>Parent</b>              | <b>Guarantors</b> | <b>Non-<br/>Guarantors</b> | <b>Eliminations</b> | <b>Total</b>      |
|  | <i>(In thousands)</i>      |                   |                            |                     |                   |
| <b>Assets:</b>   |                            |                   |                            |                     |                   |
| Cash and cash equivalents                                  | \$ 34                      | \$ 2,273          | \$ 4,185                   | \$                  | \$ 6,492          |
| Receivables, net   | 11,127                     | 20,346            | 3,583                      | (11,672)            | 23,384            |
| Other current assets                                       | 3,526                      | 7,876             | 9,909                      | (3,465)             | 17,846            |
| <b>Total current assets</b>                                | <b>14,687</b>              | <b>30,495</b>     | <b>17,677</b>              | <b>(15,137)</b>     | <b>47,722</b>     |
| Property and equipment, net                                |                            | 91,094            | 59,746                     | (164)               | 150,676           |
| Intangible assets, net                                     | 7,286                      | 82,444            | 10,212                     |                     | 99,942            |
| Goodwill   |                            | 150,461           | 15,022                     |                     | 165,483           |
| Investments in and advances to subsidiaries                | (45,466)                   |                   |                            | 45,466              |                   |
| Intercompany receivable (payable)                          | 357,851                    | 13,099            | (6,923)                    | (364,027)           |                   |
| Prepaid expenses, deferred costs, and other assets         |                            | 3,226             | 1,087                      |                     | 4,313             |
| <b>Total assets</b>  | <b>\$ 334,358</b>          | <b>\$ 370,819</b> | <b>\$ 96,821</b>           | <b>\$ (333,862)</b> | <b>\$ 468,136</b> |
| <b>Liabilities and Stockholders (Deficit)</b>              |                            |                   |                            |                     |                   |
| <b>Equity:</b>   |                            |                   |                            |                     |                   |
| Current portion of long-term debt                          | \$                         | \$                | \$ 1,748                   | \$                  | \$ 1,748          |
| Current portion of capital lease obligations               |                            | 605               |                            |                     | 605               |
| Current portion of other long-term liabilities             |                            | 25,400            | 455                        |                     | 25,855            |
| Accounts payable and accrued liabilities                   | 10,582                     | 57,072            | 17,106                     | (15,132)            | 69,628            |
| <b>Total current liabilities</b>                           | <b>10,582</b>              | <b>83,077</b>     | <b>19,309</b>              | <b>(15,132)</b>     | <b>97,836</b>     |
| Long-term debt, net of related discounts                   | 321,431                    |                   | 5,267                      |                     | 326,698           |
| Intercompany payable                                       |                            | 242,716           | 120,992                    | (363,708)           |                   |
| Capital lease obligations                                  |                            |                   |                            |                     |                   |
| Deferred tax liability, net                                | 12,596                     | 968               |                            |                     | 13,564            |
| Asset retirement obligations                               |                            | 13,920            | 8,857                      |                     | 22,777            |
| Other non-current liabilities                              |                            | 17,411            | 101                        |                     | 17,512            |
| <b>Total liabilities</b>                                   | <b>344,609</b>             | <b>358,092</b>    | <b>154,526</b>             | <b>(378,840)</b>    | <b>478,387</b>    |
| Stockholders (deficit) equity                              | (10,251)                   | 12,727            | (57,705)                   | 44,978              | (10,251)          |
| <b>Total liabilities and stockholders (deficit) equity</b> | <b>\$ 334,358</b>          | <b>\$ 370,819</b> | <b>\$ 96,821</b>           | <b>\$ (333,862)</b> | <b>\$ 468,136</b> |



**Table of Contents**

As of December 31, 2008

|   | Parent     | Guarantors | Non-Guarantors<br>(In thousands) | Eliminations | Total      |
|---|------------|------------|----------------------------------|--------------|------------|
| <b>Assets:</b>                                      |            |            |                                  |              |            |
| Cash and cash equivalents                           | \$ 20      | \$ 3,165   | \$ 239                           | \$           | \$ 3,424   |
| Receivables, net                                    | 2,329      | 22,872     | 2,965                            | (2,849)      | 25,317     |
| Other current assets                                | 2,547      | 12,245     | 10,406                           | (2,491)      | 22,707     |
| Total current assets                                | 4,896      | 38,282     | 13,610                           | (5,340)      | 51,448     |
| Property and equipment, net                         |            | 96,965     | 56,640                           | (175)        | 153,430    |
| Intangible assets, net                              | 7,612      | 90,844     | 9,871                            |              | 108,327    |
| Goodwill  |            | 150,462    | 13,322                           |              | 163,784    |
| Investments in and advances to subsidiaries         | (48,700)   |            |                                  | 48,700       |            |
| Intercompany receivable (payable)                   | 378,319    | 12,342     | (7,771)                          | (382,890)    |            |
| Prepaid expenses, deferred costs, and other assets  |            | 2,899      | 940                              |              | 3,839      |
| Total assets  | \$ 342,127 | \$ 391,794 | \$ 86,612                        | \$ (339,705) | \$ 480,828 |
| <b>Liabilities and Stockholders (Deficit)</b>       |            |            |                                  |              |            |
| <b>Equity:</b>                                      |            |            |                                  |              |            |
| Current portion of long-term debt                   | \$         | \$         | \$ 1,373                         | \$           | \$ 1,373   |
| Current portion of capital lease obligations        |            | 757        |                                  |              | 757        |
| Current portion of other long-term liabilities      |            | 24,302     |                                  |              | 24,302     |
| Accounts payable and accrued liabilities            | 11,035     | 51,016     | 15,669                           | (5,334)      | 72,386     |
| Total current liabilities                           | 11,035     | 76,075     | 17,042                           | (5,334)      | 98,818     |
| Long-term debt, net of related discounts            | 340,137    |            | 4,679                            |              | 344,816    |
| Intercompany payable                                |            | 273,346    | 109,544                          | (382,890)    |            |
| Capital lease obligations                           |            | 235        |                                  |              | 235        |
| Deferred tax liability, net                         | 10,705     | 968        |                                  |              | 11,673     |
| Asset retirement obligations                        |            | 13,247     | 7,822                            |              | 21,069     |
| Other non-current liabilities                       |            | 23,944     | 23                               |              | 23,967     |
| Total liabilities                                   | 361,877    | 387,815    | 139,110                          | (388,224)    | 500,578    |
| Stockholders (deficit) equity                       | (19,750)   | 3,979      | (52,498)                         | 48,519       | (19,750)   |
| Total liabilities and stockholders (deficit) equity | \$ 342,127 | \$ 391,794 | \$ 86,612                        | \$ (339,705) | \$ 480,828 |

**Condensed Consolidating Statements of Cash Flows**

## Six Months Ended June 30, 2009

|  | Parent      | Guarantors | Non-Guarantors<br>(In thousands) | Eliminations | Total     |
|--|-------------|------------|----------------------------------|--------------|-----------|
| Net cash (used in) provided by operating activities                  | \$ (10,100) | \$ 36,437  | \$ 6,368                         | \$           | \$ 32,705 |
| Additions to property and equipment                                  |             | (6,256)    | (4,456)                          |              | (10,712)  |
| Payments for exclusive license agreements and site acquisition costs |             | (56)       | (31)                             |              | (87)      |
| Net cash used in investing activities                                |             | (6,312)    | (4,487)                          |              | (10,799)  |
| Proceeds from issuance of long-term debt                             | 26,500      | 12,500     | 2,312                            | (13,500)     | 27,812    |
| Repayments of long-term debt and capital leases                      | (45,500)    | (43,517)   | (599)                            | 43,130       | (46,486)  |
| Issuance of long-term notes receivable                               | (13,500)    |            |                                  | 13,500       |           |
| Payments received on long-term notes receivable                      | 43,130      |            |                                  | (43,130)     |           |
| Repayments of borrowings under bank overdraft facility, net          |             |            | (142)                            |              | (142)     |
| Payments received for subscriptions receivable                       | 34          |            |                                  |              | 34        |
| Other financing activities   | (458)       |            |                                  |              | (458)     |
| Repurchase of capital stock  | (92)        |            |                                  |              | (92)      |
| Net cash provided by (used in) financing activities                  | 10,114      | (31,017)   | 1,571                            |              | (19,332)  |
| Effect of exchange rate changes on cash                              |             |            | 494                              |              | 494       |
| Net increase in cash and cash equivalents                            | 14          | (892)      | 3,946                            |              | 3,068     |
| Cash and cash equivalents as of beginning of period                  | 20          | 3,165      | 239                              |              | 3,424     |
| Cash and cash equivalents as of end of period                        | \$ 34       | \$ 2,273   | \$ 4,185                         | \$           | \$ 6,492  |

**Table of Contents****Six Months Ended June 30, 2008**

|  | <b>Parent</b> | <b>Guarantors</b> | <b>Non-<br/>Guarantors</b> | <b>Eliminations</b> | <b>Total</b> |
|--|---------------|-------------------|----------------------------|---------------------|--------------|
|  |               |                   | <i>(In thousands)</i>      |                     |              |
| Net cash (used in) provided by operating activities                                      | \$ (5,239)    | \$ 5,930          | \$ 6,735                   | \$                  | \$ 7,426     |
| Additions to property and equipment, net of proceeds from sale of property and equipment |               | (21,908)          | (20,548)                   |                     | (42,456)     |
| Payments for exclusive license agreements and site acquisition costs                     |               | (50)              | (447)                      |                     | (497)        |
| Principal payments received under direct financing leases                                |               |                   | 17                         |                     | 17           |
| Net cash used in investing activities  |               | (21,958)          | (20,978)                   |                     | (42,936)     |
| Proceeds from issuance of long-term debt   | 76,400        | 44,179            | 16,870                     | (61,213)            | 76,236       |
| Repayments of long-term debt   | (42,900)      | (34,735)          | (251)                      | 34,057              | (43,829)     |
| Issuance of long-term notes receivable   | (61,213)      |                   |                            | 61,213              |              |
| Payments received on long-term notes receivable  | 34,057        |                   |                            | (34,057)            |              |
| Repayments of borrowings under bank overdraft facility, net                              |               |                   | (3,881)                    |                     | (3,881)      |
| Payments received for subscriptions receivable   | 101           |                   |                            |                     | 101          |
| Proceeds from exercises of stock options   | 286           |                   |                            |                     | 286          |
| Other financing activities   | (1,543)       |                   |                            |                     | (1,543)      |
| Net cash provided by financing activities  | 5,188         | 9,444             | 12,738                     |                     | 27,370       |
| Effect of exchange rate changes on cash  |               |                   | (144)                      |                     | (144)        |
| Net decrease in cash and cash equivalents  | (51)          | (6,584)           | (1,649)                    |                     | (8,284)      |
| Cash and cash equivalents at beginning of period   | 76            | 11,576            | 1,787                      |                     | 13,439       |
| Cash and cash equivalents at end of period   | \$ 25         | \$ 4,992          | \$ 138                     | \$                  | \$ 5,155     |



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**Cautionary Statement Regarding Forward-Looking Statements**

*Certain statements and information in this Quarterly Report on Form 10-Q (this Form 10-Q ) may constitute forward-looking statements within the meaning of the Private Securities Litigation Act of 1995. The words believe, expect, anticipate, plan, intend, foresee, should, would, could or other similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. These forward-looking statements are based on our current expectations and beliefs concerning future developments and their potential effect on us. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting us will be those that we currently anticipate. All comments concerning our expectations for future revenues and operating results are based on our forecasts for our existing operations and do not include the potential impact of any future acquisitions. Our forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from our historical experience and our present expectations or projections. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, those summarized below:*

- our financial outlook and the financial outlook of the ATM industry;*
- our ability to cope with and develop business strategies dealing with the deterioration experienced in global credit markets;*
- the consolidation of several of our existing branding customers;*
- our ability to expand our bank branding and surcharge-free service offerings;*
- our ability to provide new ATM solutions to financial institutions;*
- our ATM vault cash rental needs, including liquidity issues with our vault cash providers;*
- the implementation of our corporate strategy;*
- our ability to compete successfully with our competitors;*
- our financial performance;*
- our ability to strengthen existing customer relationships and reach new customers;*
- our ability to meet the service levels required by our service level agreements with our customers;*
- our ability to pursue and successfully integrate acquisitions;*
- our ability to expand internationally;*
- our ability prevent security breaches; and*
- the additional risks we are exposed to in our armored transport business.*

*Other factors that could cause our actual results to differ from our projected results are described in (1) our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 ( 2008 Form 10-K ), (2) our reports and registration statements filed from time to time with the Securities and Exchange Commission ( SEC ) and (3) other announcements we make from time to time.*

*Readers are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.*



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations****Overview**

Cardtronics, Inc. operates the world's largest non-bank network of automated teller machines ( ATM ). As of June 30, 2009, our network included over 32,880 ATMs throughout the United States, the United Kingdom, and Mexico, primarily at national and regional merchant locations. We provide ATM management and equipment-related services and electronic funds transfer ( EFT ) transaction processing services to our network of ATMs as well as ATMs owned and operated by third parties. For a more detailed discussion of our operations and the manners in which we derive revenues, please refer to our 2008

Form 10-K.

**Economic and Strategic Update**

Over the past several years, we have made significant capital investments, including (1) our acquisition of our United Kingdom operations in 2005, (2) our expansion into Mexico in 2006, (3) our acquisition of the ATM and advanced-functionality kiosk business of 7-Eleven, Inc. ( 7-Eleven ) in 2007, and (4) the launch of our in-house EFT transaction processing platform. Additionally, during this same period of time, we continued to deploy ATMs in high-traffic locations under our contracts with large, well-known retailers, which has led to the development of relationships with large financial institutions through bank branding opportunities and enhanced the value of our wholly-owned surcharge-free network, Allpoint. As a result of these past strategic actions and the relatively conservative use of capital during this time, we believe that the negative impact of the economic downturn on our business should continue to be mitigated by the following:

*Stable and recurring nature of our business model.* Our financial results for the six months ended June 30, 2009 demonstrate that the significant capital investments we have made over the past several years have provided us with an operating platform that we believe should continue to generate relatively stable earnings and consistent cash flows. Based on our most recent results, we believe transactions conducted on our ATMs have not been negatively affected by the economic downturn and expect that this trend will continue. For example, average monthly cash withdrawal transactions per ATM increased to 604 during the six months ended June 30, 2009 from 575 during the same period last year. Furthermore, while we have seen some modest declines in surcharge-related withdrawal transactions in the United States and the United Kingdom, we have continued to see slight increases in withdrawal transaction levels (especially surcharge-free withdrawal transactions.)

*Strong liquidity position.* We continue to believe we have a sufficient amount of liquidity to meet our anticipated operating needs for the foreseeable future. Our \$175.0 million credit facility, which is in place until May 2012, had \$31.5 million outstanding at June 30, 2009, including letters of credit, leaving us with \$143.5 million in available, committed funding. The outstanding balance under our facility decreased by \$21.2 million from \$52.7 million (including letters of credit) at December 31, 2008, due primarily to repayments made during the three month period ended June 30, 2009. Furthermore, we continue to be in compliance with all covenants under the facility and would continue to be even if we substantially increased our borrowings or had substantially reduced earnings.

*Product diversification.* Over the past few years, we have consciously worked to diversify our product and service offerings beyond the traditional ATM surcharging model, which we believe will provide future growth opportunities that do not require significant amounts of new capital. Examples of these growth opportunities include (1) adding more third parties to our ATM transaction processing platform, similar to the arrangement we currently have in place to process transactions for over 1,500 ATMs owned and operated by a third-party convenience store chain in the United States; (2) continued expansion and improvement in the types of services that we currently offer on our advanced-functionality ATMs located in 7-Eleven convenience stores across the United States; and (3) continued growth in our branding and surcharge-free offerings. The recent expansion of our branding relationship with an existing bank branding partner to cover an additional 1,300 ATM locations in the United States is an example of one of these growth opportunities.

Although we believe that the characteristics described above should benefit us given current market conditions, the recent issues that have negatively impacted the economy and many of the nation's largest banks could have an adverse impact on our ongoing operations. For example, the continued loan delinquency and default issues facing financial institutions could have a negative impact on those financial institutions with whom we conduct business. Additionally,

even though we recently executed a new bank branding agreement with one of our existing branding partners, the decision-making process on new bank branding arrangements continues to remain relatively slow compared to what we have experienced historically.

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While we are continuing to monitor current economic conditions, we cannot at this point accurately predict their impact. However, despite the factors discussed above, we currently believe that our revenues in 2009 will not differ materially from 2008 (excluding the effects of negative year-over-year foreign currency translation adjustments), and we currently expect that any reduction in revenues will be more than offset by certain cost reduction measures that have been put in place as well as anticipated lower interest rates in each of our key markets.

**Recent Events**

*Foreign Currency Exchange Rates.* The strengthening of the United States dollar relative to the British pound and Mexican peso negatively impacted our results during the first half of 2009 in terms of translating those foreign earnings into United States dollars. Despite the negative impact on our revenues and gross profits, we do not expect this trend to have a negative impact on our cash flows as we do not currently rely on cash generated by our international operations to fund our domestic operating needs and each operation conducts substantially all of its business in its local currency. Additionally, given the fact that we continue to explore potential growth opportunities in the two international markets in which we currently operate, the strengthening of the United States dollar could enhance our ability to invest in those markets at favorable exchange rates.

*Stock Repurchase Program.* In February 2009, our Board of Directors approved a common stock repurchase program up to an aggregate of \$10.0 million. The shares will be repurchased from time to time in open market transactions or privately negotiated transactions at our discretion. The timing and extent of any purchases will depend on a variety of factors, such as market price, overall market and economic conditions, the level of cash generated from operations, alternative investment opportunities, regulatory considerations or other commitments. We plan to fund repurchases made under this program from available cash balances and cash generated from operations. The share repurchase program will expire on March 31, 2010, unless extended or terminated earlier by our Board of Directors. To date, we have purchased approximately 35,000 shares of our common stock at a total cost of \$0.1 million and at an average price per share of \$3.37.

**Table of Contents****Results of Operations**

The following table sets forth our Consolidated Statements of Operations information as a percentage of total revenues for the periods indicated. Percentages may not add due to rounding.

|  | Three Months Ended June |        | Six Months Ended June |        |
|--|-------------------------|--------|-----------------------|--------|
|  | 30,<br>2009             | 2008   | 30,<br>2009           | 2008   |
| Revenues:  |                         |        |                       |        |
| ATM operating revenues   | 97.4%                   | 96.8%  | 97.9%                 | 96.6%  |
| ATM product sales and other revenues   | 2.6                     | 3.2    | 2.1                   | 3.4    |
| Total revenues   | 100.0                   | 100.0  | 100.0                 | 100.0  |
| Cost of revenues:  |                         |        |                       |        |
| Cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization, shown separately below) <sup>(1)</sup> | 67.4                    | 74.0   | 69.3                  | 74.1   |
| Cost of ATM product sales and other revenues   | 2.5                     | 2.9    | 2.1                   | 3.2    |
| Total cost of revenues   | 69.9                    | 76.8   | 71.3                  | 77.2   |
| Gross profit   | 30.1                    | 23.2   | 28.7                  | 22.8   |
| Operating expenses:  |                         |        |                       |        |
| Selling, general, and administrative expenses <sup>(2)</sup>   | 8.5                     | 7.7    | 8.9                   | 7.4    |
| Depreciation and accretion expense   | 8.0                     | 7.9    | 8.2                   | 7.7    |
| Amortization expense   | 3.6                     | 3.5    | 3.8                   | 3.6    |
| Loss on disposal of assets   | 1.3                     | 0.9    | 1.6                   | 1.0    |
| Total operating expenses   | 21.4                    | 20.0   | 22.4                  | 19.7   |
| Income from operations   | 8.7                     | 3.2    | 6.2                   | 3.1    |
| Other expense (income):  |                         |        |                       |        |
| Interest expense, net  | 6.6                     | 6.5    | 6.9                   | 6.6    |
| Other (income) expense   | (0.8)                   | 0.0    | (0.5)                 | 0.0    |
| Total other expense  | 5.8                     | 6.5    | 6.4                   | 6.6    |
| Income (loss) before income taxes  | 2.9                     | (3.4)  | (0.2)                 | (3.5)  |
| Income tax expense (benefit)   | 0.8                     | (0.5)  | 0.8                   | (0.1)  |
| Net income (loss)  | 2.1                     | (2.9)  | (1.0)                 | (3.4)  |
| Net income attributable to noncontrolling interests  | 0.1                     | (0.0)  | 0.1                   |        |
| Net income (loss) attributable to controlling interests and available to common stockholders                                   | 2.0%                    | (2.9)% | (1.1)%                | (3.4)% |

- (1) Excludes effects of depreciation, accretion, and amortization expense of \$12.7 million and \$13.2 million for the three month periods ended June 30, 2009 and 2008, respectively, and \$25.3 million and \$25.6 million for the six month periods ended June 30, 2009 and 2008, respectively. The inclusion of this depreciation, accretion, and amortization expense in Cost of ATM operating revenues would have increased our Cost of ATM operating revenues as a percentage of total revenues by 10.2% and 10.4% for the three month periods ended June 30, 2009 and 2008, respectively, and by 10.5% and 10.3% for the six month periods ended June 30, 2009 and 2008,

respectively.

- (2) Includes effects of \$1.2 million in severance costs associated with the departure of our former CEO during March 2009.

**Table of Contents****Key Operating Metrics**

We rely on certain key measures to gauge our operating performance, including total transactions, total cash withdrawal transactions, ATM operating revenues per ATM per month, and ATM operating gross profit margins. The following table sets forth information regarding certain of these key measures for the three and six month periods ended June 30, 2009 and 2008:

|  | <b>Three Months Ended<br/>June 30,</b> |             | <b>Six Months Ended<br/>June 30,</b> |             |
|--|--|-------------|--------------------------------------|-------------|
|  | <b>2009</b>                            | <b>2008</b> | <b>2009</b>                          | <b>2008</b> |
| <b>Average number of transacting ATMs:</b>   |  |             |                                      |             |
| United States: Company-owned   | 18,183                                 | 18,087      | 18,207                               | 17,946      |
| United States: Merchant-owned  | 10,130                                 | 10,720      | 10,141                               | 10,855      |
| United Kingdom   | 2,572                                  | 2,413       | 2,554                                | 2,331       |
| Mexico   | 2,117                                  | 1,581       | 2,106                                | 1,514       |
| Total average number of transacting ATMs   | 33,002                                 | 32,801      | 33,008                               | 32,646      |
| Total transactions ( <i>in thousands</i> )   | 96,482                                 | 90,190      | 185,853                              | 173,646     |
| Total cash withdrawal transactions ( <i>in thousands</i> )   | 62,047                                 | 58,710      | 119,611                              | 112,599     |
| Average monthly cash withdrawal transactions per average transacting ATM                               | 627                                    | 597         | 604                                  | 575         |
| <b>Per ATM per month:</b>  |  |             |                                      |             |
| ATM operating revenues <sup>(1)</sup>  | \$ 1,226                               | \$ 1,249    | \$ 1,186                             | \$ 1,221    |
| Cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization) <sup>(2)</sup> | 848                                    | 954         | 839                                  | 936         |
| ATM operating gross profit <sup>(2) (3)</sup>  | \$ 378                                 | \$ 295      | \$ 347                               | \$ 285      |
| ATM operating gross profit margin (exclusive of depreciation, accretion, and amortization)             | 30.8%                                  | 23.6%       | 29.3%                                | 23.3%       |
| ATM operating gross profit margin (inclusive of depreciation, accretion, and amortization)             | 20.3%                                  | 12.9%       | 18.5%                                | 12.6%       |

(1) The decline in ATM operating revenues per ATM per month was due to foreign currency exchange rate movements between the three and six month periods

ended June 30,  
2009 and 2008.

- (2) Excludes effects of depreciation, accretion, and amortization expense of \$12.7 million and \$13.2 million for the three month periods ended June 30, 2009 and 2008, respectively, and \$25.3 million and \$25.6 million for the six month periods ended June 30, 2009 and 2008, respectively. The inclusion of this depreciation, accretion, and amortization expense in Cost of ATM operating revenues would have increased our Cost of ATM operating revenues per ATM per month and decreased our ATM operating gross profit per ATM per month by \$129 and \$133 for the three month periods ended June 30, 2009 and 2008, respectively, and by \$128 and



\$131 for the six month periods ended June 30, 2009 and 2008, respectively.

The decline in Cost of ATM operating revenues per ATM per month was due to foreign currency exchange rate movements between the three and six month periods ended June 30, 2009 and 2008, as well as lower vault cash interest costs and other operating cost reductions.

- (3) ATM operating gross profit is a measure of profitability that uses only the revenue and expenses that related to operating the ATMs in our portfolio. Revenues and expenses from ATM equipment sales and other ATM-related services are not included.

**Table of Contents****Revenues**

|                                      | Three Months Ended June 30, |            |             | Six Months Ended June 30, |            |             |
|--------------------------------------|-----------------------------|------------|-------------|---------------------------|------------|-------------|
|                                      | 2009                        | 2008       | %<br>Change | 2009                      | 2008       | %<br>Change |
|                                      | <i>(In thousands)</i>       |            |             | <i>(In thousands)</i>     |            |             |
| ATM operating revenues               | \$ 121,362                  | \$ 122,868 | (1.2)%      | \$ 234,942                | \$ 239,165 | (1.8)%      |
| ATM product sales and other revenues | 3,286                       | 4,107      | (20.0)%     | 5,051                     | 8,385      | (39.8)%     |
| Total revenues                       | \$ 124,648                  | \$ 126,975 | (1.8)%      | \$ 239,993                | \$ 247,550 | (3.1)%      |

**Three Months Ended June 30, 2009 Compared to Three Months Ended June 30, 2008**

*ATM operating revenues.* ATM operating revenues generated during the three months ended June 30, 2009 decreased \$1.5 million from the three months ended June 30, 2008. Below is the detail, by segment, of changes in the various components of ATM operating revenues:

|   | Variance: Three Months Ended June 30, 2009 to<br>Three Months Ended June 30, 2008 |            |        |            |
|---|---|------------|--------|------------|
|   | U.S.  | U.K.       | Mexico | Total      |
|   | <i>Increase (decrease)</i>  |            |        |            |
|   | <i>(In thousands)</i>   |            |        |            |
| Surcharge revenue                                   | \$ (2,898)  | \$ (1,534) | \$ 929 | \$ (3,503) |
| Interchange revenue                                 | 737   | (102)      | 67     | 702        |
| Branding and surcharge-free network revenue         | 1,658   |            | (2)    | 1,656      |
| Other   | (362)   | 1          |        | (361)      |
| Total increase (decrease) in ATM operating revenues | \$ (865)  | \$ (1,635) | \$ 994 | \$ (1,506) |

United States. During the three months ended June 30, 2009, our United States operations experienced a \$0.9 million, or 1%, decrease in ATM operating revenues compared to the three months ended June 30, 2008. This decrease was primarily due to a 5% decline in surcharge revenues that resulted from a decreased level of surcharge transactions during the period. Although total withdrawal transactions increased by 2%, surcharge transactions decreased by 11% due to a decline in our merchant-owned account base and the continued growth seen in our bank branding and surcharge-free network programs, which allow participants' cardholders to make cash withdrawals on a surcharge-free basis at our ATMs. The decline in our merchant-owned account base, which contributed \$1.4 million to the \$2.9 million year-over-year surcharge revenue decline, had a minimal impact on our overall gross profit as much of the surcharge revenues generated by those accounts are paid to the underlying merchants. Accordingly, as surcharge revenues declined, so did the related merchant payments. The increase in the total number of withdrawal transactions conducted on our ATMs resulted in a 2% increase in interchange revenues generated by our domestic operations. These higher interchange revenues, coupled with higher bank and surcharge-free network fees, partially offset the decline in surcharge revenues.

During the three months ended June 30, 2009, we agreed to settle a standing lawsuit filed against us by one of our merchant customers in June 2006. As part of that settlement, we agreed to terminate our ATM placement agreement with that merchant (covering approximately 272 ATMs in and around the New York City metropolitan area) no later than October 31, 2009, along with the related bank branding agreement. During the same period, we expanded our bank branding contractual relationship with the same financial institution in roughly 1,300 retail locations across ten states within the United States. As a result of these transactions, we expect that our ATM operating revenues may be negatively impacted in 2010 when compared to 2009, as the lost surcharge and interchange revenues may only be

partially offset by the anticipated increase in our branding revenues. However, we expect that these transactions will positively impact our gross profits beginning in 2010, as margins earned on our branding revenues are typically higher than those earned on surcharge and interchange revenues generated by our ATM placement programs.

United Kingdom. Our United Kingdom operations' ATM operating revenues for the three months ended June 30, 2009, decreased over 8% from the first quarter of 2008. However, this decrease was the result of unfavorable foreign currency exchange rate movements between the two periods. Excluding the impact of foreign currency movements, total surcharge and interchange revenues increased by \$1.8 million (by 13%) and \$1.5 million (by 25%), respectively. These increases were primarily driven by a 7% increase in the average number of transacting ATMs in the United Kingdom, based on ATM deployments made throughout 2008 and the first six months of 2009, and higher withdrawal transactions on our surcharge-free (also referred to as "free-to-use") ATMs.

Mexico. The increase in revenues generated by our Mexico operations during 2009 was the result of a 34% increase in the average number of transacting ATMs associated with these operations as well as higher surcharge and overall withdrawal transactions per machine during the three months ended June 30, 2009, partially offset by unfavorable foreign currency exchange rate movements.

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*ATM product sales and other revenues.* ATM product sales and other revenues for the three months ended June 30, 2009 were lower than those generated during the same period in 2008 primarily due to lower value-added reseller ( VAR ) program sales. Under our VAR program, we primarily sell ATMs to Associate VARs who in turn resell the ATMs to various financial institutions throughout the United States in territories authorized by the equipment manufacturer. In light of the current economic climate, financial institutions and others have reduced their ATM purchases and we have, therefore, seen a decline in these sales during 2009.

**Six Months Ended June 30, 2009 Compared to Six Months Ended June 30, 2008**

*ATM operating revenues.* ATM operating revenues generated during the six months ended June 30, 2009 decreased \$4.2 million from the six months ended June 30, 2008. Below is the detail, by segment, of changes in the various components of ATM operating revenues:

|  | <b>Variance: Six Months Ended June 30, 2009 to<br/>Six Months Ended June 30, 2008</b> |                            |                 |                   |
|--|---|----------------------------|-----------------|-------------------|
|  | U.S.  | U.K.                       | Mexico          | Total             |
|  |   | <i>Increase (decrease)</i> |                 |                   |
|  |   | <i>(In thousands)</i>      |                 |                   |
| Surcharge revenue  | \$ (6,213)  | \$ (4,071)                 | \$ 1,913        | \$ (8,371)        |
| Interchange revenue  | 1,266   | (418)                      | 367             | 1,215             |
| Branding and surcharge-free network revenue                | 3,390   |                            | (5)             | 3,385             |
| Other  | (451)   | (1)                        |                 | (452)             |
| <b>Total increase (decrease) in ATM operating revenues</b> | <b>\$ (2,008)</b>   | <b>\$ (4,490)</b>          | <b>\$ 2,275</b> | <b>\$ (4,223)</b> |

**United States.** During the six months ended June 30, 2009, our United States operations experienced a \$2.0 million, or 1%, decrease in ATM operating revenues compared to the six months ended June 30, 2008. This decrease was primarily due to a 6% decline in surcharge revenues that resulted from a decreased level of surcharge transactions during the period. Although the total withdrawal transactions increased by 2%, surcharge transactions decreased by 10% due to the same reasons as outlined above for the quarterly period. The increase in the total number of withdrawal transactions conducted on our ATMs resulted in a 2% increase interchange revenues generated by our domestic operations. These higher interchange revenues, coupled with higher bank branding and surcharge-free network fees, partially offset the decline in surcharge revenues.

**United Kingdom.** Our United Kingdom operations also contributed to the lower ATM operating revenues for the six months ended June 30, 2009, decreasing over 12% from the first half of 2008. However, as was the case with the quarterly period, this decrease was the result of unfavorable foreign currency exchange rate movements between the two periods. Excluding the impact of foreign currency movements, total surcharge and interchange revenues increased by \$1.3 million and \$2.1 million, respectively. These increases were primarily driven by a 9% increase in the average number of transacting ATMs in the United Kingdom, based on ATM deployments made throughout 2008 and the first six months of 2009, and higher withdrawal transactions on our free-to-use ATMs.

**Mexico.** Higher revenues generated by our Mexico operations partially offset the decrease in ATM operating revenues from our domestic and United Kingdom operations. The increase in revenues generated by our Mexico operations during 2009 was the result of a 39% increase in the average number of transacting ATMs associated with these operations as well as higher surcharge and overall withdrawal transactions per machine during the six months ended June 30, 2009.

*ATM product sales and other revenues.* ATM product sales and other revenues for the six months ended June 30, 2009 were lower than those generated during the same period in 2008 primarily due to lower equipment and VAR program sales. As noted above for the quarterly period, financial institutions and others have reduced their ATM purchases and we have, therefore, seen a decline in these sales during 2009. Also contributing to the year-to-date decline was the completion of our Triple Data Encryption Standard upgrades in 2008, which generated a higher amount of product

sales and service-related revenues during the first half of 2008.

**Table of Contents****Cost of Revenues**

|   | Three Months Ended June 30,   |                               |             | Six Months Ended June 30,     |                               |             |
|---|-------------------------------|-------------------------------|-------------|-------------------------------|-------------------------------|-------------|
|   | 2009<br><i>(In thousands)</i> | 2008<br><i>(In thousands)</i> | %<br>Change | 2009<br><i>(In thousands)</i> | 2008<br><i>(In thousands)</i> | %<br>Change |
| Cost of ATM operating revenues<br>(exclusive of depreciation, accretion, and<br>amortization) | \$ 83,975                     | \$ 93,904                     | (10.6)%     | \$ 166,204                    | \$ 183,336                    | (9.3)%      |
| Cost of ATM product sales and other<br>revenues   | 3,153                         | 3,662                         | (13.9)%     | 4,967                         | 7,826                         | (36.5)%     |
| Total cost of revenues (exclusive of<br>depreciation, accretion, and amortization)            | \$ 87,128                     | \$ 97,566                     | (10.7)%     | \$ 171,171                    | \$ 191,162                    | (10.5)%     |

**Three Months Ended June 30, 2009 Compared to Three Months Ended June 30, 2008**

*Cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization).* The cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization) incurred during the three months ended June 30, 2009 decreased \$9.9 million from the same period in 2008. Below is the detail, by segment, of changes in the various components of the cost of ATM operating revenues:

|  | Variance: Three Months Ended June 30, 2009 to<br>Three Months Ended June 30, 2008 |            |        |            |
|--|---|------------|--------|------------|
|  | U.S.  | U.K.       | Mexico | Total      |
|  | <i>Increase (decrease)</i><br><i>(In thousands)</i>                               |            |        |            |
| Merchant commissions   | \$ (2,746)  | \$ (924)   | \$ 191 | \$ (3,479) |
| Vault cash rental expense                                      | (1,328)   | (2,288)    | 114    | (3,502)    |
| Other cost of cash   | (764)   | (262)      | (2)    | (1,028)    |
| Repairs and maintenance  | 127   | 466        | 152    | 745        |
| Communications   | (357)   | (383)      | 31     | (709)      |
| Transaction processing   | (258)   | 69         | 27     | (162)      |
| Stock-based compensation                                       | 61  |            |        | 61         |
| Other expenses   | (403)   | (1,448)    | (4)    | (1,855)    |
| Total increase (decrease) in cost of ATM operating<br>revenues | \$ (5,668)  | \$ (4,770) | \$ 509 | \$ (9,929) |

**United States.** During the three months ended June 30, 2009, the cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization) incurred by our United States operations decreased \$5.7 million when compared to the cost incurred during the same period in 2008. This decrease was primarily due to lower merchant fees, which resulted from the year-over-year decline in the number of our merchant-owned accounts, consistent with the overall decline in surcharge transactions and the related surcharge revenues, as noted above. Also contributing to the decline in the cost of ATM operating revenues was lower vault cash rental fees, primarily due to reduced market interest rates on the unhedged portion of our vault cash rental obligations. The decrease in other cost of cash was attributable to lower armored costs resulting from fewer cash fills, and the decrease in transaction processing costs was primarily due to the continued conversion of our ATMs over to our EFT processing platform. With respect to our domestic vault cash rental obligations, we recently negotiated new pricing terms and conditions with one of our vault cash providers, the results of which will become effective in August 2009. The revised pricing terms and conditions

are less favorable to us than those that were in effect under the prior agreement. As a result, our vault cash rental costs are expected to increase slightly in future periods, thus negatively impacting our domestic ATM operating gross profit margin.

In terms of our other operating expense amounts, we continue to aggressively manage our costs without compromising the quality of our services. During the three months ended June 30, 2009, we completed the process of renegotiating and renewing our primary domestic maintenance and armored service provider agreements. As a result, we expect a significant reduction in the amounts we pay for these services on an annual basis, beginning during the second half of 2009. Reference is made to the Gross Profit Margin discussion below for our expectations regarding gross margin levels for the remainder of 2009.

United Kingdom. Our United Kingdom operations also contributed to the decrease in the cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization) during the most recent quarter. The overall \$4.8 million decrease was primarily due to foreign currency exchange rate movements between periods. Excluding the impact of exchange rate movements, our United Kingdom operations' cost of ATM operating revenues remained fairly consistent, despite an increased number of ATMs operating in 2009 compared to 2008. This was primarily due to lower vault cash rental expense as a result of reduced market interest rates on our vault cash rental obligations in 2009 when compared to 2008. Additionally, we maintained higher cash balances in our ATMs within the United Kingdom during the second quarter of 2008 in an effort to minimize the amount of downtime caused by service-related issues with third-party armored service providers, which further contributed to the year-over-year decline. Finally, during the three months ended June 30, 2008, there was a \$1.3 million charge associated with a number of transactions conducted with counterfeit credit cards on our ATMs in the United Kingdom, for which no similar charges were incurred during the same period this year.

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With respect to our United Kingdom vault cash rental obligations, we are currently negotiating new pricing terms and conditions with our existing vault cash provider in that market, the results of which are expected to become effective during the third quarter of 2009. While it is too soon to predict the ultimate outcome of those negotiations, the revised pricing terms and conditions could be less favorable to us than those that are currently in effect under the existing agreement. If that were to occur, our vault cash rental costs would increase in future periods, thus negatively impacting our ATM operating gross profit margin in the United Kingdom. Furthermore, we recently entered into certain interest rate swap transactions to fix the interest rate utilized in calculating the monthly vault cash rental fees under our vault cash rental agreement in the United Kingdom. Such fixed rates, which will become effective in January 2010, are higher than current market interest rates as the fixed rates under the swap contracts extend through the end of 2012. Accordingly, the amount we pay for our vault cash rental fees in the United Kingdom is expected to increase from current levels beginning in 2010, regardless of any changes that may occur with respect to market interest rates. Reference is made to the Gross Profit Margin discussion below for our expectations regarding gross margin levels for the remainder of 2009.

**Mexico.** Partially offsetting the decrease in the cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization) of our United States and United Kingdom operations were increased costs incurred by our Mexico operations resulting from a 34% increase in the average number of transacting ATMs and a 40% increase in the total number of transactions conducted on these machines during the second quarter of 2009 when compared to the second quarter of 2008.

*Cost of ATM product sales and other revenues.* Consistent with the decrease in ATM product sales and other revenues discussed above, the cost of ATM product sales and other revenues decreased during the three months ended June 30, 2009 compared to the same period in 2008 primarily due to lower equipment and VAR program sales during the period.

**Six Months Ended June 30, 2009 Compared to Six Months Ended June 30, 2008**

*Cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization).* The cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization) incurred during the six months ended June 30, 2009 decreased \$17.1 million from the same period in 2008. Below is the detail, by segment, of changes in the various components of the cost of ATM operating revenues:

|  | <b>Variance: Six Months Ended June 30, 2009 to<br/>Six Months Ended June 30, 2008</b> |                   |                 |                    |
|--|---|-------------------|-----------------|--------------------|
|  | <b>U.S.</b>   | <b>U.K.</b>       | <b>Mexico</b>   | <b>Total</b>       |
|  | <i>Increase (decrease)</i>  |                   |                 |                    |
|  | <i>(In thousands)</i>   |                   |                 |                    |
| Merchant commissions   | \$ (4,647)  | \$ (1,335)        | \$ 501          | \$ (5,481)         |
| Vault cash rental expense  | (3,339)   | (4,563)           | 284             | (7,618)            |
| Other cost of cash   | (174)   | (401)             | 111             | (464)              |
| Repairs and maintenance  | 553   | 243               | 315             | 1,111              |
| Communications   | (594)   | (889)             | 85              | (1,398)            |
| Transaction processing   | (962)   | (415)             | 118             | (1,259)            |
| Stock-based compensation   | 187   |                   |                 | 187                |
| Other expenses   | (829)   | (1,402)           | 21              | (2,210)            |
| <b>Total increase (decrease) in cost of ATM operating revenues</b> | <b>\$ (9,805)</b>   | <b>\$ (8,762)</b> | <b>\$ 1,435</b> | <b>\$ (17,132)</b> |

**United States.** During the six months ended June 30, 2009, the cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization) incurred by our United States operations decreased \$9.8 million when compared to the cost incurred during the same period in 2008. This decrease was primarily the result of lower merchant fees, which resulted from a 7% year-over-year decline in the number of our merchant-owned accounts. This



decline also contributed to the overall decline in surcharge transactions by 10% and related surcharge revenues by 6%. Also contributing to the decline in the cost of ATM operating revenues were lower vault cash rental expense and lower transaction processing costs, as discussed above with respect to the quarterly periods.

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**United Kingdom.** Our United Kingdom operations also contributed to the decrease in the cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization) during the six months ended June 30, 2009. The overall \$8.8 million decrease was primarily due to foreign currency exchange rate movements between periods. Excluding the impact of exchange rate movements, our United Kingdom operations cost of ATM operating revenues decreased by approximately \$1.5 million. Such decrease was attributable to the same factors as described above with respect to the quarterly periods.

**Mexico.** Partially offsetting the decrease in the cost of ATM operating revenues (exclusive of depreciation, accretion, and amortization) of our United States and United Kingdom operations were the costs incurred by our Mexico operations. As was the case for the quarterly periods, the increase in the number of average transacting ATMs and related transactions resulted in a \$1.4 million increase in cost of ATM operating revenues for the six months ended June 30, 2009, when compared to the same period last year.

**Cost of ATM product sales and other revenues.** Consistent with the decrease in ATM product sales and other revenues discussed above, the cost of ATM product sales and other revenues decreased during the six months ended June 30, 2009 compared to the same period in 2008 primarily due to lower equipment and VAR program sales during the period.

**Gross Profit Margin**

|  | <b>Three Months Ended</b> |             | <b>Six Months Ended</b> |             |
|--|---------------------------|-------------|-------------------------|-------------|
|  | <b>June 30,</b>           |             | <b>June 30,</b>         |             |
|  | <b>2009</b>               | <b>2008</b> | <b>2009</b>             | <b>2008</b> |
| ATM operating gross profit margin:                       |                           |             |                         |             |
| Exclusive of depreciation, accretion, and amortization   | 30.8%                     | 23.6%       | 29.3%                   | 23.3%       |
| Inclusive of depreciation, accretion, and amortization   | 20.3%                     | 12.9%       | 18.5%                   | 12.6%       |
| ATM product sales and other revenues gross profit margin | 4.0%                      | 10.8%       | 1.6%                    | 6.7%        |
| Total gross profit margin:                               |                           |             |                         |             |
| Exclusive of depreciation, accretion, and amortization   | 30.1%                     | 23.2%       | 28.7%                   | 22.8%       |
| Inclusive of depreciation, accretion, and amortization   | 19.9%                     | 12.8%       | 18.1%                   | 12.4%       |

**ATM operating gross profit margin.** For the three and six months ended June 30, 2009, ATM operating gross profit margin exclusive of depreciation, accretion, and amortization increased 7.2% and 6.0%, respectively, when compared to the same periods in 2008. ATM operating gross profit margin inclusive of depreciation, accretion, and amortization increased 7.4% and 5.9%, respectively, during the three and six months ended June 30, 2009 when compared to the same period in 2008. Higher margins were earned in all three of our operating segments. However, our United States and United Kingdom operations contributed to the majority of the increase due to the effect of lower market interest rates on our vault cash rental costs, lower transaction processing costs due to our in-house EFT processing operations and generally lower other operating costs in the period. Additionally, the year-over-year decline in our merchant-owned account base contributed to the increased margins in 2009, as the revenues related to those merchant-owned accounts were replaced with higher-margin company-owned accounts and related services in all three of our operating segments.

As a result of the anticipated changes in certain operating cost line items, including increased vault cash rental costs in the United States and the United Kingdom and lower maintenance and armored costs in the United States, as well as the expected continued shift in our revenue mix to higher margin company-owned ATMs and branding and surcharge-free arrangements, we expect that our total gross profit margin for the remainder of 2009 will be relatively consistent with the higher margin levels achieved during the first half of 2009.

*ATM product sales and other revenues gross profit margin.* For the three and six months ended June 30, 2009, our ATM product sales and other revenues gross profit margin decreased by 6.8% and 5.1%, respectively, when compared to the same periods in 2008. These decreases were primarily a result of lower margins achieved on VAR, equipment, and other service sales during the quarter, as we were required to lower our sales prices in light of the reduced market demand for ATM products sales.

**Table of Contents*****Selling, General, and Administrative Expenses***

|   | Three Months Ended June 30, |          |             | Six Months Ended June 30, |           |             |
|---|-----------------------------|----------|-------------|---------------------------|-----------|-------------|
|   | 2009                        | 2008     | %<br>Change | 2009                      | 2008      | %<br>Change |
|   | <i>(In thousands)</i>       |          |             | <i>(In thousands)</i>     |           |             |
| Selling, general, and administrative expenses       | \$ 9,715                    | \$ 9,387 | 3.5%        | \$ 19,703                 | \$ 17,737 | 11.1%       |
| Stock-based compensation                            | 869                         | 413      | 110.4%      | 1,736                     | 614       | 182.7%      |
| Total selling, general, and administrative expenses | \$ 10,584                   | \$ 9,800 | 8.0%        | \$ 21,439                 | \$ 18,351 | 16.8%       |

## Percentage of total revenues:

|   |      |      |      |      |
|---|------|------|------|------|
| Selling, general, and administrative expenses       | 7.8% | 7.4% | 8.2% | 7.2% |
| Stock-based compensation                            | 0.7% | 0.3% | 0.7% | 0.2% |
| Total selling, general, and administrative expenses | 8.5% | 7.7% | 8.9% | 7.4% |

*Selling, general, and administrative expenses ( SG&A expenses ), excluding stock-based compensation.* For the three and six months ended June 30, 2009, SG&A expenses, excluding stock-based compensation, increased \$0.3 million and \$2.0 million over the same periods in 2008. The increase for the six-month period was primarily attributable to the recognition of \$1.2 million in severance costs associated with the departure of our former CEO in March 2009. The increase for the three-month period was primarily attributable to incremental employee-related costs in 2009 in all of our operating segments, as well as additional costs associated with our corporate office relocation and higher professional services fees, offset somewhat by foreign currency exchange rate movements. The increase for the remainder of the six-month period was primarily attributable to incremental employee-related costs in 2009 in all of our operating segments, offset somewhat by foreign currency exchange rate movements.

*Stock-based compensation.* The increase in stock-based compensation during the three and six months ended June 30, 2009 was due to the issuance of additional shares of restricted stock and stock options during 2008 and 2009. For additional details on these stock and option grants, see *Item 1, Notes to Consolidated Financial Statements, Note 3, Stock-Based Compensation.*

***Depreciation and Accretion Expense***

|                                    | Three Months Ended June 30, |          |             | Six Months Ended June 30, |           |             |
|------------------------------------|-----------------------------|----------|-------------|---------------------------|-----------|-------------|
|                                    | 2009                        | 2008     | %<br>Change | 2009                      | 2008      | %<br>Change |
|                                    | <i>(In thousands)</i>       |          |             | <i>(In thousands)</i>     |           |             |
| Depreciation expense               | \$ 9,427                    | \$ 9,546 | (1.2)%      | \$ 18,601                 | \$ 18,184 | 2.3%        |
| Accretion expense                  | 508                         | 432      | 17.6%       | 973                       | 826       | 17.8%       |
| Depreciation and accretion expense | \$ 9,935                    | \$ 9,978 | (0.4)%      | \$ 19,574                 | \$ 19,010 | 3.0%        |

## Percentage of total revenues:

|                      |      |      |      |      |
|----------------------|------|------|------|------|
| Depreciation expense | 7.6% | 7.6% | 7.8% | 7.3% |
| Accretion expense    | 0.4% | 0.3% | 0.4% | 0.3% |

|  |      |      |      |      |
|--|------|------|------|------|
| Total depreciation and accretion expense | 8.0% | 7.9% | 8.2% | 7.7% |
|--|------|------|------|------|

*Depreciation expense.* For the three and six months ended June 30, 2009, depreciation expense remained fairly constant over the same periods in 2008. Depreciation expense increased by 7.3% and 4.9% for the three and six months ended June 30, 2009, respectively, excluding the impact of foreign currency exchange rate movements, which was primarily due to the higher number of machines deployed under Company-owned arrangements in 2009 when compared to 2008.

*Accretion expense.* We account for our asset retirement obligations in accordance with Statement of Financial Accounting Standard ( SFAS ) No. 143, *Accounting for Asset Retirement Obligations*, which requires that we estimate the fair value of future retirement obligations associated with our ATMs, including the anticipated costs to deinstall, and in some cases refurbish, certain merchant locations. Accretion expense represents the increase of this liability from the original discounted net present value to the amount we ultimately expect to incur. The increase in accretion expense during the three and six months ended June 30, 2009 was primarily attributable to the higher number of ATMs deployed under Company-owned arrangements during 2009 when compared to the same period in 2008.

**Table of Contents*****Amortization Expense***

|                              | <b>Three Months Ended June 30,</b> |             |                     | <b>Six Months Ended June 30,</b> |             |                     |
|------------------------------|------------------------------------|-------------|---------------------|----------------------------------|-------------|---------------------|
|                              | <b>2009</b>                        | <b>2008</b> | <b>%<br/>Change</b> | <b>2009</b>                      | <b>2008</b> | <b>%<br/>Change</b> |
|                              | <i>(In thousands)</i>              |             |                     | <i>(In thousands)</i>            |             |                     |
| Amortization expense         | \$ 4,504                           | \$ 4,501    | 0.1%                | \$ 9,031                         | \$ 9,004    | 0.3%                |
| Percentage of total revenues | 3.6%                               | 3.5%        |                     | 3.8%                             | 3.6%        |                     |

Amortization expense recognized during the three and six month periods ended June 30, 2009 were consistent with the amount recognized during the same period in 2008, as higher amortization associated with the acceleration of certain contract intangible assets of our domestic operations was offset by lower amortization expense from our international operations due to favorable foreign currency exchange rate movements.

***Loss on Disposal of Assets***

|  | <b>Three Months Ended June 30,</b> |             |                     | <b>Six Months Ended June 30,</b> |             |                 |
|--|------------------------------------|-------------|---------------------|----------------------------------|-------------|-----------------|
|  | <b>2009</b>                        | <b>2008</b> | <b>%<br/>Change</b> | <b>2009</b>                      | <b>2008</b> | <b>% Change</b> |
|  | <i>(In thousands)</i>              |             |                     | <i>(In thousand)</i>             |             |                 |