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PRE PAID LEGAL SERVICES INC

Form 10-K/A

December 18, 2009

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

FORM 10-K/A No. 2

(Mark one)

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

For the fiscal year ended December 31, 2008

[ ] 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: 1-9293

PRE-PAID LEGAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

Oklahoma 73-1016728
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

One Pre-Paid Way 74820
Ada, Oklahoma (Zip Code)
(Address of principal executive offices)

Registrant's telephone number including area code: (580) 436-1234

Securities registered pursuant to Section 12(b) of the Exchange Act:
Name of each exchange on
Title of each class which registered
Common Stock, \$0.01 Par Value New York Stock Exchange

Securities registered under Section 12 (g) of the Exchange Act: None

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

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

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

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

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer  Accelerated filer  Non-accelerated file

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked prices of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. As of June 30, 2008: \$576,352,000

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date: As of February 19, 2009 there were 11,194,317 shares of Common Stock, par value \$.01 per share, outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE.

None.

### EXPLANATORY NOTE

We are filing this Amendment No. 2 to Form 10-K in response to comments received from the Securities and Exchange Commission (the "Commission") regarding the Form 10-K filed with the Commission on February 27, 2009 and 10-K/A filed on June 29, 2009.

While we are filing the entire Form 10-K to ensure proper page numbering, we are making revisions only to the following sections:

- o "Front Cover Page" and "Table of Contents" to reflect changes to the items contained in the amended filing and to reflect revised page numbering;
- o "BUSINESS - Industry Overview," "BUSINESS - Description of Memberships," "BUSINESS - Provider Law Firms" and "BUSINESS - Marketing" to add new descriptions or information or to clarify previous information;
- o "Risk Factors" to add a new risk factor regarding our share repurchases and to add underlining to existing risk factor headings;
- o "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION - Overview of Our Financial Model," "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION - Measures of Member Retention" and "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION - Liquidity and Capital Resources" to add new descriptions or information or to clarify previous information;
- o We have included all Part III information previously contained in our proxy statement in the amended Form 10-K;
- o "Index to Exhibits," "Exhibit 10.23," "Exhibit 10.24," "Exhibit 23.1," "Exhibit 31.1," "Exhibit 31.2," "Exhibit 32.1" and "Exhibit 32.2" to

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include new exhibits 10.23 and 10.24 which are letter agreements regarding share repurchase transactions and to update exhibits 23.1, 31.1, 31.2, 32.1 and 32.2 to reflect updated signatures.

This Form 10-K/A continues to speak as of the date of the Form 10-K and no attempt has been made to modify or update disclosures in the original Form 10-K except as noted above. This Form 10-K/A does not reflect events occurring after the filing of the Form 10-K or modify or update any related disclosures, and information not affected by this amendment is unchanged and reflects the disclosure made at the time of the filing of the Form 10-K with the Commission. In particular, any forward-looking statements included in this form 10-K/A represent management's view as of the filing date of the Form 10-K.

Accordingly, this amendment should be read in conjunction with the Company's other filings made with the Commission subsequent to the filing date of the original Form 10-K.

## PRE-PAID LEGAL SERVICES, INC. FORM 10-K

For the Year Ended December 31, 2008

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PRE-PAID LEGAL SERVICES, INC.  
FORM 10-K

FOR THE YEAR ENDED DECEMBER 31, 2008

PART I

ITEM 1. BUSINESS.

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General

We were one of the first companies in the United States organized solely to design, underwrite and market legal expense plans. Our predecessor commenced business in 1972 and began offering legal expense reimbursement services as a "motor service club" under Oklahoma law. In 1976, we were formed and acquired

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our predecessor in a stock exchange. We began offering Memberships independent of the motor service club product by adding a legal consultation and advice service, and in 1979 we implemented a legal expense benefit that provided for partial payment of legal fees in connection with the defense of certain civil and criminal actions. Our life events legal plans (referred to as "Memberships") currently provide for a variety of legal services. In most states and provinces, standard plan benefits include preventive legal services, motor vehicle legal defense services, trial defense services, IRS audit services and a 25% discount off legal services not specifically covered by the Membership for an average monthly Membership fee of approximately \$21. Additionally, in approximately 44 states, the Legal Shield rider can be added to the standard plan for only \$1 per month and provides members with 24-hour access to a toll-free number for attorney assistance if the member is arrested or detained. We also offer our Identity Theft Shield ("IDT") to new and existing members at \$9.95 per month if added to a legal service Membership ("add-on IDT") or IDT may be purchased separately for \$12.95 per month ("stand-alone IDT"). The identity theft related benefits include a credit report and related instructional guide, a credit score and related instructional guide, credit report monitoring with daily online and monthly offline notification of any changes in credit information and comprehensive identity theft restoration services.

Life events legal plan benefits are generally provided through a network of independent provider law firms, typically one firm per state or province and IDT plan benefits are provided by Kroll Background America, Inc., a subsidiary of Kroll Inc. ("Kroll"). Members have direct, toll-free access to Kroll or their provider law firm rather than having to call for a referral. At December 31, 2008, we had 1,559,154 Memberships in force with members in all 50 states, the District of Columbia and the Canadian provinces of Ontario, British Columbia, Alberta and Manitoba. Approximately 90% of such Memberships were in 29 states and provinces.

### Industry Overview

Legal service plans, while used in Europe for more than one hundred years and representing more than a \$4 billion European industry, were first developed in the United States in the late 1960s. Since that time, there has been substantial growth in the number of Americans entitled to receive various forms of legal services through legal service plans. The National Resource Center for Consumers of Legal Services ("NRC") previously provided market information for different types of legal service plans and estimates of number of users. However, the NRC is no longer in existence and we are unaware of any current comparable information sources. In the last NRC report in 2002, the NRC estimated there were 164 million Americans without any type of legal service plan. We believe the legal service plan industry continues to evolve and market acceptance of legal service plans, as indicated by the continuing growth in the number of individuals covered by plans, is increasing.

"Public Perceptions of Lawyers: Consumer Research Findings, April 2002" prepared on behalf of the American Bar Association concluded that nearly seven in ten households had some occasion during the past year that might have led them to hire a lawyer. This report further suggested that "for the consumer, legal services are among the most difficult services to buy. The prospect of doing so is rife with uncertainty and potential risk." And further concluded that "the challenge (and opportunity) for the legal profession is to make lawyers more accessible and less threatening to consumers who might need them."

The American Bar Association's web site also reflects the legal profession's support of the legal service plan concept by saying "The ABA has long supported prepaid legal services plans as a way to increase access to the

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justice system for low- and middle-income Americans. These plans allow individuals and families to address legal issues before they become significant problems, reducing demands on already overburdened court systems and instilling confidence in our justice system. The ABA web site points out that:

- o Group legal plans are important to maintaining confidence in our justice system and the rule of law.
- o Group legal plans efficiently and inexpensively provide preventative legal services to low and middle income Americans.
- o Group legal services help ease the burden on overtaxed government programs.
- o Group legal plans enhance productivity by allowing employees to focus on their jobs, not their legal troubles.

Legal service plans are offered through various organizations and marketing methods and contain a wide variety of benefits. Free plans include those sponsored by labor unions, elder hotlines, the American Association of Retired Persons and the National Education Association and employee assistance plans that are also automatic enrollment plans without direct cost to participants designed to provide limited telephonic access to attorneys for members of employee groups. There are also employer paid plans pursuant to which more comprehensive benefits are offered by the employer as a fringe benefit. Finally, there are individual enrollment plans, other employment based plans, including voluntary payroll deduction plans, and miscellaneous plans. These plans typically have more comprehensive benefits, higher utilization, involve higher costs to participants, and are offered on an individual enrollment or voluntary basis. This is the market segment in which we compete.

According to the latest estimates of the census bureaus of the United States and Canada, the two geographic areas in which we operate, the number of households in the combined area exceeds 138 million. Since we have always disclosed our members in terms of Memberships and individuals covered by the Membership include the individual who purchases the Membership together with his or her spouse and never married children living at home up to age 21 or up to age 23 if the children are full time college students, we believe that our market share should be viewed as a percentage of households. Historically, we have described and suggested to our independent sales associates that their primary market focus should be the "middle" eighty percent of such households rather than the upper and lower ten percent segments based on our belief that the upper ten percent may already have access to legal services and the lower ten percent may not be able to afford the cost of a legal service plan. As a percentage of this defined "middle" market of approximately 110 million households, we currently have an approximate 1.5% share of the estimated market based on our existing 1.6 million active Memberships and, over the last 30 years, an additional 6% of households have previously purchased, but no longer own, Memberships. We routinely remarket to previous members and reinstated approximately 82,000, 83,000 and 76,000 Memberships during 2008, 2007 and 2006, respectively.

### Description of Memberships

The Memberships we sell generally allow members to access legal services through a network of independent law firms ("provider law firms") under contract with us. Provider law firms are paid a monthly fixed fee on a capitated basis to render services to plan members residing within the state or province in which the provider law firm attorneys are licensed to practice. Because the fixed fee payments by us to benefit providers do not vary based on the type and amount of benefits utilized by the member, this capitated arrangement provides significant advantages to us in managing claims risk since we know the percentage of Membership fees that will be paid to the benefit providers to deliver the Membership benefits and the timing of such payments. At December 31, 2008, Memberships subject to the capitated provider law firm arrangement comprised

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more than 99% of our active Memberships. The remaining Memberships, less than 1%, were primarily sold prior to 1987 and allow members to locate their own lawyer ("open panel") to provide legal services available under the Membership with the member's lawyer being reimbursed for services rendered based on usual, reasonable and customary fees, or are in states where there is no provider law firm in place and our referral attorney network described below is utilized.

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### Membership benefits utilization

During 2008, our provider law firms processed more than 2.3 million intakes, an average of 1.6 per Member. An intake represents a member's request for assistance on a specific legal matter. These intakes usually include multiple telephone consultation(s) and often include document review(s), letter(s) written or telephone call(s) made to third parties on the members' behalf, preparation of last will(s) and testament(s) and other legal assistance as described below. Although not all of our provider law firms maintain specific records of how often the legal engagement leads to additional fees being paid by members, provider law firms representing approximately 40% of our Membership base reported that on average, less than 1% of these intakes resulted in additional fees being paid by the member.

### Family Legal Plan

The Family Legal Plan we currently market in most jurisdictions consists of five basic benefit groups that provide coverage for a broad range of preventive and litigation-related legal expenses. The Family Legal Plan accounted for approximately 91% of our Membership fees (including the add-on identity theft shield benefit, 75% and 76%, respectively, excluding such add-ons) in 2008 and 2007. In addition to the Family Legal Plan, we market other specialized legal services products specifically related to employment in certain professions described below.

In 12 states, certain of our plans are available in the Spanish language. For the Spanish language plans, the provider law firms have both bilingual staff and lawyers and we have bilingual staff for customer service, attorney resources and marketing service functions. We will continue to evaluate making our plans available in additional languages in markets where there is both sufficient demand and qualified staff and attorneys available.

In exchange for a fixed monthly, semi-annual or annual payment, members are entitled to specified legal services. Those individuals covered by the Membership include the individual who purchases the Membership along with his or her spouse and never married children living at home up to age 21 or up to age 23 if the children are full time college students. Also included are children up to age 18 for whom the member is legal guardian and any dependent child, regardless of age, who is mentally or physically disabled. Each Membership, other than the Business Owners' Legal Solutions Plan, is guaranteed renewable, except in the case of fraud or nonpayment of Membership fees. Historically, we have not raised rates to existing members. If new benefits become available, existing members may choose the newer, more comprehensive plan at a higher rate or keep their existing Memberships. Memberships are automatically renewed at the end of each Membership period unless the member cancels prior to the renewal date or fails to make payment on a timely basis.

The basic legal service plan Membership is sold as a package consisting of five separate benefit groups. Memberships range in cost from \$14.95 to \$25.00 per month depending in part on the schedule of benefits, which may vary from state or province in compliance with regulatory requirements. Benefits for domestic matters, bankruptcy and drug and alcohol related matters are limited in most Memberships.

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Preventive Legal Services. These benefits generally offer unlimited toll-free access to a member's provider law firm for advice and consultation on any legal matter. These benefits also include letters and phone calls on the member's behalf, review of personal contracts and documents, each up to 10 pages in length, last will and testament preparation for the member and annual will reviews at no additional cost. Additional wills for spouse and other covered members may be prepared at a cost of \$20.

Motor Vehicle Legal Protection. These benefits offer legal assistance for matters resulting from the operation of a licensed motor vehicle. Members have assistance available to them at no additional cost for: (a) defense in the court of original jurisdiction of moving traffic violations deemed meritorious, (b) defense in the court of original jurisdiction of any charge of manslaughter, involuntary manslaughter, vehicular homicide or negligent homicide as the result of a licensed motor vehicle accident, (c) up to 2.5 hours of assistance per

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incident for collection of minor property damages (up to \$2,000) sustained by the member's licensed motor vehicle in an accident, (d) up to 2.5 hours of assistance per incident for collection of personal injury damages (up to \$2,000) sustained by the member or covered family member while driving, riding or being struck as a pedestrian by a motor vehicle, and (e) up to 2.5 hours of assistance per incident in connection with an action, including an appeal, for the maintenance or reinstatement of a member's driver's license which has been canceled, suspended, or revoked. No coverage under this benefit of the basic legal service plan is offered to members for pre-existing conditions, drug or alcohol related matters, or for commercial vehicles over two axles or operation without a valid license.

Trial Defense. These benefits offer assistance to the member and the member's spouse through an increasing schedule of benefits based on Membership year. Up to 60 hours are available for the defense of civil or job-related criminal charges by the provider law firm in the first Membership year. The criminal action must be within the scope and responsibility of employment activities of the member or spouse. Up to 2.5 hours of assistance are available prior to trial, and the balance is available for actual trial services. The schedule of benefits under this benefit area increases by 60 hours each Membership year to: 120 hours in the second Membership year, 3 hours of which are available for pre-trial services; 180 hours in the third Membership year, 3.5 hours of which are available for pre-trial services; 240 hours in the fourth Membership year, 4 hours of which are available for pre-trial services, to the maximum limit of 300 hours in the fifth Membership year, 4.5 hours of which are available for pre-trial services. This benefit excludes domestic matters, bankruptcy, deliberate criminal acts, alcohol or drug-related matters, business matters, and pre-existing conditions.

In addition to the pre-trial benefits of the basic legal plan described above, there are additional pre-trial hours available as an option, or add-on, to the basic plan. These optional benefits cost \$9.00 per month and add 15 hours of pre-trial services during the first year of the Membership increasing 5 additional hours each Membership year to the maximum limit of 35 hours in the fifth Membership year and increases total pre-trial and trial defense hours available pursuant to the expanded Membership to 75 hours during the first Membership year to 335 hours in the fifth Membership year. These pre-trial hours are in addition to those hours already provided by the basic plan so that the member, in the first year of the Membership, has a combined total of 17.5 pre-trial hours available escalating to a combined total of 39.5 pre-trial hours in the fifth Membership year. There were approximately 487,000 subscribers of this benefit at December 31, 2008 compared to 530,000 at December 31, 2007.



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IRS Audit Protection Services. This benefit offers up to 50 hours of legal assistance per year in the event the member, spouse or dependent children receive written notification of an Internal Revenue Service ("IRS") audit or are summoned in writing to appear before the IRS concerning a tax return. The 50 hours of assistance are available in the following circumstances: (a) up to 1 hour for initial consultation, (b) up to 2.5 hours for representation in connection with the audit if settlement with the IRS is not reached within 30 days, and (c) the remaining 46.5 hours of actual trial time if settlement is not achieved prior to litigation. Coverage is limited to audit notification received regarding the tax return for years during which the Membership is effective. Representation for charges of fraud or income tax evasion, business and corporate tax returns and certain other matters are excluded from this benefit.

With pre-trial benefits limited to 2.5 hours to 4.5 hours based on the Membership year for trial defense (without the pre-trial option described) and 3.5 hours for the IRS audit benefit, these benefits do not ensure complete pre-trial coverage. In order to receive additional pre-trial IRS audit or trial defense benefits, a matter must actually proceed to trial. The costs of pre-trial preparation that exceed the benefits under the Membership are the responsibility of the member. Provider law firms under the closed panel Membership have agreed to provide to members any additional pre-trial services beyond those stipulated in the Membership at a 25% discount from the provider law firm's customary and usual hourly rate. Retainer fees for these additional services may be required.

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Preferred Member Discount for All Other Services. Provider law firms have agreed to provide to members any legal services beyond those stipulated in the Membership at a fee discounted 25% from the provider law firm's customary and usual hourly rate. This "customary and usual hourly rate" is a fixed single hourly rate for each provider firm that is generally an average of the firm's various hourly rates for its attorneys which typically vary based on experience and expertise.

### Legal Shield Benefit

In 45 states and four Canadian provinces, the Legal Shield plan can be added to the standard or expanded Family Legal Plan for \$1 per month and provides members with 24-hour access to a toll-free number for provider law firm assistance if the member is arrested or detained. The Legal Shield member, if detained, can present their Legal Shield card to the officer that has detained them to make it clear that they have access to legal representation and that they are requesting to contact a lawyer immediately. The benefits of the Legal Shield plan are subject to conditions imposed by the detaining authority, which may not allow for the provider law firm to communicate with the member on an immediate basis. The Legal Shield benefit was introduced in 1999. There were approximately 1,091,000 Legal Shield subscribers at December 31, 2008 compared to approximately 1,080,000 at December 31, 2007.

### Identity Theft Shield Benefit

Through a joint marketing agreement with Kroll Background America Inc., a subsidiary of Kroll Inc., our independent sales associates market Kroll's identity theft benefits in 50 states and four Canadian provinces. By adding the Identity Theft Shield to their existing family Membership, members have toll free access to the identity theft specialists at Kroll. This benefit can be added to a legal service Membership for \$9.95 per month or purchased separately for \$12.95 per month. The identity theft related benefits include a credit report provided through Experian and related instructional guide, a credit score calculated by an independent scoring service and related instructional guide, credit report monitoring through Experian with daily online and monthly offline notification of any changes in credit information and comprehensive identity

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theft restoration services.. Beginning in the first quarter of 2009, our Identity Theft membership will be offered as an on-line service where new members can authenticate their membership by logging on to the Internet and get an immediate credit report delivered via the web making the method of requesting and receiving the credit report more streamlined and efficient. There were approximately 771,000 and 715,000 subscribers at December 31, 2008 and 2007, respectively, comprised of 681,000 and 632,000 subscribers at \$9.95 per month and 90,000 and 83,000 subscribers at \$12.95 per month.

### Canadian Family Plan

The Family Legal Plan is currently marketed in the Canadian provinces of Ontario, British Columbia, Alberta and Manitoba. We began operations in Ontario and British Columbia during 1999 and Alberta and Manitoba in 2001. Benefits of the Canadian plan include expanded preventive benefits including assistance with Canadian Government agencies, warranty assistance and small claims court assistance as well as the preferred member discount. Canadian Membership fees collected during 2008 were approximately \$8.2 million (including foreign currency translation adjustments) in U.S. dollars compared to \$7.6 million collected in 2007 and \$6.8 million collected in 2006.

### Specialty Legal Service Plans

In addition to the Family Legal Plan described above, we also offer other specialty or niche legal service plans. These specialty plans usually contain many of the Family Legal Plan benefits adjusted as necessary to meet specific industry or prospective member requirements. In addition to those specialty plans described below, we will continue to evaluate and develop other such plans as the need and market allow.

### Business Owners' Legal Solutions Plan

The Business Owners' Legal Solutions plan was developed during 1995 and provides business oriented legal service benefits for small businesses with 99 or fewer employees. This plan was developed and test marketed in selected geographical areas and more widely marketed beginning in 1996 at a monthly rate of \$69.00. This plan provides for-profit small businesses with legal consultation and correspondence benefits, contract and document reviews, debt collection assistance and reduced rates for any non-covered areas. During 1997,

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the coverage offered pursuant to this plan was expanded to include trial defense benefits and Membership in GoSmallBiz.com, an unrelated Internet based service provider. Through GoSmallBiz.com, members may receive unlimited business consultations from business consultants and have access to timely small business articles, educational software, Internet tools and more. This expanded plan is currently marketed at a monthly rate ranging from \$69 to \$150 (\$175 in Canada) depending on the number of employees and provides business oriented legal service benefits for any for-profit business with 99 or fewer employees. This plan is available in 44 states and three Canadian provinces and represented approximately 5.4%, 5.3% and 5.1% of our Membership fees during 2008, 2007 and 2006, respectively.

### Commercial Driver Legal Plan

The Commercial Driver Legal Plan is designed specifically for the professional truck driver and offers a variety of driving-related benefits, including coverage for moving and non-moving violations. This plan provides coverage by a provider law firm for persons who drive a commercial vehicle. This legal service plan is currently offered in 45 states. In certain states, the Commercial Driver Legal Plan is underwritten by the Road America Motor Club, an unrelated motor service club. During 2008 this plan accounted for approximately .8% of Membership fees compared to approximately .9% of Membership fees during 2007 and 2006. The Plan underwritten by the Road America Motor Club is available

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at the monthly rate of \$35.95 or at a group rate of \$32.95. Plans underwritten by us are available at the monthly rate of \$32.95 or at a group rate of \$29.95. Benefits include the motor vehicle related benefits described above, defense of Department of Transportation violations and the 25% discounted rate for services beyond plan scope, such as defense of non-moving violations. The Road America Motor Club underwritten plan includes bail and arrest bonds and services for family vehicles.

### Home-Based Business Rider

The Home-Based Business plan was designed to provide small business owners access to commonly needed legal services. It can be added to the Expanded Family Legal Plan in approved states. To qualify, the business and residence address must be the same with three or fewer employees and be a for-profit business that is not publicly traded. Benefits under this plan include unlimited business telephone consultation, review of three business contracts per month, three business and debt collection letters per month and discounted trial defense rates. This plan also includes Membership in GoSmallBiz.com. This plan is available in 39 states and two Canadian provinces and represented approximately 1.9% of our Membership fees during 2008 compared to approximately 1.8% during 2007 and 2006.

### Comprehensive Group Legal Services Plan

In late 1999 we introduced the Comprehensive Group plan, designed for the large group employee benefit market. This plan, available in 36 states, provides all the benefits of the Family Legal Plan as well as mortgage document preparation, assistance with uncontested legal situations such as adoptions, name changes, separations and divorces. Additional benefits include the preparation of health care power of attorney and living wills or directives to physicians. Although sales of this plan during the last three years (2,599 Memberships, 2,735 Memberships and 5,892 Memberships during 2008, 2007 and 2006, respectively) are not significant compared to our total Membership sales, we still believe this plan improves our competitive position in the large group market. We continue to emphasize group marketing to employee groups of less than 50 rather than larger groups where there is more competition, price negotiation and typically a longer sales cycle.

Other than additional benefits such as the Legal Shield and Identity Theft Shield benefits described above, the basic structure and design of the Membership benefits has not significantly changed over the last several years. The consistency in plan design and delivery provides us consistent, accurate data about plan utilization which enables us to manage our benefit costs through the capitated payment structure to provider firms. We frequently evaluate and consider other plan benefits that may include other services complimentary to the basic legal service plan.

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### Provider Law Firms

Our Memberships generally allow members to access legal services through a network of independent provider law firms under contract with us generally referred to as "provider law firms." Provider law firms are paid a fixed fee on a per capita basis to render services to plan members residing within the state or province as provided by the contract. Because the fixed fee payments by us to provider law firms in connection with the Memberships do not vary based on the type and amount of benefits utilized by the member, this arrangement provides significant advantages to us in managing our cost of benefits. Pursuant to these provider law firm arrangements and due to the volume of revenue directed to these firms, we have the ability to more effectively monitor the customer service aspects of the legal services provided, the financial leverage to help ensure a customer friendly emphasis by the provider law firms and access to

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larger, more diversified law firms. Through our members, we are typically the largest client base of our provider law firms.

Provider law firms are selected to serve members based on a number of factors, including recommendations from provider law firms and other lawyers in the area in which the candidate provider law firm is located and in neighboring states, our investigation of bar association standing and client references, evaluation of the education, experience and areas of practice of lawyers within the firm, on-site evaluations by our management, and interviews with lawyers in the firm who would be responsible for providing services. Most importantly, these candidate law firms are evaluated on the firm's customer service philosophy.

Approximately 96% of provider law firms, representing more than 99% of our legal service members, are connected to us via high-speed digital links to our management information systems, thereby providing real-time monitoring capability. This online connection offers the provider law firm access to specially designed software developed by us for administration of legal services by the firm. These systems provide statistical reports of each law firm's activity and performance and allow virtually all of the members served by provider law firms to be monitored on a near real-time basis. The few provider law firms that are not online with us typically have a small Membership base and must provide various weekly reports to us to assist in monitoring the firm's service level. The combination of the online statistical reporting and weekly service reports for smaller provider law firms allows quality control monitoring of over 15 separate service delivery benchmarks. In addition, we regularly conduct extensive random surveys of members who have used the legal services of a provider law firm. We survey members in each state every 60 days, compile the results of such surveys and provide the provider law firms with copies of each survey and the overall summary of the results. If a member indicates on a survey the service did not meet their expectation, the member is contacted as soon as possible to resolve the issue.

Each month, provider law firms are presented with a comprehensive report of ratings related to our online monitoring, member assistance requests, member survey evaluations, telephone reports and other information developed in connection with member service monitoring. If a problem is detected, we recommend immediate remedial actions to the provider law firms to eliminate service deficiencies. In the event the deficiencies of a provider law firm are not eliminated through discussions and additional training with us, such deficiencies may result in the termination of the provider law firm. We are in constant communication with our provider law firms and meet with them frequently for additional training, to encourage increased communications with us and to share suggestions relating to the timely and effective delivery of services to our members.

Each attorney member of the provider law firm rendering services must have at least two years of experience as a lawyer, unless we waive this requirement due to special circumstances such as instances when the lawyer demonstrates significant legal experience acquired in an academic, judicial or similar capacity other than as a lawyer. We provide customer service training to the provider law firms and their support staff through on-site training that allows us to observe the individual lawyers of provider law firms as they directly assist the members. Additionally, we provide initial orientation and training for new staff and new attorneys joining the firm via weekly conference calls.

Agreements with provider law firms: (a) generally permit termination of the agreement by either party upon 60 days prior written notice, (b) permit us to terminate the Agreement for cause immediately upon written notice, (c) require

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the firm to maintain a minimum amount of malpractice insurance on each of its attorneys, in an amount not less than \$100,000, (d) preclude us from interference with the lawyer-client relationship, (e) provide for periodic review of services provided, (f) provide for protection of our proprietary information and (g) require the firm to indemnify us against liabilities resulting from legal services rendered by the firm. We are precluded from contracting with other law firms to provide the same service in the same geographic area, except in situations where the designated law firm has a conflict of interest, we enroll a group of 500 or more members, or when the agreement is terminated by either party. Provider law firms are precluded from contracting with other prepaid legal service companies without our approval. Provider law firms receive a fixed monthly payment for each member who are residents in the service area and are responsible for providing the Membership benefits without additional remuneration. If a provider law firm delivers legal services to an open panel member, the law firm is reimbursed for services rendered according to the open panel Membership. As of December 31, 2008, provider law firms averaged approximately 48 employees each and on average are relatively evenly split between support staff and lawyers.

The following table reflects the composition of our provider law firm network by state/province, together with each firm's Memberships and attorneys as of December 31, 2008 and year 2008 intakes by state/province. As reflected in the table below, the average number of intakes per member during 2008 was 1.6.

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State/Province	Provider Firm	Member- ships	Attor- neys	Member- hips per attorney
Colorado	Riggs, Abney, Neal, Turpen, Orbison & Lewis	35,807	32	1,119
Oklahoma	Riggs, Abney, Neal, Turpen, Orbison & Lewis	41,907	97	432
Nebraska	Morrow, Poppe, Watermeier & Lonowski, P.C.	2,321	8	290
Texas	Ross & Matthews, P.C.	134,809	97	1,390
Louisiana	Provasty, Sadler, DeLaunay, Florenza & Sobel	22,280	21	1,061
Missouri	Dubail Judge	25,354	21	1,207
Illinois	Evans, Loewenstein, Shimanovsky & Moscardini	43,246	22	1,966
W. Virginia	Caldwell & Riffiee	3,789	5	758
California	Parker Stanbury	217,334	65	3,344
Arkansas	Lisle Law Firm, P.C.	13,813	8	1,727
Florida	DeBeaubien, Knight, Simmons	55,300	46	1,202
Florida	Glantz & Glantz	47,914	33	1,452
Georgia	Deming, Parker, Hoffman, Green, Campbell & Daly	61,173	42	1,457
Alabama	The Anderson Law Firm LLC	18,830	8	2,354
Tennessee	Merritt, Flebotte, Wilson, Webb & Caruso	24,198	9	2,689
Kentucky	O'Koon Hintermeister, PLLC	8,907	5	1,781
S. Carolina	Merritt, Flebotte, Wilson, Webb & Caruso	22,153	14	1,582
Ohio	Maguire & Schneider	41,619	25	1,665
Kansas	Riling, Burkhead & Nitcher	13,888	13	1,068
Hawaii	Bervar & Jones	13,049	10	1,305
Michigan	Powers, Chapman, DeAgostino, Meyers & Milia	45,897	23	1,996
New York	Feldman, Kramer & Monaco, P.C.	48,833	54	904
Massachusetts	Framme Law Firm	3,565	2	1,783
Pennsylvania	Welch, Gold & Siegel	34,363	22	1,562

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Wisconsin	Wagner, Falconer & Judd, LTD	12,317	9	1,369
Utah	Smart, Schofield, Shorter & Lunceford	14,535	17	855
Indiana	O'Koon Hintermeister, PLLC	23,246	14	1,660
Oregon	Kivel & Howard, LLP	23,215	12	1,935
Idaho	The Huntley Law Firm, PLLC	8,604	12	717
Arizona	Davis Miles PLLC - Arizona	45,608	51	894
Washington	Lombino Martino, PS	41,729	26	1,605
Nevada	Dempsey, Roberts & Smith	18,581	33	563
Virginia	Framme Law Firm	39,701	18	2,206
Minnesota	Wagner, Falconer & Judd, LTD	18,545	22	843
Wyoming	Referral attorneys *	1,829	-	-
Iowa	McEnroe, Gotsdiner, Brewer, et al.	5,327	6	888
N. Carolina	Merritt, Flebotte, Wilson, Webb & Caruso	59,874	27	2,218
Mississippi	Framme Law Firm of Mississippi	10,039	3	3,346
Maryland/D.C.	Weinstock, Friedman & Friedman, P.C.	40,703	37	1,100
New Jersey	Mattleman, Weinroth & Miller	31,221	26	1,201
Montana	Rimel & Mrkich, PLLP	4,642	2	2,321
New Mexico	Davis Miles PLLC	18,610	8	2,326
N. Dakota	Referral attorneys *	293	-	-
S. Dakota	Demersseman Jensen et al	2,243	7	320
Delaware	Mattleman, Weinroth & Miller	4,769	7	681
New Hampshire	Framme Law Firm	3,261	1	3,261
Connecticut	Willinger, Willinger & Bucci, P.C.	8,761	13	674
Vermont	Framme Law Firm	521	1	521
Maine	Robinson, Kriger & McCallum	4,027	14	288
Alaska	Referral attorneys *	9	-	-
Rhode Island	Framme Law Firm	869	2	435
Alberta	Nickerson, Roberts, Holinski & Mercer	3,646	10	365
British Columbia	Watson, Goepel & Maledy	4,463	36	124
Manitoba	Tapper Cuddy	1,543	22	70
Ontario	Mills & Mills	16,257	25	650
	Total Closed Panel Memberships	1,449,337	1,143	1,268
	"Stand-alone" IDT Memberships	89,839		
	Open Panel Memberships	10,845		
	Commercial Driver Legal Plan Memberships	9,133		
	Total Memberships	1,559,154		

\*States/provinces without a designated provider law firm. Services are provided by referral attorneys.

We have had occasional disputes with provider law firms, some of which have resulted in litigation. The toll-free telephone lines utilized and paid for by the provider law firms are owned by us so that in the event of a termination, the members' calls can be rerouted very quickly. Nonetheless, we believe that our relations with provider law firms are generally very good. At the end of 2008, we had provider law firms representing 47 states and four provinces, the same as we had at the end of 2007. During the last three calendar years, our relationships with a total of six provider law firms were terminated by us or the provider law firm. As of December 31, 2008, 36 provider law firms have been under contract with us for more than eight years with the average tenure of all provider law firms being in excess of 10 years.

There are occasions when members need to be referred by the provider law firm or PPL to an attorney outside the provider law firm. These instances are

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for geographic reasons, expertise reasons or if the matter is a conflict of interest for the provider law firm. We have an extensive database of referral lawyers developed for PPL and the provider law firms to access when members need services to be coordinated outside the provider law firm. Lawyers with whom members have experienced verified service problems, or are otherwise inappropriate for the referral system, are removed from our database of referral lawyers.

We design our plans for the convenience of our member. The provider law firms primarily deliver consultation benefits via the telephone while document reviews and letters are primarily delivered by fax, email and mail, and thus, the member does not normally need to travel to any law firm to receive the majority of their benefits. They can utilize their benefits from the comfort of their home or office and not take time off from work.

The provider law firms provide and/or coordinate all benefits for our members. After the provider law firm has provided telephone consultation benefits and possible document review and letters, if appropriate, the provider law firm will provide further benefits or coordinate a referral to a local attorney if that is necessary. We have a database of referral attorneys covering North America should a member need a local attorney. The provider law firm coordinates these referrals based on the member's legal needs and the location of the courts.

Members' benefits carry over to the local attorneys when referred, based on the specific legal matter being referred and the specific benefit applicable to the member. Some referrals are free to the member by way of the specific plan benefit and the referral attorney is paid by the provider law firm. Other referrals are provided under the 25% discount benefit of the plan, where the member pays the discounted fee to the local attorney.

Referrals are made on a case by case basis, depending on the specific legal matter and the applicable benefits. The majority of referrals are based on geography of where the member lives, in conjunction with the legal venue and/or the location of the court. Occasionally a member is referred because of expertise that is required on a particular issue.

### Identity Theft Shield Benefits Provider

Kroll is one of the world's leading risk consulting companies. For more than 30 years, Kroll has helped companies, government agencies and individuals reduce their exposure to risk and capitalize on business opportunities. Kroll is an operating unit of Marsh & McLennan Companies, Inc., the global professional services firm. With offices in more than 65 cities in the U.S. and abroad, Kroll can scrutinize accounting practices and financial documents; gather and filter electronic evidence for attorneys; recover lost or damaged data from computers and servers; conduct in-depth investigations; screen domestic and foreign-born job candidates; protect individuals, and enhance security systems and procedures. Kroll's clients include many of the world's largest and most prestigious corporations, law firms, academic institutions, non-profit organizations, sovereign governments, government agencies, and high net-worth individuals, entertainers and celebrities. Kroll's seasoned professionals were handpicked and recruited from leading management consulting companies, top law firms, international auditing companies, multinational corporations, special operations forces, law enforcement and intelligence agencies. Kroll also maintains a network of highly trained specialists in cities throughout the world who can respond to global needs 24 hours a day, seven days a week. Over the last four years, Kroll has developed a unique solution for victims of identity theft and this service is now available to our members through the Identity Theft Shield benefit. Similar to the provider law firms, Kroll is paid a fixed fee on a monthly per capita basis to render services to IDT members.

## Marketing

### Multi-Level Marketing

We market Memberships through a multi-level marketing program that encourages individuals to sell Memberships and allows individuals to recruit and develop their own sales organizations. Commissions are paid only when a Membership is sold. No commissions are paid based solely on recruitment. When a Membership is sold, commissions are paid to the associate making the sale, and to other associates (on average, eight others at December 31, 2008 and December 31, 2007 and nine others at December 31, 2006) who are in the line of associates who directly or indirectly recruited the selling associate. We provide training materials, organize area-training meetings and designate personnel at the home office specially trained to answer questions and inquiries from associates. We offer various communication avenues to our sales associates to keep such associates informed of any changes in the marketing of our Memberships. The primary communication vehicles we utilize to keep our sales associates informed include extensive use of conference calls and e-mail, an interactive voice-mail service, The Connection monthly magazine, an interactive voice response system and our website, [prepaidlegal.com](http://prepaidlegal.com).

Multi-level marketing is primarily used for marketing based on personal sales since it encourages individual or group face-to-face meetings with prospective members and has the potential of attracting a large number of sales personnel within a short period of time. Our marketing efforts towards individuals typically target the middle income family or individual and seek to educate potential members concerning the benefits of having ready access to legal counsel for a variety of everyday legal problems. Memberships with individuals or families sold by the multi-level sales force constituted 74% of our Memberships in force at December 31, 2008, compared to 75% at December 31, 2007 and 76% at December 31, 2006. Although other means of payment are available, approximately 73% of fees on Memberships purchased by individuals or families are paid on a monthly basis by means of automatic bank draft or credit card.

### Group marketing

Our marketing efforts towards employee groups, principally on a payroll deduction payment basis, are designed to permit our sales associates to reach more potential members with each sales presentation and strive to capitalize on, among other things, what we perceive to be a growing interest among employers in the value of providing legal and identity theft service plans to their employees. Memberships sold through employee groups constituted approximately 26% of total Memberships in force at December 31, 2008, compared to 25% and 24% at December 31, 2007 and 2006, respectively. Most employee group Memberships are sold to school systems, governmental entities and businesses. We emphasize group marketing to employee groups of less than 50 rather than larger groups where there is more competition, price negotiation and typically a longer sales cycle. No group accounted for more than 1% of our consolidated revenues from Memberships during 2008, 2007 or 2006. Substantially all group Memberships are paid on a monthly basis. We are active in legislative lobbying efforts to enhance our ability to market to public employee groups and to encourage Congress to reenact legislation to permit legal service plans to qualify for pre-tax payments under tax qualified employee cafeteria plans.

### Affirmative Defense Response System

We developed the Affirmative Defense Response System ("ADRS") to provide businesses and their employees a way to minimize their risk in regard to identity theft by encouraging businesses to take proactive measures to protect non-public information. Once our sales associates have been through the required training, they can begin to offer businesses the forms they will need and the



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education their employees will require to take reasonable and affirmative steps to reduce the harm and risk of having a breach of non-public information. We encourage businesses to host mandatory employee meetings and training sessions on identity theft and privacy compliance. At such meetings, our associates will provide the employees of the business an opportunity to purchase our legal service and identity theft plans. Since our Identity Theft Shield provides identity restoration benefits and our legal plans provide help on related issues, we believe the majority of the time in restoring an employee's identity is covered by our plan and therefore is not done on company time or at company expense. We believe our suite of services including our legal plan, the Legal Shield and the Identity Theft Shield provide employees assistance in every phase of identity theft - before, during and after the crime occurs. The ADRS was developed to enhance our group marketing efforts and we intend to continue to utilize this program in 2009.

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### General

Sales associates are generally engaged as independent contractors, are provided with training materials and are given the opportunity to participate in our training programs. Sales associates are required to complete a specified training program prior to marketing our Memberships to employee groups. All advertising and solicitation materials used by sales associates must be approved by us prior to use. At December 31, 2008, we had 425,018 "vested" sales associates compared to 442,361 and 444,499 "vested" sales associates at December 31, 2007 and 2006, respectively. A sales associate is considered to be "vested" if he or she has met our vesting requirements. However, a substantial number of vested associates do not continue to market the Membership, as they are not required to do so in order to continue to be vested. In order to meet the vesting requirements and be eligible to receive commissions, sales associates must have an active Associate Agreement. In order to keep an active Agreement; sales associates must (1) maintain an active personal legal services membership or (2) make three personal membership sales per calendar quarter. If a sales associate fails to do either, his or her Associate Agreement will be placed in a precancel status for one quarter ("quarterly vesting probationary period"). During this period, the Associate must either (1) reinstate their personal legal services membership or (2) make six personal membership sales. If these requirements are not met, the Associate will go into a dropped status at the end of the probationary period. Upon the date the Associate Agreement is dropped, the Associate loses all downline, level, counters and qualifications and forfeits any pending advanced commission, earnings and bonuses.

During 2008, we had 81,731 sales associates who personally sold at least one Membership, of which 43,674 (53%) made first time sales. During 2007 and 2006 we had 90,123 and 90,206 sales associates producing at least one Membership sale, respectively, of which 49,117 (55%) and 49,955 (55%), respectively, made first time sales. During 2008, we had 6,996 sales associates who personally sold more than ten Memberships compared to 9,047 and 8,858 in 2007 and 2006, respectively. A substantial number of our sales associates market our Memberships on a part-time basis only. For the year 2008, new sales associates enrolled decreased 18% to 122,255 with an average enrollment fee of \$72 from the 148,802 enrolled in 2007 with an average enrollment fee of \$57.

The following table recaps, on a quarterly basis for the last two fiscal years, total vested sales associates that made new Membership sales and those that did not as well as those that own a Membership and those that do not own a Membership, by their respective levels of sales:

Assoc's Without A Membership

(3)

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Qtr/Year	(1) Assocs Selling 3 or more	(2) Assocs Selling Less than 3	Assocs Selling With a Membership	(4) Assocs Not Selling	(5) Total
Q1/07	212	297	34,443	398,956	43
Q2/07	152	583	33,092	400,387	43
Q3/07	140	540	34,196	408,424	44
Q4/07	146	497	34,444	407,274	44
Q1/08	93	366	30,174	397,575	42
Q2/08	90	358	30,614	401,289	43
Q3/08	95	402	31,702	392,118	42
Q4/08	98	367	29,177	395,376	42

- (1) Represents sales associates that do not own a Membership that have sold 3 or more new Memberships during the quarter indicated.
- (2) Represents sales associates that do not own a Membership that have sold less than 3 new Memberships during the quarter indicated.

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- (3) Represents sales associates who owned a Membership and sold at least 1 new Membership during the quarter indicated.
- (4) Represents sales associates who owned a Membership or were in their quarterly vesting probationary period but did not sell at least 1 new Membership during the quarter indicated.
- (5) Represents the total vested associates (including those associates in their quarterly vesting probationary period) during the quarter indicated.

We derive revenues from our multi-level marketing sales force, including one-time enrollment fee from each new sales associate for which we provide initial marketing supplies and enrollment services to the associate. Amounts collected from sales associates are intended primarily to offset our costs incurred in recruiting and training and providing materials to sales associates and are not intended to generate profits from such activities. Other revenues from sales associates represent the sale of marketing supplies and promotional materials and include fees related to our eService program for associates. The eService program provides subscribers Internet based back office support such as reports, on-line documents, tools, a personal e-mail account and multiple personalized web sites with "flash" movie presentations.

We continually review our compensation plan for the multi-level marketing force to assure that the various financial incentives in the plan encourage our desired goals. We offer various incentive programs from time to time and frequently adjust the program to maintain appropriate incentives and to improve Membership production and retention.

We hold our International Convention once a year, typically in the spring, and a Leadership Summit, typically in the fall, and routinely host more than 10,000 of our sales associates at these events. These events are intended to provide additional training, corporate updates, new announcements, motivation and associate recognition. Additionally, we offer the Player's Club incentive program providing additional incentives to our associates as a reward for consistent, quality business. Associates can earn the right to attend an annual incentive trip by meeting certain qualification requirements and maintaining certain personal retention rates. Associates can also earn the right to receive additional monthly bonuses by meeting the monthly qualification requirements for twelve consecutive months and maintaining certain personal retention rates for the Memberships sold during that twelve month period.

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### Regional Vice Presidents

Prior to January 1, 2007, we had a group of approximately 115 employees that served as Regional Vice Presidents ("RVPs") and were responsible for associate activity in given geographic regions and had the ability to appoint independent contractors as Area Coordinators within the RVP's region. Effective January 1, 2007, we dramatically revamped this program by reducing the number of RVPs from approximately 115 to 15; eliminated the employee relationship of the RVPs so that all are independent contractors; significantly increased both the size of their regions and the commission override percentages that can be earned by the RVPs; put in place additional bonus compensation available based on growth in their assigned regions; replaced the previous large number of Area Coordinators with substantially fewer Regional Managers appointed by the RVPs; created commission overrides than can be earned by the Regional Managers in their regions and created a new class of appointees, Certified Meeting Coordinators that are appointed by the Regional Managers. Additionally, we have significantly increased the frequency of communications between us and the RVPs and the frequency and the amount of reporting both from and to, the RVPs. At December 31, 2008, we had 28 RVPs assigned.

The RVP/Regional Manager/Certified Meeting Coordinator program provides a basis to effectively monitor current sales activity, further educate and motivate the sales force and otherwise enhance the relationships between the associates and us. New products, incentives and initiatives will be channeled through the RVPs.

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### Pre-Paid Legal Benefits Association

The PPL Benefits Association ("PPLBA") was founded in 1999 with the intent of providing sales associates the opportunity to have access, at their own expense, to health insurance and life insurance benefits. Membership in the Association allows a sales associate to become eligible to enroll in numerous benefit programs, as well as take advantage of attractive affinity agreements. Membership in this Association is open to sales associates that reach a certain level within our marketing programs who also maintain an active personal legal services Membership. The PPLBA is a separate association not owned or controlled by us and is governed by an 8 member Board of Directors, including four officer positions. None of the officers or directors of the PPLBA serve in any such capacity with us. The PPLBA employs a Director of Associate Benefits paid by the Association. Affinity programs available to members of the PPLBA include credit cards, long-distance, wireless services, vehicle purchasing services, safety trip plan, mortgage and real estate assistance and a travel club. As determined by its Board of Directors, some of the revenue generated by the PPLBA through commissions from vendors of the benefits and affinity programs or contributed to the Association by us may be used to make open-market purchases of our stock for use in stock bonus awards to Association members based on criteria established from time to time by the Board of Directors of the PPLBA. Since inception and through December 31, 2008, approximately 45,900 shares were purchased by the PPLBA for awards to its members. The PPLBA awarded approximately 1,900, 2,075 and 3,000 shares of stock to Association members representing the 2008, 2007 and 2006 stock bonus awards, respectively.

### Cooperative Marketing

We have in the past, and may in the future, develop marketing strategies pursuant to which we seek arrangements with insurance and service companies that have established sales forces. Under such arrangements, the agents or sales force of the cooperative marketing partner market our Memberships along with the products already marketed by the partner's agents or sales force. Such arrangements allow the cooperative marketing partner to enhance its existing customer relationships and distribution channels by adding our product to the

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marketing partner's existing range of products and services, while we are able to gain broader Membership distribution and access to established customer bases.

We have a cooperative marketing agreement with Atlanta-based Primerica Financial Services ("PFS"), a subsidiary of Citigroup, Inc. PFS is one of the largest financial services marketing organizations in North America with more than 100,000 personal financial analysts across the U.S. and Canada. Although these Memberships were sold by PFS representatives, we have a direct billing and service relationship with the members. The PFS cooperative marketing agreement resulted in approximately 24,000 new Membership sales during 2008 compared to 25,000 and 26,000, respectively for 2007 and 2006.

We have had limited success with cooperative marketing arrangements in the past and are unable to predict with certainty what success we will achieve, if any, under our existing or future cooperative marketing arrangements.

### Operations

Our corporate operations involve Membership application processing, member-related customer service, and various associate-related services including commission payments, receipt of Membership fees, related general ledger accounting, human resources, internal audit and managing and monitoring the provider law firm relationships.

We utilize a management information system to control operations costs and monitor benefit utilization. Among other functions, the system evaluates benefit claims, monitors member use of benefits and monitors marketing/sales data and financial reporting records. Our dominant concerns in the architecture of private networks and web systems include security, scalability, and capacity to accommodate peak traffic and business continuity in the event of a disaster. We believe our management information system has substantial capacity to accommodate increases in business data before substantial upgrades will be

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required. We believe this excess capacity will enable us to experience a significant increase in the number of members serviced with less than a commensurate increase of administrative costs.

We have built a strong Internet presence to strengthen the services provided to both members and associates. Our Internet site, at [www.prepaidlegal.com](http://www.prepaidlegal.com), welcomes the multifaceted needs of our members, sales force, investors and prospects. It has also reduced costs associated with communicating critical information to the associate sales force.

Our operations also include departments specifically responsible for marketing support and regulatory and licensing compliance. We have an internal production staff that is responsible for the development of new audio and video sales materials.

### Quality Control

In addition to our quality control efforts for provider law firms described above, we also closely monitor the performance of our home office personnel, especially those who have telephone contact with members or sales associates. We record home office employee telephone calls with our members and sales associates to assure that our policies are being followed and to gather data about recurring problems that may be avoided through modifications in policies. We also use such recorded calls for training and recognition purposes.

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### Competition

We compete in a variety of market segments in the legal service plan industry, including, among others, individual enrollment plans, employee benefit plans and certain specialty segments. Our competitors with a national presence would include Hyatt Legal Plans (a MetLife company), ARAG(R) North America and Legal Services Plan of America (a GE Money company, formerly the Signature Group). Most of these concentrate their marketing to larger employer groups and offer open panel plans.

There are many entities offering some level of benefits related to identity theft, credit monitoring, etc. Most of the credit repositories offer some type of fee based services to the public as well as many financial institutions and independent companies such as LifeLock. Most of these entities are focused on credit monitoring rather than identity theft restoration. We believe our identity theft restoration product is unique due to the combination of our identity theft restoration partner (Kroll) and our provider law firms.

If a greater number of companies seek to enter the legal service plan market or offer more comprehensive identity theft solutions, we will experience increased competition in the marketing of our Memberships. However, we believe our competitive position is enhanced by our actuarial database, the combination of our existing network of provider attorney law firms and Kroll and our ability to tailor products to suit various types of distribution channels or target markets. We believe that no other competitor has the ability to monitor the customer service aspect of the delivery of legal services to the same extent we do. Finally, we have intentionally concentrated our group marketing to small employer groups. Serious competition is most likely from companies with significant financial resources and advanced marketing techniques.

### Regulation

We are regulated by or required to file with or obtain approval of State Insurance Departments, Secretaries of State, State Bar Associations and State Attorney General Offices depending on individual state opinions of regulatory responsibility for legal expense plans. We are also required to file with similar government agencies in Canada. While some states or provinces regulate legal expense plans as insurance or specialized legal expense products, others regulate them as services.

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As of December 31, 2008, we or one of our subsidiaries were marketing new Memberships in 37 jurisdictions that require no special licensing. Our subsidiaries serve as operating companies in 17 jurisdictions that regulate Memberships as insurance or specialized legal expense products. The most significant of these wholly owned subsidiaries are Pre-Paid Legal Casualty, Inc. ("PPLCI"), Pre-Paid Legal Services, Inc. of Florida ("PPLSIF") and Legal Service Plans of Virginia, Inc. ("LSPV"). Of our total Memberships in force as of December 31, 2008, 38% were written in jurisdictions that subject us or one of our subsidiaries to insurance or specialized legal expense plan regulation (27% written through our subsidiaries). We are actively working with regulators in the various states in which our subsidiaries are regulated as insurance to explore other regulatory alternatives to eliminate some of the agent licensing or financial and marketing regulation that is prevalent in the insurance industry.

We sell Memberships in the Canadian provinces of Ontario, British Columbia, Alberta and Manitoba. The Memberships we currently market in such provinces do not constitute an insurance product and therefore are exempt from insurance regulation.

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In states with no special licensing or regulatory requirements, we commence operations only when advised by the appropriate regulatory authority that proposed operations do not constitute conduct of the business of insurance. There is no assurance that Memberships will be exempt from insurance regulation even in states or provinces with no specific regulations. In these situations, we or one of our subsidiaries would be required to qualify as an insurance company in order to conduct business.

PPLCI serves as the operating company in most states where Memberships are determined to be an insurance product. PPLCI is organized as a casualty insurance company under Oklahoma law and as such is subject to regulation and oversight by various state insurance agencies where it conducts business. These agencies regulate PPLCI's forms, rates, trade practices, allowable investments and licensing of agents and sales associates. These agencies also prescribe various reports, require regular evaluations by regulatory authorities, and set forth minimum capital and reserve requirements. Our insurance subsidiaries are routinely evaluated and examined by representatives from the various regulatory authorities in the normal course of business. Such examinations have not and are not expected to adversely impact our operations or financial condition in any material way. We believe that all of our subsidiaries meet any required capital and reserve requirements. Dividends paid by PPLCI are restricted under Oklahoma law to available surplus funds derived from realized net profits.

We are required to register and file reports with the Oklahoma Insurance Commissioner as a member of a holding company system under the Oklahoma Insurance Holding Company System Regulatory Act. Transactions between PPLCI and us or any other subsidiary must be at arm's-length with consideration for the adequacy of PPLCI's surplus, and may require prior approval of the Oklahoma Insurance Commissioner. Payment of any extraordinary dividend by PPLCI to us requires approval of the Oklahoma Insurance Commissioner. The payment of dividends by PPLCI is restricted under the Oklahoma Insurance Code to available surplus funds derived from realized net profits and requires the approval of the Oklahoma Insurance Commissioner for any dividend representing more than the greater of 10% of such accumulated available surplus or the previous years' net profits. During 2008, PPLCI declared and after obtaining all necessary regulatory approvals, paid extraordinary dividends to us of \$14.9 million compared to the \$7.4 million and \$13.4 million paid to us during 2007 and 2006, respectively. Any change in our control, defined as acquisition by any method of more than 10% of our outstanding voting stock, including rights to acquire such stock by conversion of preferred stock, exercise of warrants or otherwise, requires approval of the Oklahoma Insurance Commissioner. Holding company laws in some states in which PPLCI operates provide for comparable registration and regulation of us.

Certain states have enacted special licensing or regulatory requirements designed to apply only to companies offering legal service products. These states most often follow regulations similar to those regulating casualty insurance providers. Thus, the operating company may be expected to comply with specific minimum capitalization and unimpaired surplus requirements; seek approval of forms, Memberships and marketing materials; adhere to required levels of claims reserves, and seek approval of premium rates and agent licensing. These laws may also restrict the amount of dividends paid to us by such subsidiaries. PPLSIF is subject to restrictions of this type under the laws of the State of Florida, including restrictions with respect to payment of dividends to us. At January 1, 2009, none of PPLCI, PPLSIF or LSPV had funds

available for payment of substantial dividends without the prior approval of the insurance commissioner. LSPV declared and paid us a \$4.1 million dividend during

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2008 compared to \$1.6 million during 2007 and \$3.7 million during 2006.

As the legal plan industry continues to mature, additional legislation may be enacted that would affect us and our subsidiaries. We cannot predict with any accuracy if such legislation would be adopted or its ultimate effect on operations, but expect to continue to work closely with regulatory authorities to minimize any undesirable impact and, as noted above, to reduce regulatory cost and burden where possible.

Our operations are further impacted by the American Bar Association Model Rules of Professional Conduct ("Model Rules") and the American Bar Association Code of Professional Responsibility ("ABA Code") as adopted by various states. Arrangements for payments to a lawyer by an entity providing legal services to its members are permissible under both the Model Rules and the ABA Code, so long as the arrangement prohibits the entity from regulating or influencing the lawyer's professional judgment. The ABA Code prohibits lawyer participation in closed panel legal service programs in certain circumstances. Our agreements with provider law firms comply with both the Model Rules and the ABA Code. We rely on the lawyers serving as the designated provider law firms for the closed panel benefits to determine whether their participation would violate any ethical guidelines applicable to them. We and our subsidiaries comply with filing requirements of state bar associations or other applicable regulatory authorities.

We are also required to comply with state, provincial and federal laws governing our multi-level marketing approach. These laws generally relate to unfair or deceptive trade practices, lotteries, business opportunities and securities. The U.S. Federal Trade Commission has proposed business opportunity regulations which may have an effect upon our method of operating in the United States, but such regulations are in the early stages of development and it is not possible to gauge the potential impact or the effective date at this time. We have experienced no material problems with marketing compliance. In jurisdictions that require associates to be licensed, we receive all applications for licenses from the associates and forward them to the appropriate regulatory authority. We maintain records of all associates licensed, including effective and expiration dates of licenses and all states in which an associate is licensed. We do not accept new Membership sale applications from any unlicensed associate in such jurisdictions.

### Employees

At December 31, 2008, we employed 801 individuals on a full-time basis, exclusive of independent agents and sales associates who are not employees. None of our employees are represented by a union. We consider our employee relations generally to be very good.

### Foreign Operations

We have operations in the Canadian provinces of Ontario, British Columbia, Alberta and Manitoba and derived aggregate revenues, including Membership fees and revenues from associate services, from Canada of \$8.7 million in U.S. dollars during 2008 compared to \$7.9 million and \$7.1 million in 2007 and 2006, respectively. In addition, we incur expenses in Canada in relation to these revenues. As reflected in the attached Consolidated Statements of Comprehensive Income, we have recorded negative foreign currency translation adjustments of \$2.0 million during 2008 and have a cumulative negative foreign currency translation adjustment balance of \$425,000 at December 31, 2008. These amounts are subject to dramatic change in conjunction with the relative values of the Canadian and U.S. dollars.

### Availability of Information

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We file periodic reports and proxy statements with the Securities and Exchange Commission ("SEC"). The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, N. E.,

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Washington, D.C. 20549. The public may obtain information about the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. We file our reports with the SEC electronically. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address of this site is <http://www.sec.gov>.

Our Internet address is [www.prepaidlegal.com](http://www.prepaidlegal.com). We make available on our website free of charge copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) of the Exchange Act as soon as reasonably possible after we electronically file such material with, or furnish it to, the SEC.

### ITEM 1A. RISK FACTORS

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Our financial position, results of operations and cash flows are subject to various risks, many of which are not exclusively within our control that may cause actual performance to differ materially from historical or projected future performance. Information contained within this Form 10-K should be carefully considered by investors in light of the risk factors described below. In addition to factors discussed elsewhere in this report, the following are some of the important factors that could affect our financial condition or results of operations:

Our future results may be adversely affected if Membership persistency or  
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renewal rates are lower than our historical experience.

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We have over 25 years of actual historical experience to measure the expected retention of new members. These retention rates could be adversely affected by the quality of services delivered by provider law firms, the existence of competitive products or services, our ability to provide administrative services to members or other factors. If our Membership persistency or renewal rates are less than we have historically experienced, our cash flow, earnings and growth rates could be adversely affected.

We may not be able to grow Memberships and revenues at the same rate as we  
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have historically experienced and have recently experienced declines in new  
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Membership sales and associate recruitment.

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Our year end active Memberships decreased 1.1% from December 31, 2007 to December 31, 2008, increased 2.4% during 2007 and remained virtually unchanged during 2006. Changes in net income for the same three years were 18%, (1%) and 45%, respectively. In years prior to 2004, we were able to grow Memberships more significantly. Our ability to grow Memberships and revenues is substantially dependent upon our ability to expand or enhance the productivity of our sales force, develop additional legal expense products, develop alternative marketing methods or expand geographically. There is no assurance that we will be able to achieve increases in Membership and revenue growth comparable to our historical growth rates.



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We are dependent upon the continued active participation of our principal executive officer.

Our success depends substantially on the continued active participation of our principal executive officer, Harland C. Stonecipher. Although our management includes other individuals with significant experience in our business, the loss of the services of Mr. Stonecipher could have a material adverse effect on our financial condition and results of operations.

There is litigation pending that may have a material adverse effect on us if adversely determined.

See "Item 3. Legal Proceedings." Any of the legal proceedings described in Item 3 could have a material adverse effect on our financial condition and results of operations.

We may have compromises of our information security.

We collect and store certain personal information that our members and sales associates provide to purchase products or services, enroll in certain programs, register on our web site, or otherwise communicate and interact with us. We also gather and retain information about our employees, members and sales associates in the normal course of business. We may share information about such persons with vendors that assist with certain aspects of our business. We rely on encryption and authentication technology licensed from third parties to

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provide the security and authentication necessary to effect secure transmission of confidential information such as member and sales associate credit card numbers. We cannot provide assurance that advances in computer capabilities, new discoveries in the field of cryptography or other events or developments will not result in a compromise or breach of the algorithms or systems that we use to protect customer transaction data. Despite these instituted safeguards for the protection of such information, we cannot be certain that all of our systems are entirely free from vulnerability to attack. A breach of our security system resulting in member, sales associate or employee personal information being obtained by unauthorized persons could adversely affect our reputation, disrupt our operations and expose us to claims from employees, members, sales associates, financial institutions, payment card associations and other persons, which could have a material adverse effect on our business, financial condition and results of operations. We may not comply with requirements placed on us by payment card associations or other financial processors. In addition, our online operations at [www.prepaidlegal.com](http://www.prepaidlegal.com) depend upon the secure transmission of confidential information over public networks, including information permitting cashless payments.

During a downturn in the economy, consumer purchases of discretionary items may be affected, which could materially harm our sales, retention rates, profitability and financial condition.

Although we believe our products and services can greatly assist our members during these challenging economic times, consumer spending is generally affected by a number of factors, including general economic conditions, inflation, interest rates, energy costs, gasoline prices and consumer confidence generally, all of which are beyond our control. Consumer purchases of

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discretionary items tend to decline during recessionary periods, when disposable income is lower, and such decline may impact sales and retention of our products should potential members have less money for discretionary purchases as a result of job losses, foreclosures, bankruptcies, reduced access to credit and sharply falling home prices, among other things.

We are in a regulated industry and regulations could have an adverse effect  
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on our ability to conduct our business.  
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We are regulated by or required to file with or obtain approval of State Insurance Departments, State Bar Associations and State Attorney General's Offices, depending on individual state positions regarding regulatory responsibility for legal service plans. Regulation of our activities is inconsistent among the various states in which we do business with some states regulating legal service plans as insurance or specialized legal service products and others regulating such plans as services. Such disparate regulation requires us to structure our Memberships and operations differently in certain states in accordance with the applicable laws and regulations. Our multi-level marketing strategy is also subject to U.S. federal, Canadian provincial and U.S. state regulation under laws relating to consumer protection, pyramid sales, business opportunity, lotteries and multi-level marketing. The U.S. Federal Trade Commission has proposed business opportunity regulations which may have an effect upon our method of operating in the United States, but such regulations are in the early stages of development and it is not possible to gauge the potential impact or the effective date at this time. Changes in the regulatory environment for our business could increase the compliance costs we incur in order to conduct our business or limit the jurisdictions in which we are able to conduct business.

The business in which we operate is competitive.  
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There are a number of existing and potential competitors that have the ability to offer competing products that could adversely affect our ability to grow. In addition, we may face competition from a growing number of Internet based legal sites with the potential to offer legal and related services at competitive prices. Increased competition could have a material adverse effect on our financial condition and results of operations. See "Description of Business - Competition."

We are dependent upon the success of our marketing force.  
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Our principal method of product distribution is through multi-level marketing. The success of a multi-level marketing force is highly dependent upon our ability to offer a commission and organizational structure and sales training and incentive program that enable sales associates to recruit and develop other sales associates to create an organization. There are a number of other products and services that use multi-level marketing as a distribution

method and we must compete with these organizations to recruit, maintain and grow our multi-level marketing force. In order to do so, we may be required to increase our marketing costs through increases in commissions, sales incentives or other features, all of which could adversely affect our future earnings. In addition, the level of confidence of the sales associates in our ability to perform is an important factor in maintaining and growing a multi-level marketing force. Adverse financial developments concerning us, including negative publicity or common stock price declines, could adversely affect our ability to maintain the confidence of our sales force.

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Our stock price may be affected by short sellers of our stock.

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As of January 31, 2009, the New York Stock Exchange reported that approximately 1.5 million shares of our stock were sold short, which constitutes approximately 14% of our outstanding shares and 20% of our public float. During 2008, the number of shares sold short was as high as 1.9 million and represented one of the largest short interest positions of any New York Stock Exchange listed company in terms of the number of average trading days it would take to cover the short positions. Short sellers expect to make a profit if our shares decline in value. We have been the subject of a negative publicity campaign from several known sources of information who support short sellers. The existence of this short interest position may contribute to volatility in our stock price and may adversely affect the ability of our stock price to rise if market conditions or our performance would otherwise justify a price increase.

We have not been able to significantly increase our employee group  
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Membership sales.

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Our success in growing Membership sales is dependent in part on our ability to market to employee groups. At December 31, 2008, group memberships represented 26% of total Memberships compared to 25% at December 31, 2007 and 24% at December 31, 2006. Adverse publicity about us may affect our ability to market successfully to employee groups, particularly larger groups. There is no assurance that we will be able to increase our group business.

We have repurchased more than half our outstanding shares over the past ten  
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years.

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We announced on April 6, 1999, a treasury stock purchase program authorizing management to acquire up to 500,000 shares of our common stock. The Board of Directors has increased such authorization from 500,000 shares to 15 million shares through subsequent board actions. At June 30, 2009, we had purchased 14.2 million treasury shares under these authorizations in both open market and non-open market transactions for a total consideration of \$421.2 million, an average price of \$29.70 per share. The repurchase program of \$421.2 million combined with \$17.1 million in dividends has resulted in our returning \$438.3 million to shareholders since April 1999 and represents more than 100% of our net earnings during the same timeframe. Our stock price, earnings per share and cash flow would have been different had we invested these funds differently. Additionally, due to these repurchases, the lower number of shares outstanding could favorably impact our stock price assuming our net income remained unchanged resulting in higher earnings per share. Conversely, these repurchases may have contributed to lower average trading volume potentially leading to reduced interest in our stock by large institution investors that typically make larger investments. Any future treasury stock purchases could have a similar impact on our stock price, earnings per share and cash flow.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

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None.

ITEM 2. PROPERTIES.

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Our executive and administrative offices and our subsidiaries are located at One Pre-Paid Way, Ada, Oklahoma. The office complex, owned by us, contains approximately 170,000 square feet of office space and was constructed on approximately 87 acres contributed to us by the City of Ada in 2001 as part of

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an economic development incentive package. Construction was completed in 2004 at a cost of approximately \$34.1 million, including \$706,000 in capitalized

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interest costs, and was funded from existing resources and proceeds from a \$20 million line of credit.

Our headquarters contains two long bars of open office area designed to serve as podiums, which stretch east from the northern and southern edges of the tower. Two and three stories high respectively, the podiums house the call centers and Information Technology departments. Only 60 feet across, they are designed to ensure that employees are never more than thirty feet from a source of daylight. Shared corporate services -- including a 650-seat auditorium, dining hall, exercise facility, and a connecting corridor containing a company history gallery -- are located at the east end of the bars, creating a central courtyard. The courtyard features a reflecting pool and a 12-foot bronze sculpture of our logo, the Lady of Justice, a universal symbol of justice. The building's main entrance welcomes our frequent visitors, celebrates our history, and is designed to convey the tradition of civic judicial buildings. Although we substantially occupy our current facility, the building is designed to expand over time without negatively impacting the site layout or the building concept and we emphasized the use of modular furnishings to provide enhanced flexibility. We placed importance on the goal of providing each employee with an excellent work environment.

Additionally, we fully utilize another distribution facility located about two miles from our new offices and containing approximately 17,000 square feet of office and warehouse and shipping space. Our previous headquarters of approximately 40,000 square feet and two other buildings containing approximately 18,600 combined square feet located adjacent to the distribution facility are now primarily used as disaster recovery, or business continuity, sites as well as storage locations.

During January 2006, we acquired an additional 40,000 square foot building in Duncan, Oklahoma for \$1 million. We completely refurbished the space at an additional cost of \$3.4 million, resulting in total capitalized cost of \$4.4 million, which was funded from existing resources. We moved from space previously leased to the completely refurbished and redesigned space with redundant infrastructure components in July 2006 and currently have approximately 130 customer service representatives in the facility but have the capacity to accommodate 350 employees.

In addition to the property described above that we own, we opened an additional Customer Care facility in Antlers, Oklahoma during March 2000, in building space provided by the City of Antlers. In conjunction with a rural economic development program coordinated by the City of Antlers, a new facility was built at no cost to us that can accommodate approximately 100 customer service representatives. We leased the facilities from the City of Antlers upon completion of the construction in November 2002 and currently have approximately 60 customer service representatives in the facility.

### ITEM 3. LEGAL PROCEEDINGS.

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Discussion of legal matters is incorporated by reference from Part II, Item 8, Note 13, "Commitments and Contingencies," of this document, and should be considered an integral part of Part I, Item 3, "Legal Proceedings."

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

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We did not submit any matters to a vote of our stockholders during the fourth quarter of 2008.

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PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market Price of and Dividends on the Common Stock

At February 19, 2009, there were 1,461 holders of record (including brokerage firms and other nominees) of our common stock, which is listed on the New York Stock Exchange under the symbol "PPD." The following table sets forth, for the periods indicated, the range of high and low sales prices for the common stock, as reported by the New York Stock Exchange.

	High -----	Low ---
2009:		
1st Quarter (through February 19).....	\$ 38.06	\$ 30.65
2008:		
4th Quarter.....	\$ 41.58	\$ 30.01
3rd Quarter.....	45.59	39.25
2nd Quarter.....	48.65	39.45
1st Quarter.....	57.50	42.34
2007:		
4th Quarter.....	\$ 62.39	\$ 48.88
3rd Quarter.....	71.49	39.50
2nd Quarter.....	66.34	48.89
1st Quarter.....	60.66	37.68

No dividends were declared in 2008, 2007 or 2006. It is anticipated that earnings generated from our operations will be used to finance our growth, to continue to purchase shares of our stock, to retire existing debt and possibly pay cash dividends. Our ability to pay dividends is dependent in part on our ability to derive dividends from our subsidiaries. The payment of dividends by PPLCI is restricted under the Oklahoma Insurance Code to available surplus funds derived from realized net profits and requires the approval of the Oklahoma Insurance Commissioner for any dividend representing more than the greater of 10% of such accumulated available surplus or the previous years' net profits. PPLSIF and LSPV are similarly restricted pursuant to their respective insurance laws. The following table reflects subsidiary dividends during the last three years:

Regulated Subsidiary -----	Dividends Paid -----		
	2008 -----	2007 -----	2006 -----
Pre-Paid Legal Casualty, Inc.	\$ 14.9 millio	\$ 7.4 million	\$ 13.4 million
Legal Service Plans of Virginia	4.1 million	1.6 million	-

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At December 31, 2008 the amount of restricted net assets of consolidated subsidiaries was \$24.2 million, representing amounts that may not be paid to us as dividends either under the applicable regulations or without regulatory approval.

Recent Sales of Unregistered Securities  
None.

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### Issuer Purchases of Equity Securities

The following table provides information about our purchases of stock in the open market during the fourth quarter of 2008.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs
October 2008.....	12,287	\$ 36.20	12,287
November 2008.....	55,201	35.13	55,201
December 2008.....	153,278	35.16	153,278
Total.....	220,766	\$ 35.21	220,766

- (1) We announced on April 6, 1999, a treasury stock purchase program authorizing management to acquire up to 500,000 shares of our common stock in the open market. The Board of Directors has subsequently from time to time increased such authorization from 500,000 shares to 15 million shares. The most recent authorization was for 1 million additional shares on February 18, 2009 which is not reflected in the year-end table above. There has been no time limit set for completion of the repurchase program.

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### Shareholder Return Performance Graph

The following graph compares the cumulative total shareholder returns of our Common Stock during the five years ended December 31, 2008 with the cumulative total shareholder returns of the Russell 2000 Index and the Hemscott, Inc. Personal Services industry index. The comparison assumes an investment of \$100 on January 1, 2004 in each of our Common Stock, the Russell 2000 Index and Hemscott's Personal Services industry index and that any dividends were reinvested.

[GRAPHIC OMITTED]

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	12/31/2003	12/31/2004	12/31/2005	12/31/2006	12/31/2007
	-----	-----	-----	-----	-----
Pre-Paid Legal Services, Inc.	100.00	145.71	150.74	154.37	154.37
Personal Services	100.00	105.62	109.98	121.22	121.22
Russell 2000 Index	100.00	117.49	121.40	142.12	142.12

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ITEM 6. SELECTED FINANCIAL DATA.

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The following table sets forth selected financial and statistical data for us as of the dates and for the periods indicated. This information is not necessarily indicative of our future performance. The following information should be read in conjunction with our Consolidated Financial Statements and Notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operation included elsewhere herein.

	Year Ended December		
	2008	2007	2006
	-----	-----	-----
Income Statement Data:	(In thousands, except ratio, per amounts)		
Revenues:			
Membership fees.....	\$ 436,778	\$ 427,428	\$ 412,200
Associate services.....	23,534	25,112	26,857
Other.....	4,177	4,549	4,967
Total revenues.....	464,489	457,089	444,024
Costs and expenses:			
Membership benefits.....	150,318	148,792	145,771
Commissions.....	126,758	130,593	126,762
Associate services and direct marketing.....	23,582	28,875	29,493
General and administrative expenses.....	53,021	50,474	50,078
Other, net.....	13,413	13,841	12,232
Total costs and expenses.....	367,092	372,575	364,336
Income before income taxes.....	97,397	84,514	79,688
Provision for income taxes.....	37,225	33,312	27,890
Net income.....	\$ 60,172	\$ 51,202	\$ 51,798
Basic earnings per common share.....	\$ 5.05	\$ 3.89	\$ 3.54
Diluted earnings per common share.....	\$ 5.04	\$ 3.88	\$ 3.51

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Dividends declared per common share.....	\$	-	\$	-	\$	-
Weighted avg. number of common shares outstanding - basic		11,916		13,151		14,642
Weighted avg. number of common shares outstanding - diluted		11,934		13,197		14,739
Membership Benefits Cost and Statistical Data:						
Membership benefits ratio (1).....		34.4%		34.8%		35.4%
Commissions ratio (1).....		29.0%		30.6%		30.8%
General and administrative expense ratio (1).....		12.1%		11.8%		12.1%
Commission cost per new Membership sold.....	\$	229	\$	213	\$	207
New Memberships and stand-alone IDT plans sold.....		552,327		612,096		612,726
Period end Memberships and stand-alone IDT plans in force		1,559,154		1,575,802		1,538,740
New add-on IDT memberships sold.....		344,869		381,419		389,157
Period end add-on IDT memberships in force.....		680,862		631,910		540,253
Average annual Membership fee.....	\$	301	\$	298	\$	293
Cash Flow Data:						
Net cash provided by operating activities.....		64,317		67,178		54,385
Net cash (used in) provided investing activities.....		(4,411)		30,064		(52,613)
Net cash used in financing activities.....		(58,319)		(84,332)		(23,698)
Balance Sheet Data:						
Total assets.....	\$	162,843	\$	167,632	\$	188,547
Total liabilities.....		131,036		149,793		157,687
Stockholders' equity.....		31,807		17,839		30,860
Income Statement Data:						
Depreciation and amortization expense.....	\$	8,756	\$	8,532	\$	8,260
Interest expense.....		4,221		6,678		5,726

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(1) The Membership benefits ratio, the commissions ratio and the general and administrative expense ratio represent those costs as a percentage of Membership fees. These ratios do not measure total profitability because they do not take into account all revenues and expenses.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND  
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 RESULTS OF OPERATIONS.  
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Overview of the Our Financial Model

We are in one line of business - the marketing of legal expense and other complimentary plans through a multi-level marketing force to individuals and a direct sales force to employee groups. Our principal revenues are derived from Membership fees, and to a much lesser extent, revenues from marketing associates. Our principal expenses are commissions, Membership benefits, associate services and direct marketing costs and general and administrative expense. The following table reflects the changes in these categories of revenues and expenses in the last three years (dollar amounts in 000's):

		%		%
	%	Change	%	Change
	of	from	of	from



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Revenues:	2008	Total Revenue	Prior Year	2007	Total Revenue	Prior Year	2006
Membership fees.....	\$ 436,778	94.0	2.2	\$ 427,428	93.5	3.7	\$412,000
Associate services.....	23,534	5.1	(6.3)	25,112	5.5	(6.5)	26,000
Other.....	4,177	0.9	(8.2)	4,549	1.0	(8.4)	4,000
	464,489	100.0	1.6	457,089	100.0	2.9	444,000
Costs and expenses:							
Membership benefits.....	150,318	32.4	1.0	148,792	32.6	2.1	145,000
Commissions.....	126,758	27.3	(2.9)	130,593	28.6	3.0	126,000
Associate services and direct marketing.....	23,582	5.1	(18.3)	28,875	6.3	(2.1)	29,000
General and administrative.....	53,021	11.4	5.0	50,474	11.0	0.8	50,000
Other, net.....	13,413	2.9	(3.1)	13,841	3.0	13.2	12,000
	367,092	79.1	(1.5)	372,575	81.5	2.3	364,000
Provision for income taxes...	37,225	8.0	11.7	33,312	7.3	19.4	27,000
Net Income.....	\$ 60,172	12.9	17.5	\$ 51,202	11.2	(1.2)	\$ 51,000

The following table reflects certain data concerning our Membership sales and associate recruiting:

New Memberships:	2008	% Change from Prior Year	2007	% C f Pri
New legal service Membership sales.....	521,522	(8.6)	570,637	
New "stand-alone" IDT Membership sales.....	30,805	(25.7)	41,459	
Total new Membership sales.....	552,327	(9.8)	612,096	
New "add-on" IDT Membership sales.....	344,869	(9.6)	381,419	
Average annual Membership fee.....	\$324.52	1.0	\$321.18	
Active Memberships:				
Active legal service memberships at end of period....	1,469,315	(1.5)	1,492,341	
Active "stand-alone" IDT memberships at end of period.	89,839	7.6	83,461	
Total active memberships at end of period....	1,559,154	(1.1)	1,575,802	
Active "add-on" IDT memberships at end of period.....	680,862	7.7	631,910	
New Sales Associates:				
New sales associates recruited.....	122,255	(17.8)	148,802	
Average enrollment fee paid by new sales associates...	\$71.53	26.0	\$56.75	
Average Membership fee in force:				
Average Annual Membership fee.....	\$300.80	1.1	\$297.62	

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The number of active Memberships in force and the average monthly fee will directly determine Membership fees and their impact on total revenues during any period. The two most important variables impacting the number of active Memberships during a period are the number of new Memberships written during the period combined with the retention characteristics of both new and existing Memberships. See "Measures of Member Retention" below for a discussion of our Membership retention. Associate services revenues are a function of the number of new sales associates enrolled and the price of entry during the period, the number of associates subscribing to our eService offering and the amount of sales tools purchased by the sales force.

Membership benefits expense is primarily determined by the number of active Memberships and the per capita contractual rate that exists between us and our benefits providers. During the last five years has been and is expected to continue to be a relatively consistent percentage of Membership revenues of approximately 34%-35%. Commissions paid to associates are primarily dependent on the number and price of new Memberships sold during a period and any special incentives that may be in place during the period. We expense advance commissions ratably over the first month of the related Membership. The level of commission expense in relation to Membership revenues varies depending on the level of new Memberships written and is expected to be higher when we experience increases in new Membership sales. During the last five years this percentage has ranged from approximately 29% to 36% of Membership revenues. Associate services and direct marketing expenses are directly impacted by the number of new associates enrolled during a period due to the cost of materials provided to such new associates, the number of associates subscribing to our eService offering, the amount of sales tools purchased by the sales force as well as the number of those associates who successfully meet the incentive award program qualifications. General and administrative expenses are expected to trend up in terms of dollars, but remain relatively constant as a percent of Membership fees. During the past five years, general and administrative expenses have ranged from 12% to 13% of Membership fees.

The primary benchmarks monitored by us throughout the various periods include the number of active Memberships and their related retention characteristics, the number of new Memberships written and the number of new associates enrolled.

Although we have grown our Membership fees in each of the past 16 years, the rate of growth has not been one we find acceptable. We believe however, that our current product design, pricing parameters and business model are generally appropriate and we have no immediate plans to change these fundamental sectors. Instead of making changes to our basic product and business model, we believe changes must be made to our marketing methods to increase the exposure of our products and business opportunity. We will consider an increased focus on benefit brokers, independent insurance agents and small businesses as well as considering additional methods of distribution such as an increased focus on Internet based marketing efforts. We will also consider increased incentives such as enhancements to our basic commission structure as well as increased use of performance bonuses. Should we implement additional commissions or bonuses, our marketing related expenses will be increased which may be partially or fully offset by increased Membership fees. Our focus during 2009 will continue to be on improved training of our associates, enhancing the quality of sales tools provided to new and existing associates, providing incentives for associates to write consistent, quality business and continued emphasis on improving the basic retention characteristics of our Memberships.

### Critical Accounting Policies

Our financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America.

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Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. These estimates and assumptions are affected by management's application of accounting policies. If these estimates or assumptions are incorrect, there could be a material change in our financial condition or operating results. Many of these "critical accounting policies" are common in the insurance and financial services industries; others are specific to our business and operations. Our critical accounting policies include estimates relating to revenue recognition related to Membership and associate fees, deferral of Membership and associate related costs, expense recognition related

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to commissions to associates, accrual of incentive awards payable and accounting for legal contingencies.

### Revenue recognition - Membership and Associate Fees

Our principal revenues are derived from Membership fees, most of which are collected on a monthly basis. Memberships are generally guaranteed renewable and non-cancelable except for fraud, non-payment of Membership fees or upon written request. Membership fees are recognized in income ratably over the related service period in accordance with Membership terms, which generally require the holder of the Membership to remit fees on an annual, semi-annual or monthly basis. Approximately 95% of members remit their Membership fees on a monthly basis. The majority of our Memberships that pay us via credit card or automatic bank draft pay us in advance. At December 31, 2008, approximately 69% of our legal service Memberships and our IDT Memberships were paid in advance and, therefore, those payments are deferred and recognized over their respective periods. At December 31, 2008 the deferred revenue associated with the Membership fees was \$21.1 million which is classified as a current liability.

We also charge new members, who are not part of an employee group, a \$10 enrollment fee. This enrollment fee and related incremental direct and origination costs are deferred and recognized in income over the estimated life of a Membership in accordance with SEC Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements," ("SAB 101") as revised by SEC Staff Accounting Bulletin No. 104. At December 31, 2008 the deferred revenue associated with the Membership enrollment fees was \$4.8 million, of which \$2.0 million was classified as a current liability. We compute the expected Membership life using more than 25 years of actuarial data as explained in more detail in "Measures of Membership Retention" below. At December 31, 2008, management computed the expected Membership life to be approximately three years, which is unchanged from year end 2007. If the expected Membership life were to change significantly, which management does not expect in the short term, the deferred Membership enrollment fee and related costs would be recognized over a longer or shorter period.

We derive revenues from services provided to our marketing sales force including a one-time non-refundable enrollment fee from each new sales associate for which we provide initial sales and marketing supplies and enrollment services to the associate. Average enrollment fees paid by new sales associates were \$72, \$57 and \$50 for 2008, 2007 and 2006, respectively. Revenue from, and costs of, the initial sales and marketing supplies (approximately \$13) are recognized when the materials are delivered to the associates. The remaining revenues and related incremental direct and origination costs are deferred and recognized over the estimated average active service period of associates which at December 31, 2008 is estimated to be approximately five months, which is unchanged from year end 2007. At December 31, 2008, the deferred revenue associated with sales associate enrollment fees was \$764,000, which is classified as a current liability. Management estimates the active service period of an associate periodically based on the average number of months an

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associate produces new Memberships including those associates that fail to write any Memberships. If the active service period of associates changes significantly, which management does not expect in the short term, the deferred revenue and related costs would be recognized over the new estimated active service period.

### Member and Associate Costs

Deferred costs represent the incremental direct and origination costs we incur in enrolling new Members and new associates related to the deferred revenue discussed above, and that portion of payments made to provider law firms (\$7.0 million deferred at December 31, 2008 which is classified as a current asset) and associates related to deferred Membership revenue. Deferred costs for enrolling new members include the cost of the Membership kit and salary and benefit costs for employees who process Membership enrollments, and were \$4.8 million at December 31, 2008, of which \$2.0 million is classified in current assets. Deferred costs for enrolling new associates include training and success bonuses paid to individuals involved in recruiting the associate and salary and benefit costs of employees who process associate enrollments, and were \$699,000 at December 31, 2008, and are classified as a current asset. Such costs are deferred to the extent of the lesser of actual costs incurred or the amount of the related fee charged for such services. Deferred costs are amortized to expense over the same period as the related deferred revenue as discussed above.

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Deferred costs that will be recognized within one year of the balance sheet date are classified as current and all remaining deferred costs are considered noncurrent. Associate related costs are reflected as associate services and direct marketing, and are expensed as incurred if not related to the deferred revenue discussed above. These costs include providing materials and services to associates, associate introduction kits, associate incentive programs, group marketing and marketing services departments (including costs of related travel, marketing events, leadership summits and international sales convention).

### Commissions to Associates

Prior to March 1, 1995, our commission program provided for advance commission payments to associates of approximately 70% of first year Membership fees on new Membership sales and commissions were earned by the associate at a rate of approximately 16% in all subsequent years. Beginning with new Memberships written after March 1, 1995, we implemented a level commission schedule of approximately 27% per annum with up to a three-year advance commission payment. Effective March 1, 2002, and in order to offer additional incentives for increased Membership retention rates, we returned to a differential commission structure with rates of approximately 80% of first year Membership fees on new Memberships written and variable renewal commission rates ranging from five to 25% per annum based on the first 12 month Membership retention rate of the associate's personal sales and those of his organization. Beginning in August 2003, we allowed the associate to choose between the level commission structure and up to a three year commission advance or the differential commission structure with a one year commission advance.

Prior to January 1997 we advanced commissions at the time of sale of all new Memberships. In January 1997, we implemented a policy whereby the associate received only earned commissions on the first three sales unless the associate met specified criteria. For all sales beginning with the fourth Membership or all sales made by an associate who met the specified criteria, advance commission payments were made at the time of sale of a new Membership. Beginning April 1, 2007, we began advancing commissions at the time of sale of all new Memberships. The amount of cash potentially advanced upon the sale of a new Membership, prior to the recoupment of any charge-backs (described below), represents an amount equal to up to one-year commission earnings. Although the

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average number of marketing associates receiving an advance commission payment on a new Membership is nine, the overall initial advance may be paid to approximately 30 different individuals, each at a different level within the overall commission structure. The commission advance immediately increases an associate's unearned advance commission balance to us.

Although prior to March 1, 2002, we advanced our sales associates up to three years commission when a Membership was sold and subsequent to March 1, 2002, up to one year commission, the average commission advance paid to our sales associates as a group is actually less than the maximum amount possible because some associates choose to receive less than a full advance and we pay less than a full advance on some of our specialty products. In addition, we may from time to time place associates on a less than full advance basis if there are problems with the quality of the business being submitted or other performance problems with an associate. Additionally, we do not advance commissions on certain categories of group business which have historically demonstrated below average retention characteristics. Also, any residual commissions due an associate (defined as commission on an individual Membership after the advance has been earned) are retained to reduce any remaining unearned commission advance balances prior to being paid to that sales associate. For those associates that have made at least 10 personal sales, opened at least one group and personally write 15% or more of their organizational business, 15% of their commissions are set aside in individual reserve balance accounts, further reducing the amount of advance commissions. The average commission advance paid as a percentage of the maximum advance possible pursuant to our commission structures was approximately 88%, 82% and 78% during 2008, 2007 and 2006, respectively. The commission cost per new Membership sold has increased over the prior year by 8%, 3% and 2% for 2008, 2007 and 2006, respectively, and varies depending on the compensation structure that is in place at the time a new Membership is sold, the monthly Membership fee of the Membership sold and the amount of any charge-backs (recoupment of previous commission advances) that are deducted from amounts that would otherwise be paid to the various sales associates that are compensated for the Membership sale. Should we add additional products, such as the Identity Theft Shield described above or add additional commissions to our compensation plan or reduce the amount of chargebacks collected from our associates, the commission cost per new Membership will increase accordingly.

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We expense advance commissions ratably over the first month of the related Membership. At December 31, 2008, advance commissions deferred were \$5.3 million and included as a current asset. As a result of this accounting policy, our commission expenses are all recognized over the first month of a Membership and there is no commission expense recognized for the same Membership during the remainder of the advance period. We track our unearned advance commission balances outstanding in order to ensure the advance commissions are recovered before any renewal commissions are paid and for internal purposes of analyzing our commission advance program. While not recorded as an asset, unearned advance commission balances from associates for the following years ended December 31 were:

	2008	2007
		(Amounts in 000')
Beginning unearned advance commission balances (1).....	\$ 184,531	\$ 188,647
Advance commissions, net of chargebacks and other.....	120,908	126,880
Earned commissions applied.....	(127,496)	(126,836)

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Advance commission write-offs.....	(3,572)	(4,160)
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Ending unearned advance commission balances before estimated unrecoverable balances (1).....	174,371	184,531
Estimated unrecoverable advance commission balances (1).....	(44,526)	(42,850)
-----		
Ending unearned advance commission balances, net (1).....	\$ 129,845	\$ 141,681
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(1) These amounts do not represent fair value, as they do not take into consideration timing of estimated recoveries.

The ending unearned advance commission balances, net, above includes net unearned advance commission balances of non-vested associates of \$62 million, \$56 million and \$49 million at December 31, 2008, 2007 and 2006, respectively. As such, at December 31, 2008 future commissions and related expense will be reduced as unearned advance commission balances of \$68 million are recovered. Commissions are earned by the associate as Membership fees are earned by us, usually on a monthly basis. We reduce unearned advance commission balances or remit payments to associates, as appropriate, when commissions are earned. Should a Membership lapse before the advances have been recovered for each commission level, we, except as described below, generate an immediate "charge-back" to the applicable sales associate to recapture up to 50% of any unearned advance on Memberships written prior to March 1, 2002, and 100% on any Memberships written thereafter. Beginning in August 2003, we allowed the associate to choose between the level commission structure and up to three year commission advance and up to 50% chargebacks or the differential commission structure with a one year commission advance and up to 100% chargebacks. This charge-back is deducted from any future advances that would otherwise be payable to the associate for additional new Memberships. In order to encourage additional Membership sales, we waived chargebacks for associates that met certain criteria in December 2002 and March 2003, which effectively increased our commission expense. Any remaining unearned advance commission balance may be recovered by withholding future residual earned commissions due to an active associate on active Memberships. Additionally, even though a commission advance may have been fully recovered on a particular Membership, no additional commission earnings from any Membership are paid to an associate until all previous advances on all Memberships, both active and lapsed, have been recovered. We also have reduced chargebacks from 100% to 50% for certain senior marketing associates who have demonstrated the ability to maintain certain levels of sales over specified periods and maintain certain Membership retention levels. We may adjust chargebacks from time to time in the future in order to encourage certain production incentives.

We have the contractual right to require associates to repay unearned advance commission balances from sources other than earned commissions including cash (a) from all associates either (i) upon termination of the associate relationship, which includes but is not limited to when an associate becomes non-vested or (ii) when it is ascertained that earned commissions are insufficient to repay the unearned advance commission payments and (b) upon demand, from agencies or associates who are parties to the associate agreements signed between October 1989 and July 1992 or July 1992 to August 1998, respectively. The sources, other than earned commissions, that may be available to recover associate unearned advance commission balances are potentially

subject to limitation based on applicable state laws relating to creditors' rights generally. Historically, we have not demanded repayments of the unearned

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advance commission balances from associates, including terminated associates, because collection efforts would likely increase costs and have the potential to disrupt our relationships with our sales associates. This business decision by us has a significant effect on our cash flow by electing to defer collection of advance payments of which approximately \$44.5 million were not expected to be collected from future commissions at December 31, 2008. However, we regularly review the unearned advance commission balance status of associates and will exercise our right to require associates to repay advances when management believes that such action is appropriate.

Non-vested associates are those that are no longer "vested" because they fail to meet our established vesting requirements by selling at least three new Memberships per quarter or retaining a personal Membership. Non-vested associates lose their right to any further commissions earned on Memberships previously sold at the time they become non-vested. As a result we have no continuing obligation to individually account to these associates as we do to active associates and are entitled to retain all commission earnings that would be otherwise payable to these terminated associates. We do continue to reduce the unearned advance commission balances for commissions earned on active Memberships previously sold by those associates. Substantially all individual non-vested associate unearned advance commission balances were less than \$1,000 and the average balance was \$392 at December 31, 2008.

Although the advance commissions are expensed ratably over the first month of the related Membership, we assess, at the end of each quarter, on an associate-by-associate basis, the recoverability of each associate's unearned advanced commission balance by estimating the associate's future commissions to be earned on active Memberships. Each active Membership is assumed to lapse in accordance with our estimated future lapse rate, which is based on our actual historical Membership retention experience as applied to each active Membership's year of origin. The lapse rate is based on our more than 25-year history of Membership retention rates, which is updated quarterly to reflect actual experience. We also closely review current data for any trends that would affect the historical lapse rate. The sum of all expected future commissions to be earned for each associate is then compared to that associate's unearned advance commission balance. We estimate unrecoverable advance commission balances when expected future commissions to be earned on active Memberships (aggregated on an associate-by-associate basis) are less than the unearned advance commission balance. If an associate with an outstanding unearned advance commission balance has no active Memberships, the unearned advance commission balance is written off but has no financial statement impact as advance commissions are expensed ratably over the first month of the related Memberships. Refer to "Measures of Member Retention - Expected Membership Life, Expected Remaining Membership Life" for a description of the method used by us to estimate future commission earnings.

Further, our analysis of the recoverability of unearned advance commission balances is also based on the assumption that the associate does not write any new Memberships. We believe that this assessment methodology is highly conservative since our actual experience is that many associates do continue to sell new Memberships and we, through our chargeback rights, gain an additional source to recover unearned advance commission balances.

Changes in our estimates with respect to recoverability of unearned commissions could occur if the underlying Membership persistency changes from historical levels. Should Membership persistency decrease, the unearned commissions would be recovered over a longer period and the amount not recovered would most likely increase, although any increase in uncollectible unearned commissions would not have any immediate expense impact since the commission advances are expensed in the month they are incurred. Holding all other factors constant, the decline in persistency would also lead to lower Membership fees, less net income and less cash flow from operations. Conversely, should

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persistence increase, the unearned commissions would be recovered more quickly, the amount unrecovered would decrease and, holding all other factors constant, we would enjoy higher Membership fees, more net income and more cash flow from operations.

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### Incentive awards payable

Associates can earn the right to attend an annual incentive trip by meeting monthly qualification requirements for the entire calendar year and maintaining certain personal retention rates for the Memberships sold during the calendar year. Associates can also earn the right to receive additional monthly bonuses by meeting the monthly qualification requirements for twelve consecutive months and maintaining certain personal retention rates for the Memberships sold during that twelve month period. The incentive awards payable at any date is estimated based on an evaluation of the existing associates that have met the monthly qualifications, any changes to the monthly qualification requirements, the estimated cost for each incentive earned and the number of associates that have historically met the personal retention rates. At December 31, 2008, the accrued amount payable was \$3.1 million. Changes to any of these assumptions would directly affect the amount accrued but we do not expect any of the significant trends impacting this account to change significantly in the near term.

### Legal Contingencies

We are subject to various legal proceedings and claims, the outcomes of which are subject to significant uncertainty. Given the inherent unpredictability of litigation, it is difficult to estimate the impact of litigation on our financial condition or results of operation. SFAS 5, Accounting for Contingencies, requires that an estimated loss from a loss contingency be accrued by a charge to income if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. Disclosure of a contingency is required if there is at least a reasonable possibility that a loss has been incurred. We evaluate, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. We have established an accrued liability we believe will be sufficient to cover estimated damages in connection with various cases, which at December 31, 2008 was \$500,000. This process requires subjective judgment about the likely outcomes of litigation. Liabilities related to most of our lawsuits are especially difficult to estimate due to the nature of the claims, limitation of available data and uncertainty concerning the numerous variables used to determine likely outcomes or the amounts recorded. Litigation expenses are recorded as incurred and we do not accrue for future legal fees. It is possible that an adverse outcome in certain cases or increased litigation costs could have an adverse effect upon our financial condition, operating results or cash flows in particular quarterly or annual periods. See "Legal Proceedings."

### Other General Matters

#### Operating Ratios

Three principal operating measures monitored by us in addition to measures of Membership retention are the Membership benefits ratio, commission ratio and the general and administrative expense ratio. The Membership benefits ratio, the commissions ratio and the general and administrative expense ratio represent those costs as a percentage of Membership fees. We strive to maintain these ratios as low as possible while at the same time providing adequate incentive compensation to our sales associates and provider law firms. These ratios do not measure total profitability because they do not take into account all revenues and expenses.

#### Cash Flow Considerations Relating to Sales of Memberships



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We generally advance significant commissions at the time a Membership is sold. Since approximately 95% of Membership fees are collected on a monthly basis, a significant cash flow deficit is created at the time a Membership is sold. This deficit is reduced as monthly Membership fees are remitted and no additional commissions are paid on the Membership until all previous unearned advance commission balances have been fully recovered. Since the cash advanced at the time of sale of a new Membership may be recovered over a multi-year period, cash flow from operations may be adversely affected depending on the number of new Memberships written in relation to the existing active base of Memberships and the composition of new or existing sales associates producing such Memberships.

### Investment Policy

Our investment policy is to some degree controlled by certain insurance regulations, which, coupled with management's own investment philosophy, results in a conservative investment portfolio that is not risk oriented. Our investment purchases consist of investment grade bonds primarily issued by corporations, the United States Treasury, and state and municipal tax-exempt bonds,

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certificates of deposit, auction rate securities and EURO deposits. We are required to pledge investments to various state insurance departments as a condition to obtaining authority to do business in certain states.

### Recently Issued Accounting Pronouncements

Information regarding recently issued accounting pronouncements is included in Note 1 to the Consolidated Financial Statements.

### Measures of Member Retention

One of the major factors affecting our profitability and cash flow is our ability to retain a Membership, and therefore continue to receive fees, once it has been sold. We monitor our overall Membership persistency rate, as well as the retention rates with respect to Memberships sold by individual associates and agents and retention rates with respect to Memberships by year of issue, geographic region, utilization characteristics and payment method, and other sub groupings.

### Terminology

The following terms are used in describing the various measures of retention:

- o Membership life is a period that commences on the day of initial enrollment of a member and continues until the individual's Membership eventually terminates or lapses (the terms terminate or lapse may be used interchangeably here).
- o Membership age means the time since the Membership has been in effect.
- o Lapse rate means the percentage of Memberships of a specified group of Memberships that lapse in a specified time period.
- o Retention rate is the complement of a lapse rate, and means the percentage of Memberships of a specified group that remain in force at the end of a specified time period.
- o Persistency and retention are used in a general context to mean the tendency for Memberships to continue to remain in force, while the term persistency rate is a specific measure that is defined below.

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- o Lapse rates, retention rates, persistency rates, and expected Membership life may be referred to as measures of Membership retention.
- o Expected Membership life means the average number of years a new Membership is expected to remain in force.
- o Blended rate when used in reference to any measure of member retention means a rate computed across a mix of Memberships of various Membership ages.
- o Expected remaining Membership life means the number of additional years that an existing member is expected to continue to renew from a specific point in time based on the Membership life.

Variations in Membership Retention by Sub-Groups, Impact on Aggregate Numbers Companywide measures of Membership retention include data relating to members who can potentially be further sorted by identifiable sub-groupings. For example, Memberships may be subdivided into those owned by members who are or are not sales associates, to those who are or are not members of group plans, etc.

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Measures of Membership retention of different sub-groups may vary. For example, our experience indicates that first year retention rate of Memberships owned by members who have accessed the services of the provider law firms historically have higher retention rates than those who have not. They also likely have a better understanding and appreciation of the benefits of the Membership, which may have contributed in fact to their decision to keep their Membership active.

All aggregate measures of Membership retention or expected life may be impacted by shifts in the underlying enrollment mix of sub-groups that have different retention rates. A shift in mix alone could, over time, cause an increase in reported aggregate retention measures and expected member life, even if the retention rates within each sub-group do not change. It is important to note that all blended rates discussed here may reflect the impact of such shifts in enrollment mixes. The following table presents new Memberships produced, Memberships canceled and ending active Memberships for members who are sales associates, and the respective percentage, and members who are not sales associates.

Year	Memberships Produced				Memberships Canceled				Active	
	Non-Asso	Assoc	Total	Assoc %	Non-Asso	Assoc	Total	Assoc %	Non-Asso	Assoc
2004	535,295	89,230	624,525	14.3	(510,007)	(81,815)	(591,822)	16.0	1,148,569	303,1
2005	480,437	220,290	700,727	31.4	(496,710)	(112,928)	(609,638)	18.5	1,132,296	410,4
2006	477,937	134,789	612,726	22.0	(466,561)	(150,214)	(616,775)	24.4	1,143,672	395,0
2007	498,072	114,024	612,096	18.6	(456,704)	(118,330)	(575,034)	20.6	1,185,040	390,7
2008	457,000	95,327	552,327	17.3	(499,894)	(69,081)	(568,975)	12.1	1,142,146	417,0

Variations in Retention over Life of a Membership, Impact on Aggregate Measures

Measures of member retention also vary significantly by the Membership age. Historically, we have observed that Memberships in their first year have a

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significantly higher lapse rate than Memberships in their second year, and so on. The following chart shows the historical observed lapse rates and corresponding yearly retention rates as a function of Membership age. For example, 49.3% of all new Memberships lapse during the first year, leaving 50.7% still in force at the end of the first year. More tenured Memberships have significantly lower lapse rates. For example, by year seven lapse rates are under 10% and annual retention exceeds 90%. The following table shows as of December 31, 2008 and 2007 our blended retention rate and lapse rates based on our historical experience for the last 25 years.

Membership Retention versus Membership Age

As of December 31, 2008				As of December 31, 2007		
Yearly Lapse Rate	Yearly Retention	End of Year Memberships	Membership Year	Yearly Lapse Rate	Yearly Retention	End of Year Memberships
		100.0	0			100.0
49.3%	50.7%	50.7	1	49.4%	50.6%	50.6
32.2%	67.8%	34.4	2	32.0%	68.0%	34.4
23.7%	76.3%	26.2	3	23.0%	77.0%	26.5
18.1%	81.9%	21.5	4	18.5%	81.5%	21.6
15.0%	85.0%	18.3	5	14.8%	85.2%	18.4
12.5%	87.5%	16.0	6	10.3%	89.7%	16.5
8.5%	91.5%	14.6	7	7.9%	92.1%	15.2

### Membership Persistency

Our Membership persistency rate is a specific computation that measures the number of Memberships in force at the end of a year as a percentage of the total of (i) Memberships in force at the beginning of such year, plus (ii) new

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Memberships sold during such year. From 1981 through the year ended December 31, 2008, our annual Membership persistency rates, using the foregoing method, have averaged approximately 72.0%.

Year	Beginning Memberships	New Memberships	Total	Ending Memberships	Persistency
2004	1,418,997	624,525	2,043,522	1,451,700	71.0%
2005	1,451,700	700,727	2,152,427	1,542,789	71.7%
2006	1,542,789	612,726	2,155,515	1,538,740	71.4%
2007	1,538,740	612,096	2,150,836	1,575,802	73.3%
2008	1,575,802	552,327	2,128,129	1,559,154	73.3%

Our overall Membership persistency rate varies based on, among other factors, the relative age of total Memberships in force, and shifts in the mix

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of members enrolled. Our overall Membership persistency rate could become lower when the Memberships in force include a higher proportion of newer Memberships, as will happen following periods of rapid growth. Our overall Membership persistency rate could also become lower when the new enrollments include a higher proportion of non-associate members.

Unless offset by other factors, these factors could result in a decline in our overall Membership persistency rate as determined by the formula described above, but does not necessarily indicate that the new Memberships written are less persistent.

### Expected Membership Life

Using historical data through 2008 for all past Members enrolled, the expected Membership life can be computed to be approximately three years. This number represents the average number of years a new Membership can be expected to remain in force. Although about half of all new Memberships may lapse in the first year, the expected Membership life is much longer due to the contribution of higher annual retention rates in subsequent years.

Since our experience is that the retention rate of a given generation of new Memberships improves with Membership age, the expected remaining Membership life of a Membership also increases with Membership age. For example, while a new Membership may have an expected Membership life of three years, the expected remaining Membership life of a Membership that reaches its first year anniversary is approximately 4.8 years.

Since the actual population of Memberships in force at any time is a distribution of ages from zero to more than 25 years, the expected remaining Membership life of the entire population at large greatly exceeds four years per Membership. As of December 31, 2008, based on the historical data described above, the current expected remaining Membership life of the actual population is approximately 8.9 years per Membership. This measure is used by us to estimate the future revenues expected from Memberships currently in place.

Expected Membership life measures are based on more than 25 years of historical Membership retention data, unlike the Membership persistency rate described above which is computed from, and determined by, the most recent one-year period only. Both of these measures however include data from Memberships of all Membership ages and hence are referred to as "blended" measures.

### Actions that May Impact Retention in the Future

The potential impact on our future profitability and cash flow due to future changes in Membership retention can be significant. While blended retention rates have not changed dramatically over the past five years, we have implemented several initiatives aimed at improving the retention rate of both new and existing Memberships. Such initiatives include an optional revised compensation structure featuring variable renewal commission rates ranging from five to 25% per annum based on the 12 month Membership retention rate of the associate's personal sales and those of his organization and implementation of a "non-taken" administrative fee to sales associates of \$35 for any Membership

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application that is processed but for which a payment is never received. We have designed and implemented an enhanced member "life cycle" communication process aimed at both increasing the overall amount of communication from us to the members as well as more specific target messaging to members based on the length of their Membership as well as utilization characteristics.

During 2006, we began providing an additional service focused on Membership

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retention, Member Advantage Services, to our associates for a one-time fee of \$5.95 per Membership. This service consists of several out-bound calls, emails and letters by our employees during the first year of the Membership as well as out-bound calls to the member any time the Membership moves into pre-cancel status throughout the life of the Membership. We verify the Membership data in our files on the very first call and make any necessary changes immediately as well as fully explain the Membership benefits and answer any questions the member may have, essentially reselling the Membership. We provide Provider law firm contact information and make sure the member understands how to contact their Provider. We encourage our members to immediately begin the process of having their will prepared and also help the member begin the credit monitoring process for Identity Theft Shield members. We believe that such efforts may ultimately increase the utilization by members and therefore lead to higher retention rates. We intend to continue to develop programs and initiatives designed to improve retention. At December 31, 2008 approximately 612,000 Memberships were part of our Member Advantage Services.

### Results of Operations

#### Comparison of 2008 to 2007

Net income for 2008 increased 18% to \$60.2 million from \$51.2 million for 2007. Diluted earnings per share for 2008 increased 30% to \$5.04 per share from \$3.88 per share for the prior year due to increased net income of 18% and an approximate 10% decrease in the weighted average number of outstanding shares.

Membership fees and their impact on total revenues in any period are determined directly by the number of active Memberships in force during any such period and the average annual fee. The active Memberships in force are determined by both the number of new Memberships sold in any period together with the renewal rate of existing Memberships. New Membership sales decreased 10% during 2008 to 552,327 from 612,096 during 2007. At December 31, 2008, there were 1,559,154 active Memberships in force compared to 1,575,802 at December 31, 2007, a decrease of 1%. However, the average annual fee per Membership has increased from \$298 for all Memberships in force at December 31, 2007 to \$301 for all Memberships in force at December 31, 2008, a 1% increase, primarily as a result of an increase in the percentage of members with our Identity Theft Shield Membership. These changes resulted in a 2% increase in Membership fees for 2008 to \$436.8 million from \$427.4 million for 2007 marking the sixteenth consecutive year of increased Membership revenue.

Associate services revenue decreased 6% from \$25.1 million for 2007 to \$23.5 million during 2008 primarily as a result of fewer associates recruited. The eService fees totaled \$12.1 million during 2008 compared to \$12.4 million for 2007, a decrease of 2%. We recognized revenue from associate fees of approximately \$9.2 million during 2008 compared to \$9.8 million during 2007, a decrease of 6%. New associates typically pay a fee ranging from \$49 to \$249, depending on special promotions we implement from time to time. Although the new enrollments of sales associates decreased 18% during 2008 to 122,255 from 148,802 for 2007, the average associate fee paid during 2008 was \$72 compared to \$57 for 2007, an increase of 26% due to higher average enrollment fees charged to new associates. Future revenues from associate services will depend primarily on the number of new associates enrolled, the price charged for new associates and the number who choose to participate in our eService program, but we expect that such revenues will continue to be largely offset by the direct and indirect cost to us of training, providing associate services and other direct marketing expenses.

Other revenue decreased 8%, from \$4.5 million to \$4.2 million primarily due to the decrease in revenue recognized from Membership enrollment fees.

Primarily as a result of the increase in Membership fees, total revenues increased to \$464.5 million for 2008 from \$457.1 million during 2007, an

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increase of 2%.

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Membership benefits, which primarily represent payments to provider law firms and Kroll, totaled \$150.3 million for 2008 compared to \$148.8 million for 2007 and represented 34% and 35% of Membership fees, respectively. This Membership benefit ratio (Membership benefits as a percentage of Membership fees) should be slightly reduced going forward as substantially all active Memberships provide for a capitated cost and we have reduced the capitated cost of the Identity Theft plan benefits effective April 1, 2007 with additional reductions effective beginning January 1, 2008, 2009 and 2010.

Commissions to associates decreased 3% from \$130.6 million for 2007 to \$126.8 million for 2008, and represented 31% and 29% of Membership fees, respectively. Commissions to associates are primarily dependent on the number of new Memberships sold during a period and the average fee of those Memberships. New Memberships sold during 2008 totaled 552,327, a 10% decrease from the 612,096 sold during 2007, and the "add-on" IDT Membership sales which are not included in these totals decreased 10% to 344,869 for 2008 from 381,419 for 2007. Although our new Membership fees written during 2008 decreased 10%, commissions to associates declined only 3% due to a change effective April 1, 2007 when we began advancing commissions on the first Membership sale and in June 2008 when we added additional levels (Expansion Bonuses) to our compensation plan.

Associate services and direct marketing expenses decreased \$5.3 million to \$23.6 million for 2008 from \$28.9 million for 2007. We had a \$3.0 million decrease in direct marketing and marketing services costs and a \$789,000 decrease in training fees and bonuses and a \$949,000 decrease in Player's Club costs. Training fees and bonuses are affected by the number of new sales associates that successfully meet the qualification criteria established by us, i.e. more training bonuses will be paid when a higher number of new sales associates meet such criteria. These expenses include the costs of providing associate services and marketing expenses as discussed under Member and Associate Costs.

General and administrative expenses during 2008 and 2007 were \$53.0 million and \$50.5 million, respectively, and represented 12% of Membership fees for such years. The \$2.5 million increase in general and administrative expenses was due to increases in advertising, consultant fees, employee expenses, and legal fees. We had decreases in our bank service charges and telecommunication costs during 2008.

Other expenses, net, which includes depreciation and amortization, litigation accruals, premium taxes and interest expense reduced by interest income, decreased 3% to \$13.4 million for 2008 from \$13.8 million for 2007. Depreciation and amortization increased to \$8.8 million for 2008 from \$8.5 million for 2007. Litigation expense was \$906,000 for 2008 compared to \$15,000 during 2007. Premium taxes decreased from \$1.9 million for 2007 to \$1.8 million for 2008. Interest expense decreased to \$4.2 million for 2008 compared to \$6.7 million for the prior year. Interest income decreased to \$2.2 million for 2008 from \$3.3 million for 2007.

The provision for income taxes increased during 2008 to \$37.2 million compared to \$33.3 million for 2007, representing 38.2% and 39.4%, respectively, of income before income taxes. The 2007 provision included a \$2.0 million charge, representing 2.4% of income before income taxes, relating to income taxes for years 2007 and prior. This charge resulted from a clerical error, which we discovered and corrected, in the amount of net operating loss reported in a 2003 state income tax return which resulted in nonpayment of income taxes

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in that state for several years. The 2008 and 2007 provisions include state income taxes of \$3.8 million and \$3.2 million, respectively, net of federal benefits, representing 4.0% and 3.8%, respectively, of income before income taxes.

### Comparison of 2007 to 2006

Net income for 2007 decreased 1% to \$51.2 million from \$51.8 million for 2006. Diluted earnings per share for 2007 increased 11% to \$3.88 per share from \$3.51 per share for the prior year due to decreased net income of 1% and an approximate 10% decrease in the weighted average number of outstanding shares. Membership revenues for 2007 were up 4% to \$427.4 million from \$412.2 million for the prior year marking the fifteenth consecutive year of increased Membership revenue.

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Membership fees and their impact on total revenues in any period are determined directly by the number of active Memberships in force during any such period and the average annual fee. The active Memberships in force are determined by both the number of new Memberships sold in any period together with the renewal rate of existing Memberships. New Membership sales decreased less than 1% during 2007 to 612,096 from 612,726 during 2006. At December 31, 2007, there were 1,575,802 active Memberships in force compared to 1,538,740 at December 31, 2006, an increase of 2%. Additionally, the average annual fee per Membership has increased from \$293 for all Memberships in force at December 31, 2006 to \$298 for all Memberships in force at December 31, 2007, a 2% increase, primarily as a result of an increase in the percentage of members with our Identity Theft Shield Membership. These changes resulted in a 4% increase in Membership fees for 2007 to \$427.4 million from \$412.2 million for 2006.

Associate services revenue decreased 7% from \$26.9 million for 2006 to \$25.1 million during 2007 primarily as a result of fewer associates recruited. The eService fees totaled \$12.4 million during 2007 compared to \$12.8 million for 2006, a decrease of 3%. We recognized revenue from associate fees of approximately \$9.8 million during 2007 compared to \$10.6 million during 2006, a decrease of 8%. New associates typically pay a fee ranging from \$49 to \$249, depending on special promotions we implement from time to time. Although the new enrollments of sales associates decreased 14% during 2007 to 148,802 from 172,999 for 2006, the average associate fee paid during 2007 was \$56.75 compared to \$49.69 for 2006, an increase of 14% due to higher average enrollment fees charged to new associates.

Other revenue decreased 10%, from \$5.0 million to \$4.5 million primarily due to the decrease in revenue recognized from Membership enrollment fees.

Primarily as a result of the increase in Membership fees, total revenues increased to \$457.1 million for 2007 from \$444.0 million during 2006, an increase of 3%.

Membership benefits, which primarily represent payments to provider law firms and Kroll, totaled \$148.8 million for 2007 compared to \$145.8 million for 2006 and represented 35% of Membership fees for both years.

Commissions to associates increased 3% from \$126.8 million for 2006 to \$130.6 million for 2007, and represented 31% of Membership fees for both years. Commissions to associates are primarily dependent on the number of new Memberships sold during a period and the average fee of those Memberships. New Memberships sold during 2007 totaled 612,096, virtually unchanged from the 612,726 sold during 2006, and the "add-on" IDT Membership sales which are not included in these totals decreased 2% to 381,419 for 2007 from 389,157 for 2006. Although our new Membership fees written during 2007 decreased 2%, the 3%

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increase in commissions to associates resulted due to a change effective April 1, 2007 when we began advancing commissions on the first Membership sale.

Associate services and direct marketing expenses decreased \$600,000 to \$28.9 million for 2007 from \$29.5 million for 2006. We had a \$500,000 decrease in direct marketing and marketing services costs and a \$1.1 million decrease in training fees and bonuses partially offset by a \$900,000 increase in Player's Club costs. Training fees and bonuses are affected by the number of new sales associates that successfully meet the qualification criteria established by us, i.e. more training bonuses will be paid when a higher number of new sales associates meet such criteria. These expenses include the costs of providing associate services and marketing expenses as discussed under Member and Associate Costs.

General and administrative expenses during 2007 and 2006 were \$50.5 million and \$50.1 million, respectively, and represented 12% of Membership fees for such years. Decreases in the 2007 period were attributable primarily to reclassification of \$3.8 million of state income taxes to the provision for income taxes. For 2006 we recorded state income taxes of \$2.7 million. This \$2.7 million reduction in state income taxes recorded in general and administrative expenses was offset by increases in advertising, consultant fees, employee expenses, telecommunications and legal fees resulting in a \$400,000 increase in general and administrative expenses.

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Other expenses, net, which includes depreciation and amortization, litigation accruals, premium taxes and interest expense reduced by interest income, increased 13% to \$13.8 million for 2007 from \$12.2 million for 2006. Depreciation and amortization increased to \$8.5 million for 2007 from \$8.3 million for 2006. Litigation expense was \$15,000 for 2007 compared to a negative \$710,000 during 2006. Premium taxes increased from \$1.8 million for 2006 to \$1.9 million for 2007. Interest expense increased to \$6.7 million for 2007 compared to \$5.7 million for the prior year. Interest income increased to \$3.3 million for 2007 from \$2.9 million for 2006.

The provision for income taxes increased during 2007 to \$33.3 million compared to \$27.9 million for 2006, representing 39.4% and 35.0%, respectively, of income before income taxes. The 2007 provision included a \$2.0 million charge, representing 2.4% of income before income taxes, relating to income taxes for years 2006 and prior. This charge resulted from a clerical error, which we discovered and corrected, in the amount of net operating loss reported in a 2003 state income tax return which resulted in nonpayment of income taxes in that state for several years. The 2007 provision also includes year 2007 state income taxes of \$3.2 million, net of federal benefits as discussed above, representing 3.8% of income before income taxes.

### Liquidity and Capital Resources

The number of active Memberships in force and the average monthly fee will directly determine Membership fees collected and their contribution to cash flow from operations during any period. Cash receipts from associate services are directly impacted by the number of new sales associates enrolled and the price of entry during the period, the number of associates subscribing to our eService offering and the amount of sales tools purchased by the sales force.

The cash outlay related to Membership benefits is directly impacted by the number of active Memberships and the contractual rate that exists between us and our benefits providers. Commissions paid to associates are primarily dependent on the number and price of new Memberships sold during a period and any special incentives that may be in place during the period. Cash requirements related to



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associate services and direct marketing activities are directly impacted by the number of new associates enrolled during a period due to the cost of materials provided to such new associates, the number of associates subscribing to our eService offering, the amount of sales tools purchased by the sales force as well as the number of those associates who successfully meet the incentive award program qualifications.

Membership revenues are more than sufficient to fund the cash requirements for membership benefits (at approximately 34%-35% of Membership revenues), commissions (ranging from 29% to 36% of Membership revenues) and general and administrative expense (at approximately 12% to 13% of Membership revenues). We have generated significant cash flow from operations of approximately \$64 million, \$67 million and \$54 million in 2008, 2007 and 2006, respectively, which has been used to provide for future growth in Memberships, to repay our debt and make necessary capital expenditures and as discussed below, we have used a significant portion of our cash flow to repurchase shares of our stock in the open market. Cash flow from operations could be reduced if we experienced significant growth in new members because of the negative cash flow characteristics of our commission advance policies discussed above.

As a result of our ability to generate cash flow from operations, including in periods of Membership growth, we have not historically been dependent on, and do not expect to need in the future, external sources of financing from the sale of securities or from bank borrowings to fund our basic business operations. However, as described below, during the last three years, we incurred debt for limited and specific purposes to permit us to construct a new corporate headquarters, purchase equipment and to accelerate our treasury stock purchase program.

### General

Consolidated net cash provided by operating activities was \$64.3 million, \$67.2 million and \$54.4 million for 2008, 2007 and 2006, respectively. Net cash provided by operating activities decreased approximately \$2.9 million primarily due to a \$7.0 million increase in cash received from our members and a \$4.3

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million decrease in commission payments to our associates which was reduced by a \$1.6 million increase in payments to our membership benefit providers and an \$11.2 million increase in income tax payments.

Net cash (used in) provided by investing activities was \$(4.4) million, \$30.1 million and \$(52.6) million for 2008, 2007 and 2006, respectively. Capital expenditures were \$5.3 million, \$5.9 million and \$9.0 million during 2008, 2007 and 2006, respectively. Sales and maturities of available-for-sale investments exceeded the purchases of such investments by \$843,000 and \$35.9 million during 2008 and 2007, respectively, while purchases exceeded the sales and maturities of such investments by \$43.7 million in 2006.

Net cash used in financing activities was \$58.3 million, \$84.3 million and \$23.7 million for 2008, 2007 and 2006, respectively. This \$26.0 million change during 2008 was primarily comprised of a \$21.7 million decrease in purchases of treasury stock and a \$3.7 million decrease in repayment of debt.

We had a consolidated working capital deficit of \$2.3 million at December 31, 2008, a decrease of \$700,000 compared to a consolidated working capital deficit of \$3.0 million at December 31, 2007. The decrease was primarily due to the \$5.6 million decrease in income taxes payable and the \$1.6 million increase in cash and cash equivalents partially offset by the \$4.2 million increase in the current portion of notes payable, a \$1.6 million decrease in refundable income taxes and an \$800,000 decrease in deferred member and associate service

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costs. The \$2.3 million working capital deficit at December 31, 2008 would have been \$8.5 million in excess working capital excluding the \$10.8 million of current portion of deferred revenue and fees in excess of the current portion of deferred member and associate service costs. These amounts will be eliminated by the passage of time without the utilization of other current assets or us incurring other current liabilities. Additionally, at the current rate of cash flow provided by operations (\$64.3 million during 2008), we do not expect any difficulty in meeting our financial obligations in the short term or the long term.

We generally advance significant commissions to associates at the time a Membership is sold. We expense these advances ratably over the first month of the related Membership. During 2008, we paid advance commissions to associates of \$120.9 million on new Membership sales compared to \$126.9 million for 2007. Since approximately 95% of Membership fees are collected on a monthly basis, a significant cash flow deficit is created on a per Membership basis at the time a Membership is sold. Since there are no further commissions paid on a Membership during the advance period, we typically derive significant positive cash flow from the Membership over its remaining life. See Commissions to Associates above for additional information on advance commissions.

We announced on April 6, 1999, a treasury stock purchase program authorizing management to acquire up to 500,000 shares of our common stock. The Board of Directors has increased such authorization from 500,000 shares to 15 million shares during subsequent board meetings. The most recent authorization was for 1 million additional shares on February 18, 2009. At December 31, 2008, we had purchased 13.7 million treasury shares under these authorizations for \$407.1 million, an average price of \$29.62 per share, including \$44.7 million of purchases in 2008. Treasury stock purchases will be made at prices that are considered attractive by management and at such times that management believes will not unduly impact our liquidity, however, due to restrictions contained in our debt agreements with lenders, we are limited in our treasury stock purchases. At December 31, 2008, we had approximately \$17 million of availability under existing bank covenant restrictions to purchase additional treasury shares. No time limit has been set for completion of the treasury stock purchase program. Given the current interest rate environment, the nature of other investments available and our expected cash flows, management believes that purchasing treasury shares enhances shareholder value. We expect to continue our treasury stock program. From time to time, we evaluate alternative sources of financing to continue or accelerate this program.

We believe that we have the ability to finance the next twelve months of operations, anticipated capital expenditures and required debt repayment obligations based on our existing amount of cash and cash equivalents and unpledged investments at December 31, 2008 of \$60.0 million. We believe our long-term liquidity needs will be met by our ability to generate cash flow from operations and our existing cash and cash equivalent balances. We expect to maintain cash and cash equivalents and investment balances on an on-going basis of approximately \$20 million to \$30 million in order to meet expected working

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capital needs and regulatory capital requirements. Balances in excess of this amount would be used for discretionary purposes such as treasury stock purchases, dividends, and advance repayment of debt subject to the restrictions contained in our debt agreements.

### Notes Payable

In addition to customary covenants for loans of a similar type, the principal covenants for the Senior Loan are:

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- \* a limitation on incurring any indebtedness in excess of the remaining existing bank indebtedness outstanding and \$2.3 million in permitted capitalized leases or purchase money debt;
- \* a limitation on our ability to pay dividends or make stock purchases, other than with the net proceeds of the Term Loan, unless we meet certain cash flow tests;
- \* a prohibition on prepayment of other debt;
- \* a requirement to maintain consolidated EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization) for the twelve month period ending December 31, 2006 and each quarter thereafter of at least \$80 million (\$75 million for us and our top tier direct subsidiaries);
- \* a requirement to maintain a quarterly fixed charge coverage ratio (EBITDA (with certain adjustments) divided by the sum of interest expense, income taxes and scheduled principal payments) of at least 1.1 to 1;
- \* a requirement to maintain at least 1.3 million members;
- \* a requirement to maintain a Leverage Ratio (funded indebtedness as of the end of each quarter divided by EBITDA for the trailing twelve months) of no more than 1.5 to 1;
- \* we must have availability (unused portion of the Revolving Facility) plus Qualified Cash (the amount of unrestricted cash and cash equivalents) greater than or equal to \$12,500,000; and
- \* an event of default occurs if Harland Stonecipher ceases to be our Chairman and Chief Executive Officer for a period of 120 days unless replaced with a person approved by Wells Fargo.

We were in compliance with these covenants at December 31, 2008. Additional information regarding Notes Payable is included in Note 6 to the Consolidated Financial Statements.

### Parent Company Funding and Dividends

Although we are the operating entity in many jurisdictions, our subsidiaries serve as operating companies in various states that regulate Memberships as insurance or specialized legal expense products. The most significant of these wholly owned subsidiaries are PPLCI, PPLSIF and LSPV. The ability of these subsidiaries to provide funds to us is subject to a number of restrictions under various insurance laws in the jurisdictions in which they conduct business, including limitations on the amount of dividends and management fees that may be paid and requirements to maintain specified levels of capital and reserves. In addition PPLCI will be required to maintain its stockholders' equity at levels sufficient to satisfy various state or provincial regulatory requirements, the most restrictive of which is currently \$3 million. Additional capital requirements of PPLCI, PPLSIF or LSPV, or any of our regulated subsidiaries, will be funded by us in the form of capital contributions or surplus debentures. At January 1, 2009, none of PPLCI, PPLSIF or LSV had funds available for payment of substantial dividends without the prior approval of the insurance commissioner. At December 31, 2008 the amount of restricted net assets of consolidated subsidiaries was \$24.2 million, representing amounts that may not be paid to us as dividends either under the applicable regulations or without regulatory approval.

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### Contractual Obligations

The following table reflects our contractual obligations as of December 31, 2008.

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Contractual Obligations	Payments Due by Period (In Tho			
	Total	Less than 1 year	1-3 years	3-
Long-term debt.....	\$ 59,659	\$ 22,408	\$ 31,756	\$
Purchase obligations (1).....	9,417	4,049	4,155	
Capital leases.....	934	24	80	
Deferred compensation plan.....	7,898	-	-	
Operating leases.....	664	119	218	
Total (2).....	\$ 78,572	\$ 26,600	\$ 36,209	\$

(1) Includes contractual commitments pursuant to executory contracts for products and services such as voice and data services and contractual obligations related to future Company events such as hotel room blocks, meeting space and food and beverage guarantees. We expect to receive proceeds from such future events and reimbursement from provider law firms for certain voice and data services that will partially offset these obligations.

(2) Does not include commitments for attorney provider payments, commissions, etc. which are expected to remain in existence for several years but as to which our obligations vary directly either based on Membership revenues or new Memberships sold and are not readily estimable.

Forward-Looking Statements

All statements in this report other than purely historical information, including but not limited to, statements relating to our future plans and objectives, expected operating results and the assumptions on which such forward-looking statements are based, constitute "Forward-Looking Statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and are based on our historical operating trends and financial condition as of December 31, 2008 and other information currently available to management. We caution that the Forward-Looking Statements are subject to all the risks and uncertainties incident to our business, including but not limited to risks described herein. Moreover, we may make acquisitions or dispositions of assets or businesses, enter into new marketing arrangements or enter into financing transactions. None of these can be predicted with certainty and, accordingly, are not taken into consideration in any of the Forward-Looking Statements made herein. For all of the foregoing reasons, actual results may vary materially from the Forward-Looking Statements. We assume no obligation to update the Forward-Looking Statements to reflect events or circumstances occurring after the date of the statement.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Disclosures About Market Risk

Our consolidated balance sheets include a certain amount of assets and liabilities whose fair values are subject to market risk. Due to our significant investment in fixed-maturity investments, interest rate risk represents the largest market risk factor affecting our consolidated financial position. Increases and decreases in prevailing interest rates generally translate into decreases and increases in fair values of those instruments. Additionally, fair values of interest rate sensitive instruments may be affected by the creditworthiness of the issuer, prepayment options, relative values of

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alternative investments, liquidity of the instrument and other general market conditions.

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As of December 31, 2008, our investments consisted of the following:

Description	Fair Value
Obligations of state and political subdivisions.....	\$ 30,777
Certificates of deposit.....	5,753
Auction Rate Securities.....	375
U. S. Government obligations.....	233
Corporate obligations.....	350
Total investments.....	\$ 37,488

We do not hold any investments classified as trading account assets or derivative financial instruments.

The table below summarizes the estimated effects of hypothetical increases and decreases in interest rates on our fixed-maturity investment portfolio. It is assumed that the changes occur immediately and uniformly, with no effect given to any steps that management might take to counteract that change.

The hypothetical changes in market interest rates reflect what could be deemed best and worst case scenarios. The fair values shown in the following table are based on contractual maturities. Significant variations in market interest rates could produce changes in the timing of repayments due to prepayment options available. The fair value of such instruments could be affected and, therefore, actual results might differ from those reflected in the following table:

	Fair Value	Hypothetical change in interest rate (bp = basis points)
		(Dollars in thousands)
Fixed-maturity investments at December 31, 2008 (1)....	\$ 31,360	100 bp increase
		200 bp increase
		50 bp decrease
		100 bp decrease
Fixed-maturity investments at December 31, 2007 (1)....	\$ 33,692	100 bp increase
		200 bp increase
		50 bp decrease
		100 bp decrease

(1) Excluding short-term investments in certificates of deposit and auction rate certificates with a fair value of \$6.1 million at December 31, 2008 and short-term investments in certificates of deposit with a fair value of \$4.6 million at December 31, 2007.

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The table above illustrates, for example, that an instantaneous 200 basis point increase in market interest rates at December 31, 2008 would reduce the estimated fair value of our fixed-maturity investments by approximately \$2.9 million at that date. At December 31, 2007, and based on the fair value of fixed-maturity investments of \$33.7 million, an instantaneous 200 basis point increase in market interest rates would have reduced the estimated fair value of our fixed-maturity investments by approximately \$2.7 million at that date. The definitive extent of the interest rate risk is not quantifiable or predictable due to the variability of future interest rates, but we do not believe such risk is material.

We primarily manage our exposure to interest rate risk by purchasing investments that can be readily liquidated should the interest rate environment begin to significantly change.

Interest Rate Risk

We are exposed to market risk related to changes in interest rates. As of December 31, 2008, we had \$59.7 million in notes payable outstanding at interest rates indexed to the 30 day LIBOR rate that exposes us to the risk of increased interest costs if interest rates rise. Assuming a 100 basis point increase in interest rates on the floating rate debt, annual interest expense would increase by approximately \$597,000. As of December 31, 2008, we had not entered into any

interest rate swap agreements with respect to the term loans or the variable rate municipal bonds.

Foreign Currency Exchange Rate Risk

Although we are exposed to foreign currency exchange rate risk inherent in revenues, net income and assets and liabilities denominated in Canadian dollars, the potential change in foreign currency exchange rates is not a substantial risk, as less than 2% of our revenues are derived outside of the United States. As reflected in the attached Consolidated Statements of Comprehensive Income, we have recorded negative foreign currency translation adjustments of \$2.0 million during 2008 and have a cumulative negative foreign currency translation adjustment balance of \$425,000 at December 31, 2008. These amounts are subject to change dynamically in conjunction with the relative values of the Canadian and U.S. dollars.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

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PRE-PAID LEGAL SERVICES, INC. AND SUBSIDIARIES  
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Reports of Independent Registered Public Accounting Firm.....	
Management's Annual Report on Internal Control over Financial Reporting.....	
Consolidated Financial Statements	
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Consolidated Balance Sheets - December 31, 2008 and 2007.....	
Consolidated Statements of Income - For the years ended December 31, 2008, 2007 and 2006.....	

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Consolidated Statements of Cash Flows - For the years ended December 31, 2008, 2007 and 2006.....
Consolidated Statements of Changes In Stockholders' Equity - For the years ended
December 31, 2008, 2007 and 2006.....
Notes to Consolidated Financial Statements.....

Financial Statement Schedules
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Schedule I - Condensed Financial Information of the Registrant.....

(All other schedules have been omitted since the required information is
not applicable or because the information is included in the
consolidated financial statements or the notes thereon.)

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders
Pre-Paid Legal Services, Inc.

We have audited Pre-Paid Legal Services, Inc.'s (an Oklahoma corporation)
internal control over financial reporting as of December 31, 2008, based on
criteria established in Internal Control--Integrated Framework issued by the
Committee of Sponsoring Organizations of the Treadway Commission (COSO).
Pre-Paid Legal Services, Inc.'s management is responsible for maintaining
effective internal control over financial reporting and for its assessment of
the effectiveness of internal control over financial reporting, included in the
accompanying "Management's Annual Report on Internal Control Over Financial
Reporting". Our responsibility is to express an opinion on Pre-Paid Legal
Services, Inc.'s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company
Accounting Oversight Board (United States). Those standards require that we plan
and perform the audit to obtain reasonable assurance about whether effective
internal control over financial reporting was maintained in all material
respects. Our audit included obtaining an understanding of internal control over
financial reporting, assessing the risk that a material weakness exists, testing
and evaluating the design and operating effectiveness of internal control based
on the assessed risk, and performing such other procedures as we considered
necessary in the circumstances. We believe that our audit provides a reasonable
basis for our opinion.

A company's internal control over financial reporting is a process designed to
provide reasonable assurance regarding the reliability of financial reporting
and the preparation of financial statements for external purposes in accordance
with generally accepted accounting principles. A company's internal control over
financial reporting includes those policies and procedures that (1) pertain to
the maintenance of records that, in reasonable detail, accurately and fairly
reflect the transactions and dispositions of the assets of the company; (2)
provide reasonable assurance that transactions are recorded as necessary to
permit preparation of financial statements in accordance with generally accepted
accounting principles, and that receipts and expenditures of the company are
being made only in accordance with authorizations of management and directors of
the company; and (3) provide reasonable assurance regarding prevention or timely
detection of unauthorized acquisition, use, or disposition of the company's
assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting
may not prevent or detect misstatements. Also, projections of any evaluation of

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effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Pre-Paid Legal Services, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control--Integrated Framework issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of December 31, 2008 and 2007, and the related consolidated statements of income, cash flows and changes in stockholders' equity for each of the three years in the period ended December 31, 2008 and our report dated February 27, 2009 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma

February 27, 2009

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### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Stockholders  
Pre-Paid Legal Services, Inc.

We have audited the accompanying consolidated balance sheets of Pre-Paid Legal Services, Inc. (an Oklahoma corporation) and subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of income, cash flows and changes in stockholders' equity for each of the three years in the period ended December 31, 2008. Our audits of the basic financial statements included Schedule I as of December 31, 2008 and 2007 and for each of the three years in the period ended December 31, 2008. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Pre-Paid Legal Services, Inc. and subsidiaries as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the



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related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Pre-Paid Legal Services, Inc.'s internal control over financial reporting as of December 31, 2008, based on the criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2009 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma  
February 27, 2009

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### MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. In order to evaluate the effectiveness of internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act, our management has conducted an assessment, including testing, using the criteria in Internal Control-Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Our system of internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

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

Based on the assessment, our management has concluded that we maintained effective internal control over financial reporting as of December 31, 2008, based on criteria in Internal Control-Integrated Framework issued by COSO. The effectiveness of our internal control over financial reporting as of December 31, 2008, has been audited by Grant Thornton LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no

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matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected.

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PRE-PAID LEGAL SERVICES, INC.  
CONSOLIDATED BALANCE SHEETS  
(Amounts and shares in 000's, except par values)

ASSETS

		D ----- 2008 -----
Current assets:		
Cash and cash equivalents.....	\$	26
Available-for-sale investments, at fair value.....		12
Membership fees receivable.....		6
Inventories.....		1
Refundable income taxes.....		15
Deferred member and associate service costs.....		5
Deferred income taxes.....		6
Other assets.....		6
		-----
Total current assets.....		75
Available-for-sale investments, at fair value.....		20
Investments pledged.....		4
Property and equipment, net.....		53
Deferred member and associate service costs.....		2
Other assets.....		7
		-----
Total assets.....	\$	162 -----

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Membership benefits payable.....	\$	12
Deferred revenue and fees.....		26
Current portion of capital leases payable.....		22
Current portion of notes payable.....		22
Income taxes payable.....		16
Accounts payable and accrued expenses.....		16
		-----
Total current liabilities.....		77
Capital leases payable.....		37
Notes payable.....		2
Deferred revenue and fees.....		2
Deferred income taxes.....		5

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Other non-current liabilities.....	7
Total liabilities.....	131
Stockholders' equity:	
Common stock, \$.01 par value; 100,000 shares authorized; 16,254 and 17,291 issued at December 31, 2008 and 2007, respectively.....	130
Retained earnings.....	130
Accumulated other comprehensive income.....	
Treasury stock, at cost; 4,852 shares held at December 31, 2008 and 2007, respectively.....	(99)
Total stockholders' equity.....	31
Total liabilities and stockholders' equity.....	\$ 162

The accompanying notes are an integral part of these financial statements.

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PRE-PAID LEGAL SERVICES, INC.  
CONSOLIDATED STATEMENTS OF INCOME  
(Amounts in 000's, except per share amounts)

	Year Ended Dece	
	2008	2007
Revenues:		
Membership fees.....	\$ 436,778	\$ 427,
Associate services.....	23,534	25,
Other.....	4,177	4,
	464,489	457,
Costs and expenses:		
Membership benefits.....	150,318	148,
Commissions.....	126,758	130,
Associate services and direct marketing.....	23,582	28,
General and administrative.....	53,021	50,
Other, net.....	13,413	13,
	367,092	372,
Income before income taxes.....	97,397	84,
Provision for income taxes.....	37,225	33,
Net income.....	\$ 60,172	\$ 51,
Basic earnings per common share.....	\$ 5.05	\$ 3.
Diluted earnings per common share.....	\$ 5.04	\$ 3.

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The accompanying notes are an integral part of these financial statements.

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PRE-PAID LEGAL SERVICES, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Amounts in 000's)

	Year En
	----- 2008 -----
Cash flows from operating activities:	
Net income.....	\$ 60,172
Adjustments to reconcile net income to net cash provided by operating activities:	
Provision for deferred income taxes.....	385
Depreciation and amortization.....	8,756
Increase in accrued Membership fees receivable.....	(808)
Decrease (increase) in inventories.....	226
Decrease (increase) in refundable income taxes.....	1,566
Decrease (increase) in deferred member and associate service costs.....	1,150
Increase in other assets.....	(84)
(Decrease) increase in Membership benefits payable.....	(142)
(Decrease) increase in deferred revenue and fees.....	(1,092)
Increase in other non-current liabilities.....	1,354
(Decrease) increase in income taxes payable.....	(5,590)
(Decrease) increase in accounts payable and accrued expenses.....	(1,576)
Net cash provided by operating activities.....	64,317
Cash flows from investing activities:	
Additions to property and equipment.....	(5,254)
Purchases of investments - available-for-sale.....	(64,983)
Maturities and sales of investments - available-for-sale.....	65,826
Net cash (used in) provided by investing activities.....	(4,411)
Cash flows from financing activities:	
Proceeds from issuance of debt.....	10,000
Repayments of debt.....	(24,074)
Proceeds from exercise of stock options.....	338
Tax benefit on exercise of stock options.....	156
Purchases of treasury stock.....	(44,717)
Repayment of capital lease obligations.....	(22)
Dividends paid.....	-
Net cash used in financing activities.....	(58,319)
Net increase (decrease) in cash and cash equivalents.....	1,587
Cash and cash equivalents at beginning of year.....	24,941
Cash and cash equivalents at end of year.....	\$ 26,528
Supplemental disclosure of cash flow information:	
Cash paid for interest.....	\$ 4,443

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Cash paid for income taxes.....	\$ 42,142
Purchases of treasury stock pursuant to tender offer.....	\$ -

The accompanying notes are an integral part of these financial statements.

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PRE-PAID LEGAL SERVICES, INC.  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
(Amounts and shares in 000's, except dividend rates and par values)

	Common Shares	Stock Amount	Retained Earnings	Accum. OCI ((1))	Treasury Shares
January 1, 2006.....					
	20,326	\$ 203	\$ 149,832	\$ 387	4,852
Exercise of stock options and other.....	121	1	484	-	-
Income tax benefit related to exercise of stock options.....	-	-	703	-	-
Net income.....	-	-	51,798	-	-
Other comprehensive income(1).....	-	-	-	(97)	-
Treasury shares purchased.....	-	-	-	-	1,959
Treasury shares retired.....	(1,959)	(19)	(73,404)	-	(1,959)
December 31, 2006.....	18,488	185	129,413	290	4,852
Exercise of stock options and other.....	122	1	(85)	-	-
Income tax benefit related to exercise of stock options.....	-	-	790	-	-
Net income.....	-	-	51,202	-	-
Other comprehensive income(1).....	-	-	-	1,531	-
Treasury shares purchased.....	-	-	-	-	1,319
Treasury shares retired.....	(1,319)	(13)	(66,447)	-	(1,319)
December 31, 2007.....	17,291	173	114,873	1,821	4,852
Exercise of stock options and other.....	16	-	338	-	-
Income tax benefit related to exercise of stock options.....	-	-	156	-	-
Net income.....	-	-	60,172	-	-
Other comprehensive income(1).....	-	-	-	(1,981)	-
Treasury shares purchased.....	-	-	-	-	1,053
Treasury shares retired.....	(1,053)	(10)	(44,707)	-	(1,053)
December 31, 2008.....	16,254	\$ 163	\$ 130,832	\$ (160)	4,852

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	(1) Other Comprehensive Income	
	Year Ended De	
	2008	2007
	-----	-----
Net income.....	\$60,172	\$51,2
Other comprehensive income, net of tax:		
Foreign currency translation adjustment.....	(2,028)	1,2
	-----	-----
Unrealized gains (losses) on investments:		
Unrealized holding gains (losses) arising during period.....	21	1
Less: reclassification adjustment for losses (gains) included in net	26	1
	-----	-----
income.....	47	3
	-----	-----
Other comprehensive income, net of income taxes of \$25, \$207 and \$(24) in 2008, 2007 and 2006, respectively.....	(1,981)	1,5
	-----	-----
Comprehensive income.....	\$58,191	\$52,7
	-----	-----

The accompanying notes are an integral part of these financial statements.

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PRE-PAID LEGAL SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Except for per share amounts, dollar amounts in tables are in thousands unless otherwise indicated)

Note 1 - Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Pre-Paid Legal Services, Inc. (the "Parent") and subsidiaries (collectively, the "Company") develop and market legal service plans (referred to as "Memberships"). The Memberships sold by us allow members to access legal services through a network of independent law firms ("provider law firms") under contract with us. We offer our Identity Theft Shield to new and existing members at \$9.95 per month if added to a legal service Membership or it may be purchased separately for \$12.95 per month. The nationwide provider of the Identity Theft Shield benefits and the Provider law firms are paid a fixed fee on a capitated basis to render services to plan members residing within the state or province in which the provider law firm is licensed to practice. Because the fixed fee payments by us to benefit providers do not vary based on the type and amount of benefits utilized by the member, this capitated arrangement provides significant advantages to us in managing claims risk. At December 31, 2008, Memberships subject to the capitated benefit provider arrangement comprised approximately 99% of our active Memberships. The remaining Memberships, less than 1%, were primarily sold prior to 1987 and allow members to locate their own lawyer to provide legal services available under the Membership with the member's lawyer being reimbursed for services rendered based on usual, reasonable and customary fees. Memberships are generally guaranteed renewable and Membership fees are principally collected on a monthly basis, although approximately 5% of Members have elected to pay their fees in advance on an annual or semi-annual basis. At December 31, 2008, we had 1,559,154 Memberships in force with members in all 50 states, the District of Columbia and the Canadian provinces of Ontario, British

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Columbia, Alberta and Manitoba. Approximately 90% of the Memberships were in 29 states and provinces. The Memberships are marketed by an independent sales force referred to as "associates."

### Basis of Presentation

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("generally accepted accounting principles") which vary in some respects from statutory accounting principles used when reporting to state insurance regulatory authorities.

### Principles of Consolidation

The consolidated financial statements include our accounts and our wholly owned subsidiaries. Our primary subsidiaries include Pre-Paid Legal Casualty, Inc. ("PPLCI"), Legal Service Plans of Virginia ("LSPV") and Pre-Paid Legal Services, Inc. of Florida ("PPLSIF"). All significant intercompany accounts and transactions have been eliminated.

### Foreign Currency Translation

The financial results of our Canadian operations are measured in local currency and then translated into U.S. dollars. All balance sheet accounts have been translated using the current rate of exchange at the balance sheet date. Results of operations have been translated using the average rates prevailing throughout the year.

### Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 period. Actual results could differ from those estimates.

### Fair Value of Financial Instruments

Our financial instruments consist primarily of cash, certificates of deposit, short-term investments, debt and equity securities, Membership fees receivable, Membership benefits payable, notes payable and accounts payable and accrued expenses. Fair value estimates have been determined by us, using

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available market information and appropriate valuation methodologies. Fair values of actively traded debt securities are based on quoted market prices. Fair values of inactively traded debt securities are based on quoted market prices of identical or similar securities or based on observable inputs like interest rates. The carrying value of cash, certificates of deposit, Membership fees receivable, Membership benefits payable and accounts payable and accrued expenses are considered to be representative of their respective fair value, due to the short term nature of these instruments. The carrying value of notes payable is considered to be representative of their respective fair values, due to the variable interest rate feature of such notes. The fair value disclosures relating to debt and equity securities are presented in Note 2.

### Cash and Cash Equivalents

We consider all highly liquid unpledged investments with maturities of three months or less at time of acquisition to be cash equivalents. We place our temporary cash investments with high credit quality financial institutions. At times such investments may be in excess of the Federal Deposit Insurance Corporation (FDIC) insurance limit. We have not experienced any losses in such accounts and believe we are not exposed to any significant credit risk on cash and cash equivalents.

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### Investments

We classify our investments held as available-for-sale and account for them at fair value with unrealized gains and losses, net of taxes, excluded from earnings and reported as other comprehensive income. We classify available-for-sale securities as current if we expect to sell the securities within one year, or if we intend to utilize the securities for current operations. All other available-for-sale securities are classified as non-current.

All investment securities are adjusted for amortization of premiums and accretion of discounts. Amortization of premiums and accretion of discounts are recorded to income over the contractual maturity or estimated life of the individual investment on the level yield method. Gain or loss on sale of investments is based upon the specific identification method. Income earned on our investments in certain state and political subdivision debt instruments is not generally taxable for federal income tax purposes.

### Membership fees receivable

Our Membership fees receivable consists of amounts due from members for services provided pursuant to their Membership contract. Membership fees are principally collected on a monthly basis. Membership fees receivable is a result of a portion of members, mostly group members, who pay their Membership fees in arrears and are recorded at amounts due under the terms of the Membership agreement. An allowance for doubtful accounts is not necessary as the recorded amount is adjusted to net realizable value at period-end based on our historical experience and the short period of time after period-end in which the accounts will be collected.

### Inventories

Inventories include the cost of materials and packaging and are stated at the lower of cost or market.

### Property and Equipment

Property and equipment is stated at cost less accumulated depreciation and amortization. Depreciation of property and equipment is computed using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the estimated useful lives of the related assets or the period of the lease, whichever is shorter. Maintenance and repairs are expensed as incurred and renewals and betterments are capitalized. Interest cost incurred during the construction period of major facilities is capitalized. The capitalized interest is recognized as part of the asset to which it relates and is amortized over the asset's estimated useful life.

### Revenue recognition - Membership and Associate Fees

Our principal revenues are derived from Membership fees, most of which are collected on a monthly basis. Memberships are generally guaranteed renewable and non-cancelable except for fraud, non-payment of Membership fees or upon written request. Membership fees are recognized in income ratably over the related service period in accordance with Membership terms, which generally require the holder of the Membership to remit fees on an annual, semi-annual or monthly

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basis. Approximately 95% of members remit their Membership fees on a monthly basis. Approximately 69% of our Membership fees are paid in advance and, therefore, are deferred and recognized over their respective periods.

We also charge new members, who are not part of an employee group, a \$10 enrollment fee. This enrollment fee and related incremental direct and origination costs of \$10 for 2008 are deferred and recognized in income over the



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estimated life of a Membership in accordance with SEC Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements," ("SAB 101"). We compute the expected Membership life using more than 25 years of actuarial data. At December 31, 2008, we computed the expected Membership life to be approximately three years. If the expected Membership life were to change significantly, which management does not expect in the short term, the deferred Membership enrollment fee and related costs would be recognized over a longer or shorter period.

We derive revenues from services provided to our marketing sales force primarily from a one-time non-refundable enrollment fee from each new sales associate for which we provide initial sales and marketing supplies and enrollment services to the associate. Average enrollment fees paid by new sales associates were \$72, \$57 and \$50 for 2008, 2007 and 2006, respectively. Revenue from, and costs of, the initial sales and marketing supplies (approximately \$13) are recognized when the materials are delivered to the associates. The remaining revenues and related incremental direct and origination costs are deferred and recognized over the estimated average active service period of associates which at December 31, 2008 is estimated to be approximately five months, unchanged from year end 2007. Management estimates the active service period of an associate periodically based on the average number of months an associate produces new Memberships including those associates that fail to write any Memberships. If the active service period of associates changes significantly, which management does not expect in the short term, the deferred revenue and related costs would be recognized over the new estimated active service period.

Associate services revenue also includes revenue recognized on the sale of marketing supplies and promotional material to associates and includes fees related to our eService program for associates. The eService program provides subscribers Internet based back office support such as reports, on-line documents, tools, a personal e-mail account and multiple personalized web sites with "flash" movie presentations.

### Member and Associate Costs

Deferred costs represent the incremental direct and origination costs we incur in enrolling new members and new associates and that portion of payments made to provider law firms and associate commissions related to the deferred revenue discussed above. Deferred costs for enrolling new members include the cost of the Membership kit and salary and benefit costs for employees who process Membership enrollments. Deferred costs for enrolling new associates include training and success bonuses paid to individuals involved in recruiting the associate and salary and benefit costs of employees who process associate enrollments. Such costs are deferred to the extent of the lesser of actual costs incurred or the amount of the related fee charged for such services. Deferred costs are amortized to expense over the same period as the related deferred revenue. Deferred costs that will be recognized within one year of the balance sheet date are classified as current and all remaining deferred costs are considered noncurrent. Associate related costs are reflected as associate services and direct marketing, and are expensed as incurred if not related to the deferred revenue discussed above. These costs include providing materials and services to associates, associate introduction kits, the associate incentive program, group marketing and marketing services departments (including costs of related travel, marketing events, leadership summits and international sales convention). Shipping and handling costs of \$1.7 million, \$1.9 million and \$2.2 million in 2008, 2007 and 2006, respectively, are primarily included in Associate services and direct marketing costs.

### Membership Benefits Liability

The Membership benefits liability represents per capita amounts due the provider of Identity Theft Shield benefits and provider law firms on approximately 99% of the Memberships and claims reported but not paid and actuarially estimated claims incurred but not reported on the remaining non-provider Memberships which represent less than 1%. We calculate the benefit

liability on the non-provider Memberships based on completion factors that consider historical claims experience based on the dates that claims are incurred, reported to us and subsequently paid. Processing costs related to these claims are accrued based on an estimate of expenses to process such claims.

#### Income Taxes

We account for income taxes using the asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that are recognized in different periods in our financial statements and tax returns. In estimating future tax consequences, we generally consider all future events other than future changes in the tax law or rates that have not been enacted.

Deferred income taxes are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. We record deferred tax assets related to the recognition of future tax benefits of temporary differences and net operating loss and tax credit carryforwards. To the extent that realization of such benefits is not considered more likely than not, we establish a valuation allowance to reduce such assets to the estimated realizable amount.

We and our subsidiaries are subject to U.S. Federal income tax, Canadian income tax, as well as income tax of multiple state and local jurisdictions. Our 2004 - 2008 U.S. federal income tax returns remain open to examination by the Internal Revenue Service (IRS). Our state and local income tax returns for years 2000 through 2008 remain open to examination by the state and local taxing authorities. Canadian income tax returns for 1999 through 2002 are currently under examination and years 1999 - 2008 are open to examination. The IRS examined our U.S. federal income tax return for 2004 resulting in no recommended adjustments to the tax return.

We recognize interest and/or penalties related to income tax matters in general and administrative expenses.

#### Commissions to Associates

Prior to March 1, 2002, we had a level Membership commission schedule of approximately 27% of Membership fees and advanced the equivalent of up to three years of commissions on new Membership sales. Effective March 1, 2002, and in order to offer additional incentives for increased Membership retention rates, we returned to a differential commission structure with rates of approximately 80% of first year Membership fees on new Memberships written and variable renewal commission rates ranging from five to 25% per annum based on the 12 month Membership retention rate of the associate's sales organization. Beginning in August 2003, we allowed the associate to choose between the level commission structure and up to three year commission advance or the differential commission structure with a one year commission advance.

We expense advance commissions ratably over the first month of the related Membership. As a result of this accounting policy, our advance commission expenses are recorded in the first month of a Membership and there is no commission expense recognized for the same Membership during the remainder of the advance period. Associates must qualify for advance commissions by writing at least three Memberships.

#### Long-Lived Assets

We review long-lived assets to be held and used in operations when events

or changes in circumstances indicate that the assets might be impaired. The carrying value of long-lived assets is considered impaired when the identifiable undiscounted cash flows estimated to be generated by those assets are less than their carrying amounts. In that event, a loss is recognized based on the amount by which the carrying value exceeds the fair value of the long-lived asset. Fair value is determined primarily using the anticipated cash flows discounted at a rate commensurate with the risk involved. Losses on long-lived assets to be disposed of are determined in a similar manner, except that fair values are reduced by disposal costs.

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#### Stock-Based Compensation

In December 2004, the Financial Accounting Standards Board issued SFAS No. 123R, Share-Based Payment ("SFAS No. 123R" or the "Statement"). This Statement is a revision of SFAS No. 123, Accounting for Stock-Based Compensation ("SFAS 123"), and supersedes Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees ("APB No. 25") and its related implementation guidance. On January 1, 2006, we adopted the provisions of SFAS No. 123R using the modified prospective method. SFAS No. 123R focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. The Statement requires entities to recognize compensation expense for awards of equity instruments to employees based on the grant-date fair value of those awards (with limited exceptions). SFAS No. 123R also requires the benefits of tax deductions in excess of recognized compensation expense to be reported as financing cash flows, rather than as an operating cash flow as prescribed under the prior accounting rules. This requirement reduces net operating cash flows and increases net financing cash flows in periods after adoption. Total cash flow remains unchanged from what would have been reported under prior accounting rules.

Prior to the adoption of SFAS No. 123R, we followed the intrinsic value method in accordance with APB No. 25 to account for our equity instruments to employees. Accordingly, no compensation expense was recognized in connection with the issuance of equity instruments to employees under any of our stock option plans for periods ended prior to January 1, 2006. The adoption of SFAS No. 123R primarily resulted in a change in our method of recognizing the fair value of share-based compensation. Our adoption of SFAS No. 123R did not result in our recording compensation expense for equity instruments issued to employees, since all options had vested, no modifications were made to existing options and no new options were granted.

We did not grant any additional equity instruments to employees or modify any existing options and therefore did not recognize any share-based payments' expense from the issuance of equity instruments to employees in 2008, 2007 or 2006. The options outstanding at December 31, 2005 did not affect 2006 consolidated results of operations and financial position since all option-holders were fully vested in such options at December 31, 2005.

#### Incentive awards payable

Associates can earn the right to attend an annual incentive trip by meeting monthly qualification requirements for the entire calendar year and maintaining certain personal retention rates for the Memberships sold during the calendar year. Associates can also earn the right to receive additional monthly bonuses by meeting the monthly qualification requirements for twelve consecutive months and maintaining certain personal retention rates for the Memberships sold during that twelve month period. The incentive awards payable at any date is estimated based on an evaluation of the existing associates that have met the monthly qualifications, any changes to the monthly qualification requirements, the estimated cost for each incentive earned and the number of associates that have historically met the personal retention rates. Changes to any of these

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assumptions would directly affect the amount accrued but we do not expect any of the significant trends impacting this account to change significantly in the near term.

### Legal Contingencies

We account for legal contingencies in accordance with SFAS 5, Accounting for Contingencies, which requires that a loss contingency should be accrued by a charge to income if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. Disclosure of a contingency is required if there is at least a reasonable possibility that a loss has been incurred. We evaluate, among other factors, the degree of probability of an unfavorable outcome and the ability to make a reasonable estimate of the amount of loss. This process requires subjective judgment about the likely outcomes of litigation. Liabilities related to most of our lawsuits are especially difficult to estimate due to the nature of the claims, limitation of available data and uncertainty concerning the numerous variables used to determine likely outcomes or the amounts recorded. Litigation expenses are recorded as incurred and we do not accrue for future legal fees. It is possible that an adverse outcome in certain cases or increased litigation costs could have an adverse effect upon our financial condition, operating results or cash flows in particular quarterly or annual periods.

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### Treasury Stock

We immediately retire all our treasury stock purchases at cost. We retired, at cost, 1,053,614, 1,318,721, and 1,959,487 shares of common stock during 2008, 2007 and 2006, respectively.

### Segment Information

Operating segments are defined as components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision maker(s) in deciding how to allocate resources and in assessing performance. Disclosures about products and services and geographic areas are presented in Note 17.

### Recently Issued Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements" ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. We adopted SFAS 157 on January 1, 2008, as required for our financial assets and financial liabilities. However, the FASB deferred the effective date of SFAS 157 for one year as it relates to fair value measurement requirements for nonfinancial assets and nonfinancial liabilities that are not recognized or disclosed at fair value on a recurring basis. The adoption of SFAS 157 for our financial assets and financial liabilities did not have a material impact on our consolidated financial statements. The adoption of SFAS 157 for our nonfinancial assets and nonfinancial liabilities will have no impact on our consolidated financial statements. See Note 18 below.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities". SFAS No. 159 permits an entity to choose, at specified election dates, to measure eligible financial instruments and certain other items at fair value that are not currently required to be measured at fair value. An entity reports unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. Upfront costs and fees related to items for which the fair value option is elected are recognized in earnings as incurred and not deferred. SFAS 159 also established presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement

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attributes for similar types of assets and liabilities. SFAS 159 was effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. At the effective date, an entity could elect the fair value option for eligible items that existed at that date. As such, the adoption of SFAS 159 did not have any impact on our consolidated financial position, results of operations or cash flows. We did not elect the fair value option for eligible items that existed as of January 1, 2008.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), Business Combinations ("SFAS 141R"). SFAS 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. SFAS 141R also establishes disclosure requirements to enable the evaluation of the nature and financial effects of the business combination. This statement is effective for us beginning January 1, 2009.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements--an amendment of Accounting Research Bulletin No. 51 ("SFAS 160"). SFAS 160 establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest, and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. SFAS 160 also establishes disclosure requirements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. This statement is effective for us beginning January 1, 2009. The adoption of SFAS 160 will have no impact on our consolidated financial position, results of operations or cash flows.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles" (SFAS 162). This statement identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in accordance with GAAP. With the issuance of this statement, the

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FASB concluded that the GAAP hierarchy should be directed toward the entity and not its auditor, and reside in the accounting literature established by the FASB as opposed to the American Institute of Certified Public Accountants (AICPA) Statement on Auditing Standards No. 69, "The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles." This statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles." We have evaluated the new statement and have determined that it will not have a significant impact on the determination or reporting of our financial results.

In October 2008, the FASB issued FASB Staff Position FAS 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active" ("FSP 157-3"). FSP 157-3 clarified the application of FAS 157. FSP 157-3 demonstrated how the fair value of a financial asset is determined when the market for that financial asset is inactive. FSP 157-3 was effective upon issuance, including prior periods for which financial statements had not been issued. The implementation of this standard did not have an impact on our consolidated financial position, results of operations or cash flows.

In January 2009, the FASB issued FASB Staff Position No. Emerging Issues Task Force 99-20-1, "Amendments to the Impairment Guidance of EITF Issue No.



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and we have the ability to hold these to maturity.

The contractual maturities of our available-for-sale investments in debt securities and certificates of deposit at December 31, 2008 by maturity date follows:

	Amortized Cost	Fair Value
One year or less.....	\$ 6,167	\$ 6,169
Two years through five years.....	5,722	5,898
Six years through ten years.....	14,068	14,550
More than ten years.....	11,123	10,871
Total.....	\$ 37,080	\$ 37,488

Our investment securities are included in the accompanying consolidated balance sheets at December 31, 2008 and 2007 as follows:

	December 31, 2008	December 31, 2007
Available-for-sale investments (current).....	\$ 12,812	\$ 13,177
Available-for-sale investments (non-current).....	20,637	20,766
Investments pledged.....	4,039	4,341
Total.....	\$ 37,488	\$ 38,284

We are required to pledge investments to various state insurance departments as a condition to obtaining authority to do business in certain states. The fair value of investments pledged to state regulatory agencies is as follows:

	December 31, 2008	December 31, 2007
Certificates of deposit.....	\$ 1,917	\$ 2,292
Obligations of state and political subdivisions....	1,889	1,203
U. S. Government obligations.....	233	846
Total.....	\$ 4,039	\$ 4,341

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Proceeds from sales of investments during 2008, 2007 and 2006 were \$14.4 million, \$14.2 million and \$135.8 million, respectively, and resulted in gross realized gains of \$109,000, \$248,000 and \$43,000 and gross realized losses of \$72,000, \$13,000 and \$82,000, respectively.

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### Note 3 - Property and Equipment

Property and equipment is comprised of the following:

	Estimated Useful Life	December 31,	
		2008	2007
Equipment, furniture and fixtures.....	3-10 years	\$ 44,967	\$ 41,28
Computer software.....	3 years	16,660	15,22
Buildings.....	20-40 years	39,420	39,36
Automotive and aviation equipment.....	3-10 years	14,152	14,15
Land.....	N/A	445	44
		-----	-----
Accumulated depreciation.....		115,644	110,47
		(62,199)	(53,51)
		-----	-----
Property and equipment, net.....		\$ 53,445	\$ 56,96
		-----	-----

As of December 31, 2008 and 2007, capitalized interest of \$706,000 was included in the cost of the building. No interest was capitalized during 2008, 2007 or 2006.

### Note 4 - Other Assets, Current

Other Assets, current, are comprised of the following:

	December 31,	
	2008	2007
Prepaid Canadian income taxes.....	\$ 3,161	\$ 4,293
Other prepaid expenses, current portion.....	1,969	1,542
Accrued interest receivable.....	489	487
Other.....	581	471
	-----	-----
Total.....	\$ 6,200	\$ 6,793
	-----	-----

### Note 5 - Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses are comprised of the following:



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	December 31,	
	2008	2007
	-----	-----
Accounts payable.....	\$ 4,003	\$ 5,679
Marketing bonuses payable.....	3,399	2,392
Incentive awards payable.....	3,080	3,337
Litigation accrual.....	500	75
Other.....	5,345	4,408
	-----	-----
Total.....	\$ 16,327	\$ 15,891
	-----	-----

Note 6 - Notes Payable

During 2006, we received \$80 million of senior, secured financing (the "Senior Loan") from Wells Fargo Foothill, Inc. ("Wells Fargo") consisting of a \$75 million five year term loan facility (the "Term Facility") and a \$5 million five year revolving credit facility (the "Revolving Facility"). At December 31, 2008, we had the full Revolving Facility available to us. After payment of an origination fee of 1%, lender costs and retirement of \$15.3 million of existing bank indebtedness, the net proceeds of the Term Facility we received were \$58.8 million and were used to purchase treasury stock.

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The Term Facility provides for a five-year maturity and amortizes in monthly installments of \$1.25 million commencing August 1, 2006, with interest on the outstanding balances under the Term Facility and the Revolving Facility payable, at our option, at a rate equal to Wells Fargo base rate or at the 30 day LIBOR rate plus 150 basis points. The interest rate at December 31, 2008 was 2.93%, but decreased to 1.95% effective January 1, 2009. We are also obligated to make additional quarterly payments equal to 50% of our "excess cash flow" (as defined in the Senior Loan agreement) if our Leverage Ratio is greater than or equal to 1 to 1 at the end of a quarter. Our Leverage Ratio was 0.55 to 1 at December 31, 2008. We expect to be able to repay the facilities with cash flow from operations. We have the right to prepay the Term Facility in whole or in part without penalty.

The Senior Loan is guaranteed by our non-regulated wholly owned subsidiaries and is secured by all of our tangible and intangible personal property (other than aircraft), including stock in all of our direct subsidiaries, and a mortgage on a building we recently acquired in Duncan, Oklahoma and remodeled to relocate and expand our existing customer service facility in Duncan.

In addition to customary covenants for loans of a similar type, the principal covenants for the Senior Loan are:

- \* a limitation on incurring any indebtedness in excess of the remaining existing bank indebtedness outstanding and \$2.3 million in permitted capitalized leases or purchase money debt;
- \* a limitation on our ability to pay dividends or make stock purchases, other than with the net proceeds of the Term Loan, unless we meet certain cash flow tests;
- \* a prohibition on prepayment of other debt;

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- \* a requirement to maintain consolidated EBITDA (Earnings before Interest, Taxes, Depreciation and Amortization) for the twelve month period ending December 31, 2006 and each quarter thereafter of at least \$80 million (\$75 million for us and our top tier direct subsidiaries);
- \* a requirement to maintain a quarterly fixed charge coverage ratio (EBITDA (with certain adjustments) divided by the sum of interest expense, income taxes and scheduled principal payments) of at least 1.1 to 1;
- \* a requirement to maintain at least 1.3 million members;
- \* a requirement to maintain a Leverage Ratio (funded indebtedness as of the end of each quarter divided by EBITDA for the trailing twelve months) of no more than 1.5 to 1;
- \* we must have availability (unused portion of the Revolving Facility) plus Qualified Cash (the amount of unrestricted cash and cash equivalents) greater than or equal to \$12,500,000; and
- \* an event of default occurs if Harland Stonecipher ceases to be our Chairman and Chief Executive Officer for a period of 120 days unless replaced with a person approved by Wells Fargo.

We were in compliance with these covenants at December 31, 2008.

Our \$20 million real estate loan was fully funded in 2002 to finance our new headquarters building in Ada, Oklahoma and has a final maturity of August 2011. This loan, with interest at the 30 day LIBOR rate plus 150 basis points adjusted monthly, is secured by a mortgage on our headquarters. The interest rate at December 31, 2008 was 3.41%, but decreased to 1.94% effective January 1, 2009, with monthly principal payments of \$191,000 plus interest with the balance of approximately \$2.3 million due at maturity. The real estate loan's financial covenants conform to those of the Senior Loan.

During 2007, we entered into a term loan agreement with Wells Fargo Equipment Finance, Inc. to refinance \$9.6 million indebtedness related to our aircraft. This loan, with interest at the 30 day LIBOR rate plus 89 basis points adjusted monthly, is secured by a mortgage on the aircraft and engines. The interest rate at December 31, 2008 was 2.79%, but decreased to 1.33% effective January 1, 2009, with monthly principal payments of \$80,000 plus interest.

During June 2008 we received additional financing from Bank of Oklahoma for \$10 million on an unsecured basis repayable in 12 equal monthly payments beginning June 30, 2008, together with interest at LIBOR plus 162.5 basis

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points. The interest rate at December 31, 2008 was 3.54%, but decreased to 2.06% effective January 1, 2009, with monthly principal payments of \$833,000 plus interest.

A schedule of outstanding balances as of December 31, 2008 is as follows:

Senior loan.....	\$ 38,750
Real estate loan.....	8,381
Aircraft loan.....	8,361
Unsecured stock repurchase loan.....	4,167

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Total notes payable.....	59,659
Less: Current portion of notes payable.....	(22,408)
Long term portion.....	\$ 37,251

A schedule of future maturities as of December 31, 2008 is as follows:

Repayment Schedule commencing	
January 2009:	
Year 1.....	\$ 22,408
Year 2.....	18,241
Year 3.....	13,515
Year 4.....	956
Year 5.....	956
Thereafter.....	3,583
Total notes payable.....	\$ 59,659

Note 7 - Income Taxes

The provision for income taxes consists of the following:

	Year Ended December 31,		
	2008	2007	2006
Current.....	\$ 36,840	\$ 33,864	\$ 27,116
Deferred.....	385	(552)	774
Total provision for income taxes.....	\$ 37,225	\$ 33,312	\$ 27,890

A reconciliation of the statutory Federal income tax rate to the effective income tax rate is as follows:

	Year Ended December 31,		
	2008	2007	2006
Statutory Federal income tax rate.....	35.0%	35.0%	35.0%
Tax exempt interest.....	(.6)	(1.0)	(.7)
Wage tax credits.....	(.3)	(.4)	(.3)
Prior years, state income taxes, net.....	-	2.4	-
State income tax expense, net.....	4.0	3.8	-
Other.....	.1	(.4)	1.0
Effective income tax rate.....	38.2%	39.4%	35.0%

The prior year's state income taxes reflected above is due to a fourth quarter 2007 charge. During the 2007 fourth quarter we discovered and corrected a clerical error in the amount of net operating loss reported in a 2003 state income tax return which resulted in nonpayment of income taxes in that state for several years. This 2.4% represents the \$2.0 million charge pertaining to 2006 and prior years. See Note 16 - Selected Quarterly Financial Data (Unaudited) for

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additional information related to this charge. The state income tax expense, 4.0% and 3.8% net, represents current year state income taxes, net of federal tax benefit for 2008 and 2007, respectively. No state income taxes were recorded in the provision for income taxes for 2006. \$2.7 million of state income tax expense was included in general and administrative expenses for 2006.

Deferred tax liabilities and assets at December 31, 2008 and 2007 are comprised of the following:

	December 31,	
	2008	2007
Deferred tax liabilities relating to:		
Deferred member and associate service costs.....	\$ 6,919	\$ 7,367
Property and equipment.....	8,693	7,829
Unrealized investment gains.....	159	131
	15,771	15,327
Deferred tax assets relating to:		
Expenses not yet deducted for tax purposes.....	4,028	3,552
Deferred revenue and fees.....	11,138	11,564
Other.....	110	101
	15,276	15,217
Net deferred tax liability.....	\$ (495)	\$ (110)

Our deferred tax assets and liabilities are included in the accompanying consolidated balance sheets at December 31, 2008 and 2007 as follows.

	December 31,	
	2008	2007
Deferred income taxes (current asset).....	\$ 5,151	\$ 5,163
Deferred income taxes (non-current liability).....	(5,646)	(5,273)
	\$ (495)	\$ (110)

A significant portion of the deferred tax assets recognized relate to deferred revenue and fees. A valuation allowance was not recorded since we believe that there is sufficient positive evidence to support our conclusion not to record a valuation allowance. We believe that we will realize the tax benefit of these deferred tax assets in the future because of our history of pre-tax income. However, there can be no assurance that we will generate taxable income or that all of our deferred tax assets will be utilized.

### Note 8 - Stockholders' Equity

We announced on April 6, 1999, a treasury stock purchase program authorizing management to acquire up to 500,000 shares of our common stock. The Board of Directors has increased such authorization from 500,000 shares to 14

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million shares during subsequent board meetings. At December 31, 2008, we had purchased 13.7 million treasury shares under these authorizations for a total consideration of \$407.1 million, an average price of \$29.62 per share. We purchased and formally retired 1,053,614 shares of our common stock during 2008 for \$44.7 million, or an average price of \$42.44 per share, reducing our common stock by \$10.5 million and our retained earnings by \$44.7 million. At December 31, 2008 and 2007, we had 11.4 million and 12.4 million common shares outstanding, respectively, net of treasury shares. Given the current interest rate environment, the nature of other investments available and our expected cash flows, we believe that purchasing treasury shares enhances shareholder value and may seek alternative sources of financing to continue or accelerate the program. Any additional treasury stock purchases will be made at prices that we consider attractive and at such times that we believe will not unduly impact our liquidity.

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Our ability to pay dividends is dependent in part on our ability to derive dividends from our subsidiaries. The payment of dividends by PPLCI is restricted under the Oklahoma Insurance Code to available surplus funds derived from realized net profits and requires the approval of the Oklahoma Insurance Commissioner for any dividend representing more than the greater of 10% of such accumulated available surplus or the previous years' net profits. PPLSIF is similarly restricted pursuant to the insurance laws of Florida. During 2008, PPLCI declared and, after obtaining all necessary regulatory approvals, paid extraordinary dividends to us of \$14.9 million compared to the \$7.4 million dividend paid to us during 2007. During 2008, LSPV paid us an ordinary dividend of \$4.1 million compared to \$1.6 million during 2007. At December 31, 2008 the amount of restricted net assets of consolidated subsidiaries was \$24.2 million, representing amounts that may not be paid to us as dividends either under the applicable regulations or without regulatory approval.

### Note 9 - Other Expenses, net

The components of other expenses, net are as follows:

	Year Ended December 31,		
	2008	2007	2006
Depreciation and amortization.....	\$ 8,756	\$ 8,532	\$ 8,260
Premium taxes.....	1,776	1,956	1,840
Interest expense.....	4,221	6,678	5,726
Litigation expense.....	906	15	(710)
Interest income.....	(2,246)	(3,340)	(2,884)
	\$ 13,413	\$ 13,841	\$ 12,232

### Note 10 - Comprehensive Income

Comprehensive income is comprised of two subsets - net income and other comprehensive income. Included in other comprehensive income for us are foreign currency translation adjustments and unrealized gains on investments. These items are accumulated within the Statements of Changes in Stockholders' Equity under the caption "Accumulated Other Comprehensive Income." As of December 31, accumulated other comprehensive income, as reflected in the Consolidated Statements of Changes in Stockholders' Equity, was comprised of the following:

2008	2007
------	------

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Foreign currency translation adjustments.....	\$ (425)	\$ 1,603
Unrealized losses on investments, net of income taxes of \$159 and \$131.....	265	218
	-----	-----
Accumulated other comprehensive income.....	\$ (160)	\$ 1,821
	-----	-----

### Note 11 - Related Party Transactions

John W. Hail, one of our directors, served as our Executive Vice President, Director and Agency Director from July 1986 through May 1988 and also served as Chairman of the Board of Directors of TVC Marketing, Inc., which was our exclusive marketing agent from April 1984 through September 1985. Pursuant to agreements between Mr. Hail and us entered into during the period in which Mr. Hail was one of our executive officers, Mr. Hail receives override commissions from renewals of certain Memberships initially sold by us during such period. During 2008, 2007 and 2006, such override commissions on renewals together with new commission advances totaled \$117,000, \$68,000 and \$71,000, respectively. Mr. Hail also owns interests ranging from 12% to 100% in corporations not currently affiliated with us, including TVC Marketing, Inc., but which were engaged in the marketing of our legal service Memberships and which earn renewal commissions from Memberships previously sold. These entities earned renewal commissions of \$491,000, \$515,000 and \$519,000 during 2008, 2007 and 2006, respectively, of which \$257,000, \$274,000 and \$273,000, respectively, was passed through as commissions to their sales agents.

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### Note 12 - Leases

At December 31, 2008, we were committed under noncancelable operating and capital leases, principally for buildings and equipment. Aggregate rental expense under all operating leases was \$122,000, \$111,000 and \$143,000 in 2008, 2007 and 2006, respectively.

Future commitments commencing January 2009 related to noncancelable operating leases are as follows:

Year Ended December 31,		
2009.....	\$	119
2010.....		117
2011.....		101
2012.....		63
2013.....		40
Thereafter.....		224
		-----
Total operating lease commitments.....	\$	664
		-----

Future minimum lease payments commencing in January 2009 related to capital leases are as follows:

Year Ended December 31,		
2009.....	\$	81
2010.....		81
2011.....		81
2012.....		81
2013.....		81
Thereafter.....		1,325
		-----

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Total minimum lease payments.....	1,730	
Less: Imputed interest.....	(796)	
	-----	
Present value of net minimum lease payments.....	934	
Less: Current portion.....	(24)	
	-----	
Noncurrent portion of capital leases payable.....	\$ 910	-----

We have entered into capital leases to acquire equipment and buildings which expire at various dates through 2033. The capital lease assets are included in property and equipment as follows at December 31, 2008 and December 31, 2007.

	December 31,	
	2008	2007
	-----	-----
Equipment, furniture and fixtures.....	\$ 729	\$ 729
Buildings and improvements.....	314	314
	-----	-----
	1,043	1,043
Less: accumulated amortization.....	(225)	(185)
	-----	-----
Net capital lease assets.....	\$ 818	\$ 858
	-----	-----

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### Note 13 - Commitments and Contingencies

On March 27, 2006 we received a complaint filed by Blackburn & McCune PLLC, a former provider attorney law firm, in the Second Circuit Court of Davidson County, Tennessee seeking compensatory and punitive damages on the basis of allegations of breach of contract. On May 15, 2006 the trial court dismissed plaintiff's complaint in its entirety. Plaintiff filed a notice of appeal on June 13, 2006, and on August 24, 2007 the Court of Appeals reversed the ruling of the trial court and remanded the suit to the trial court for further proceedings. This matter is currently set for trial in May 2009. The ultimate outcome of this matter is not determinable.

On March 23, 2007 we received a Civil Investigative Demand from the Federal Trade Commission requesting information relating to our Identity Theft Shield and ADRS Program. We are working with the Federal Trade Commission to resolve the matter and responded to all requests. The ultimate outcome of the matter is not determinable.

We are a defendant in various other legal proceedings that are routine and incidental to our business. We will vigorously defend our interests in all proceedings in which we are named as a defendant. We also receive periodic complaints or requests for information from various state and federal agencies relating to our business or the activities of our marketing force. We promptly respond to any such matters and provide any information requested. While the ultimate outcome of these proceedings is not determinable, we do not currently anticipate that these contingencies will result in any material adverse effect to our financial condition or results of operation, unless an unexpected result occurs in one of the cases. The costs of the defense of these various matters are reflected as a part of general and administrative expense, or Membership benefits if fees relate to Membership issues, in the consolidated statements of income. We have established an accrued liability, we believe will be sufficient

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to cover estimated damages in connection with various cases (exclusive of ongoing defense costs which are expensed as incurred), which at December 31, 2008 was \$500,000. We believe that we have meritorious defenses in all pending cases and will vigorously defend against the claims. However, it is possible that an adverse outcome in certain cases or increased litigation costs could have an adverse effect upon our financial condition, operating results or cash flows in particular quarterly or annual periods.

Canadian taxing authorities are challenging portions of our commission and general and administrative deductions for tax years 1999 - 2002 and have tax assessments which aggregate \$5.7 million. The Canadian taxing authorities contend commission deductions should be matched with the membership revenue as received, we contend these commissions are deductible when paid. Under Canadian tax laws, our commission payments are treated as a prepaid expense. We base our deduction of commission on the fact that all the services (the sale of the membership) have been performed by the sales associate at the time of sale therefore this prepaid expense (the commission payments) is deductible when paid. Also, the commission payment is taxable to the sales associate when paid and each year we issue a T4 (Canadian 1099 equivalent) to sales associates for the total commission payments made during that year. In addition, Canadian taxing authorities challenged our allocation of general and administrative expenses to Canadian operations. We contended the allocation of general and administrative expenses, based on the percentage of Canadian new memberships written and the Canadian percentage memberships in force, was reasonable. During July 2007 we received and later accepted a settlement offer from the Canadian taxing authorities regarding the general and administrative deductions which would allow us to claim a deduction on the Canadian tax return for over 70% of these items. This settlement offer allowed us to amend our U.S. federal tax returns and deduct the remaining 30% of these items. The Canadian taxing authorities amended Canadian tax returns to reflect the changes in our general and administrative expense and issued credits for the associated taxes, penalty and interest. We did not prevail on the commission issue on our appeal to the Canadian taxing authorities and on December 19, 2008 filed our Notice of Appeal with the Tax Court of Canada. We have paid the tax, penalty and interest relating to the commission issue and at December 31, 2008 have \$3.3 million recorded in Other Assets, Current. We have established an accrued liability we believe will be sufficient to cover the estimated tax assessment in connection with these items, which at December 31, 2008 was \$511,000. As stated above, we believe that we have reasonable basis for our tax position relative to these items, however, it is possible that an adverse outcome could have an adverse effect upon our financial condition, operating results or cash flows in particular quarterly or annual periods.

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### Note 14 - Stock Options, Stock Ownership Plan and Benefit Plan

We have a stock option plan (the "Plan") under which the Board of Directors (the "Board") or our Stock Option Committee (the "Committee") may grant options to purchase shares of our common stock. The Plan permits the granting of options to our directors, officers and employees to purchase our common stock at not less than the fair value at the time the options are granted. The Plan provides for option grants to acquire up to 3,000,000 shares and permits the granting of incentive stock options as defined under Section 422 of the Internal Revenue Code at an exercise price for each option equal to the market price of our common stock on the date of the grant and a maximum term of 10 years. Options not qualifying as incentive stock options under the Plan have a maximum term of 15 years. The Board or Committee determines vesting of options granted under the Plan. No options may be granted under the Plan after December 12, 2012. We have not granted options under the Plan since March 2004.

The Plan previously provided for automatic grants of options to our



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non-employee directors. Under the Plan, each incumbent non-employee director and any new non-employee director received options to purchase 10,000 shares of common stock on March 1 of each year. The options granted each year were immediately exercisable as to 2,500 shares and vested in additional increments of 2,500 shares on the following June 1st, September 1st, and December 1st in the year of grant, subject to continued service by the non-employee director during such periods. Options granted to non-employee directors under the Plan have an exercise price equal to the closing price of the common stock on the date of grant. These automatic grants of options to non-employee directors were eliminated effective January 1, 2005, and therefore no further grants to non-employee directors have been made.

Also included below are stock options that were issued to our Regional Vice Presidents ("RVPs") in order to encourage stock ownership by our RVPs and to increase the proprietary interest of such persons in our growth and financial success. These options have been granted periodically to RVPs since 1996. Options were granted at fair market value at the date of the grant and were generally immediately exercisable for a period of three years or within 90 days of termination, whichever occurs first. There were no options granted to RVPs during 2008, 2007 or 2006.

A summary of the status of our total stock option activity as of December 31, 2008, 2007 and 2006, and for the years ended on those dates is presented below:

During 1988, we adopted an employee stock ownership plan. Under the plan, employees may elect to defer a portion of their compensation by making contributions to the plan. Prior to December 31, 2006, up to seventy-five percent of the contributions made by employees were used to purchase Company common stock with the remaining twenty-five percent allocated to other investment options within the plan. For plan years beginning after December 31, 2006, the plan allows participants to move any portion of their account that is invested in our stock from that investment into other investment alternatives under the plan. At our option, we may make matching contributions to the plan in cash, and recorded expense of \$544,000, \$486,000 and \$459,000 for 2008, 2007 and 2006 respectively.

	2008		2007	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
	Shares			
Outstanding at beginning of year.....	58,500	\$ 20.08	273,040	\$ 23.26
Granted.....	-	-	-	-
Exercised.....	(16,000)	21.09	(208,943)	24.17
Terminated.....	-	-	(5,597)	22.87
	-----			
Outstanding at end of year.....	42,500	\$ 19.70	58,500	\$ 20.08
	-----			
Options exercisable at year end.....	42,500	\$ 19.70	58,500	\$ 20.08
	-----			
Aggregate intrinsic value of outstanding options.....	\$ 748		\$ 2,063	
	-----			

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Intrinsic value of options exercised...	\$ 398	\$ 6,821
Fair value of options vested during period.....	\$ -	\$ -
Weighted average grant date fair value per share.....	N/A	N/A

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The following table summarizes information about stock options outstanding and exercisable at December 31, 2008:

Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price
\$19.20	38,000	2.16	\$ 19.
\$23.93	4,500	.16	23.
	42,500	1.95	\$ 19.

During 1988, we adopted an employee stock ownership plan. Under the plan, employees may elect to defer a portion of their compensation by making contributions to the plan. Prior to December 31, 2006, up to seventy-five percent of the contributions made by employees were used to purchase Company common stock with the remaining twenty-five percent allocated to other investment options within the plan. For plan years beginning after December 31, 2006, the plan allows participants to move any portion of their account that is invested in our stock from that investment into other investment alternatives under the plan. At our option, we may make matching contributions to the plan in cash, and recorded expense of \$544,000, \$486,000 and \$459,000 for 2008, 2007 and 2006 respectively.

In November 2002, we adopted a deferred compensation plan, which permits executive officers and key employees to defer receipt of a portion of their compensation. Deferred amounts accrue hypothetical returns based upon investment options selected by the participant. We have amended the deferred compensation plan, effective January 1, 2009, to comply with new provisions of Section 409A of the Internal Revenue Code. Deferred amounts are paid in cash based on the value of the investment option and are generally payable following termination of employment in a lump sum or in installments as elected by the participant, but the plan provides for financial hardship distributions, distributions in the event of total disability or death and distributions upon a change in control. The plan also provides for a death benefit of \$500,000 for each participant. Although the plan is unfunded and represents an unsecured liability of ours to the participants, we have purchased variable life insurance policies owned by us to insure the lives of the group of participants and to finance our obligations under the plan. As of December 31, 2008 and 2007, we had an aggregate deferred compensation liability of \$7.9 million and \$6.5 million, respectively, which is included in other non-current liabilities. At December 31, 2008 and 2007, the cash value of the underlying insurance policies owned by us was \$6.5 million and \$5.7 million, respectively, and was included in other assets.

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### Note 15 - Earnings Per Share

Basic earnings per common share are computed by dividing net income by the weighted average number of shares of common stock outstanding during the year.

Diluted earnings per common share are computed by dividing net income by the weighted average number of shares of common stock and dilutive potential common shares outstanding during the year. The weighted average number of common shares is also increased by the number of dilutive potential common shares issuable on the exercise of options less the number of common shares assumed to have been purchased with the proceeds from the exercise of the options pursuant to the treasury stock method; those purchases are assumed to have been made at the average price of the common stock during the respective period.

	Year Ended December 31,		
	2008	2007	2006
Basic Earnings Per Share:			
Earnings:.....	\$ 60,172	\$ 51,202	\$ 51,798
Shares:			
Weighted average shares outstanding.....	11,916	13,151	14,642

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Diluted Earnings Per Share:			
Earnings:			
Income after assumed conversions.....	\$ 60,172	\$ 51,202	\$ 51,798
Shares:			
Weighted average shares outstanding.....	11,916	13,151	14,642
Assumed exercise of options.....	18	46	97
Weighted average number of shares, as adjusted	11,934	13,197	14,739

Options to purchase shares of common stock are excluded from the calculation of diluted earnings per share when their inclusion would have an anti-dilutive effect on the calculation. Options to purchase 218,000 shares with an average exercise price of \$32.05 were excluded from the calculation of diluted earnings per share for the year ended December 31, 2006. No options were excluded from the diluted earnings per share calculation for the years ended December 31, 2008 and 2007.

### Note 16 - Selected Quarterly Financial Data (Unaudited)

Following is a summary of the unaudited interim results of operations for the years ended December 31, 2008 and 2007.

#### Selected Quarterly Financial Data (In thousands, except per share amounts)

	2008	1st Quarter	2nd Quarter	3rd Quarter	4th
Revenues.....	\$ 116,203	\$ 116,855	\$ 116,523	\$	\$
Net income.....	15,942	15,056	14,442		

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Basic income per common share (1):							
Net Income.....	\$	1.29	\$	1.25	\$	1.23	\$
Diluted income per common share (1):							
Net Income.....	\$	1.29	\$	1.25	\$	1.23	\$
-----							
2007							
-----							
Revenues.....	\$	112,084	\$	114,060	\$	114,877	\$
Net income.....		14,728		13,179		11,573	
Basic income per common share (1):							
Net Income.....	\$	1.09	\$	.99	\$	.89	\$
Diluted income per common share (1):							
Net Income.....	\$	1.08	\$	.99	\$	.88	\$

(1) The sum of EPS for the four quarters may differ from the annual EPS due to rounding and the required method of computing weighted average number of shares in the respective periods.

In the 2007 fourth quarter, we discovered and corrected a clerical error in the amount of net operating loss reported in a 2003 state income tax return which resulted in nonpayment of income taxes in that state for several years. The \$2.9 million charge was comprised of \$2.0 million pertaining to 2006 and prior years and \$900,000 pertaining to the first 3 quarters of 2007, approximately \$300,000 for each quarter. This charge was not individually material to the 2007 prior quarters or 2006 or prior years.

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### Note 17 - Segment Information

We operate a consistent business model, marketing Memberships to our customers in the United States and four Canadian provinces. We maintain regional geographic management to facilitate local execution of our marketing strategies. However, the most significant performance evaluations and resource allocations made by our chief operating decision makers are made on a global basis. As such, we have concluded that we maintain one operating and reportable segment. Substantially all of our business is currently conducted in the United States. Revenues from our Canadian operations for 2008, 2007 and 2006 were \$8.7 million, \$7.9 million and \$7.1 million, respectively. We have no significant long-lived assets located in Canada.

### Note 18 - Fair Value Measurement

On January 1, 2008, we adopted SFAS No. 157, "Fair Value Measurements," for our financial assets and liabilities. SFAS 157 established the following fair value hierarchy that prioritizes the inputs used to measure fair value:

Level 1: Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, listed equities and U.S. government treasury securities.

Level 2: Pricing inputs are other than quoted prices in active markets

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included in Level 1, which are either directly or indirectly observable as of the reporting date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors, and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category include non-exchange-traded derivatives such as over the counter forwards, options and repurchase agreements.

Level 3: Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value. At each balance sheet date, we perform an analysis of all instruments subject to SFAS No. 157 and include in Level 3 all of those whose fair value is based on significant unobservable inputs.

The following table presents our financial assets and liabilities that were accounted for at fair value on a recurring basis as of December 31, 2008 by level within the fair value hierarchy (in thousands):

	Fair Value Measurements Using		
	Level 1	Level 2	Level 3
Available for sale investments.....	\$ -	\$ 37,488	\$ -
Liabilities.....	\$ -	\$ -	\$ -

For securities without a readily ascertainable market value (Level 2), we utilize pricing services and broker quotes. Such estimated fair values do not necessarily represent the values for which these securities could have been sold at the dates of the balance sheets.

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### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND

#### AND FINANCIAL DISCLOSURE.

Not applicable.

### ITEM 9A. CONTROLS AND PROCEDURES.

#### Controls and Procedures

Our principal executive officer (Chairman, Chief Executive Officer and President) and principal financial officer (Chief Financial Officer) have evaluated our disclosure controls and procedures as of December 31, 2008, and have concluded that these controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 (15 U.S.C. ss. 78a et seq) is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. These disclosure

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controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit is accumulated and communicated to management, including the principal executive officer and the principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

### Changes in Internal Control Over Financial Reporting

During the fourth quarter of 2008, no change occurred in our internal control over financial reporting that materially affected, or is likely to materially affect, our internal control over financial reporting.

### Management's Annual Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our internal control over financial reporting was effective as of December 31, 2008 as reflected in our report included in Item 8 above.

Grant Thornton LLP, our independent registered public accounting firm, audited the effectiveness of internal control over financial reporting and, based on that audit, issued the report set forth in Item 8 above.

### Certifications

Our Chief Executive and Chief Financial Officers have completed the certifications required to be filed as an Exhibit to this Report (See Exhibits 31.1 and 31.2) relating to the design of our disclosure controls and procedures and the design of our internal control over financial reporting.

### ITEM 9B. OTHER INFORMATION.

None.

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## PART III

### ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

#### Directors

Our Board of Directors currently consists of seven members and is divided into three classes as nearly equal in size as possible, with the term of office of one class expiring each year.

The following is certain information about each of our directors:

Name	Age	Director Since	Existing Term Expires
John W. Hail.....	78	1998	2009
Thomas W. Smith.....	80	2004	2009
Orland G. Aldridge.....	70	2004	2010

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Peter K. Grunebaum.....	75	1980	2010
Duke R. Ligon.....	67	2007	2010
Martin H. Belsky.....	64	1998	2011
Harland C. Stonecipher.....	70	1976	2011

### John W. Hail

John W. Hail is the founder of AMS Health Sciences, Inc. (formerly Advantage Marketing Systems, Inc.) ("AMS") and served as Chief Executive Officer and Chairman of the Board of Directors of AMS since its inception in June 1988 until February 12, 2006. AMS sells natural nutritional supplements, weight management products, and natural skincare products. AMS filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code on December 27, 2007. From July 1986 through May 1988, Mr. Hail served as our Executive Vice President, Director and Agency Director and also served as Chairman of the Board of Directors of TVC Marketing, Inc., which was our exclusive marketing agent from April 1984 through September 1985. Mr. Hail also serves as a director of InPlay Technologies, Inc. (NASDAQ: NPLA) (formerly Duraswitch Industries, Inc.).

### Thomas W. Smith

Mr. Smith is the largest outside shareholder of the Company and is the managing partner of Prescott Investors, Inc, a private investment firm he founded in 1973. He currently serves as a director of Copart, Inc. (NASDAQ-GS: CPRT).

### Orland G. Aldridge

Mr. Aldridge retired as a professor from Northeastern Oklahoma A & M College in Miami, Oklahoma in 2002 where he had been an instructor since 1999 and has been and remains an independent insurance agent. He has served as a director of our wholly-owned subsidiary, Pre-Paid Legal Casualty, Inc. since 1991.

### Peter K. Grunebaum

Mr. Grunebaum, currently an independent investment banker and corporate consultant, was the Managing Director of Fortrend International, an investment firm headquartered in New York, New York, a position he held from 1989 until the end of 2003. Mr. Grunebaum also serves as a director of StoneMor GP, LLC the general partner of StoneMor Partners LP (NASDAQ-GM: STON) and Lucas Energy, Inc. (AMEX: LEI).

### Duke R. Ligon

Mr. Ligon retired in January 2007 as senior vice president and general counsel for Devon Energy Corporation (NYSE:DVN) and brings more than 35 years of legal expertise in corporate securities, litigation, governmental affairs and mergers and acquisitions. Mr. Ligon is currently serving as executive director of the Love's Entrepreneurial Center at Oklahoma City University as well as strategic advisor to the Oklahoma based Love's Travel Stores. Prior to joining Devon in 1997, he practiced law for 12 years and last served as a partner at the

law firm of Mayer, Brown & Platt in New York City. In addition, he was senior vice president and managing director for investment banking at Bankers Trust Co. in New York City for 10 years. Ligon received an undergraduate degree in chemistry from Westminster College and a law degree from the University of Texas School of Law. Mr. Ligon also serves as a director of Panhandle Oil & Gas (AMEX: PHX), Quest Midstream Partners L.P., an affiliate of Quest Resource Corporation (NASDAQ-GM: QRCP), TransMontaigne Partners, L.P. (NYSE:TLP), and SemGroup Energy Partners G.P., L.L.C, the general partner of SemGroup Energy Partners, L.P. (NASDAQ-GM: SGLP). Additionally, Ligon is a member of our Advisory Council; appears as a spokesman on our videos and communicates with our associates in

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connection with matters we determine material.

### Martin H. Belsky

Mr. Belsky is currently Dean of the University of Akron School of Law, a position he has held since January 2008. Previously, Mr. Belsky was Dean of the University of Tulsa College of Law from 1995 to 2004. Subsequent to being Dean, Mr. Belsky was a professor of Law at the University of Tulsa College of Law, teaching courses in constitutional law, ethics, international law, and oceans policy until accepting his current position at the University of Akron.

### Harland C. Stonecipher

Mr. Stonecipher has been the Chairman of our Board of Directors since its organization in 1976 and served as Chief Executive Officer until March 1996 and since February 1997. Mr. Stonecipher also served as our President at various times through January 1995 and since December 2002. Mr. Stonecipher also serves as an executive officer of several of our subsidiaries and served as a director of AMS Health Sciences, Inc. until December 5, 2005.

The Board has established an Audit Committee currently consisting of Messrs. Aldridge, Belsky and Grunebaum. The Board has determined that none of the members of the Audit Committee qualify as a "financial expert" as defined by the rules of the SEC, because none of the members meet the requisite qualifications for such designation.

### Corporate Governance Guidelines

We adopted Corporate Governance Guidelines and a Code of Business Conduct and Ethics in accordance with the rules of the NYSE in January 2004. The Code of Business Conduct and Ethics is applicable to all employees and directors, including our principal executive, financial and accounting officers. Copies of the Corporate Governance Guidelines, Code of Business Conduct and Ethics and committee charters are available at our website, [www.prepaidlegal.com](http://www.prepaidlegal.com). In addition, copies of these documents are available to any shareholder who requests them from our Secretary. The Audit Committee reviewed its charter in March 2007 and adopted an amended and restated charter. We intend to disclose amendments to, or waivers from, our Code of Business Conduct and Ethics by posting to our website.

### Executive Officers

Our current executive officers are named below:

Name	Age	Position
Harland C. Stonecipher.....	70	Chairman of the Board of Directors, Chief Executive Officer and President
Steve Williamson	48	Chief Financial Officer
Mark Brown	55	Senior Vice President and Chief Marketing Officer
Randy Harp	53	Chief Operating Officer
Kathleen S. Pinson.....	56	Vice President of Regulatory Compliance and Secretary

For description of the business background and other information concerning Mr. Stonecipher, see "Directors" above. All executive officers serve at the discretion of the Board, subject to, in the case of Mr. Stonecipher, the terms of his employment agreement described below.

### Steve Williamson

Mr. Williamson was named our Chief Financial Officer in May 2000. From April 1997 until his employment with us in March 2000, Mr. Williamson served as the



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Chief Financial Officer of Peripheral Enhancements, Inc., an electronic memory assembly company. Prior to April 1997, Mr. Williamson served as Director in Charge of Banking Practice for Horne & Company, a public accounting firm. Mr. Williamson is a Certified Public Accountant.

Mark Brown

Mr. Brown was named Senior Vice President and Chief Marketing Officer in October 2006. Prior to his appointment to the new position, Mr. Brown was our National Sales Director for Group Marketing and Senior Regional Vice President for most of the State of Texas and has been one of our independent associates for more than eleven years. Prior to his association with us, Mr. Brown owned his own printing business for 18 years.

Randy Harp

Mr. Harp was named Chief Financial Officer in March 1990 and served in that capacity until May 2000 and has served as Chief Operating Officer since March 1996. Mr. Harp served on the Board of Directors from March 1990 until May 2004 when he resigned from the Board of Directors as part of a corporate governance initiative required by the rules of the NYSE to have independent, outside directors comprise the majority of the Board. Mr. Harp is a Certified Public Accountant.

Kathleen S. Pinson

Ms. Pinson was named our Controller in May 1989 and has been a Vice President of ours since June 1982. Ms. Pinson served on the Board of Directors from April 1990 until August 2002 when she resigned from the Board of Directors together with three other directors as part of a corporate governance initiative to have outside directors comprise the majority of the Board. Ms. Pinson has been employed by us since 1979 and currently serves as Vice President of Regulatory Compliance and Secretary. Ms. Pinson is a Certified Public Accountant.

Significant Employee - Wilburn L. Smith

Wilburn Smith has been active in our marketing division since 1980. He served as one of our directors from March 1993 to October 1995 and from April 1997 to December 2001, during which time he also served as our President. Mr. Smith currently serves as our National Marketing Director.

### ITEM 11. EXECUTIVE COMPENSATION.

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#### Compensation Committee Interlocks and Insider Participation

Messrs. Belsky, Ligon and Smith were the members of our Compensation Committee in 2008. None of them have ever been an officer or employee of ours or any of our subsidiaries. Additionally, none of our executive officers serves on the compensation committee of any entity that has one or more of such entity's executive officers serving on our Board.

#### Compensation Discussion and Analysis General

Our compensation philosophy and the objectives of our compensation programs are to:

- o Recognize that membership revenues and growth in membership revenues are the most significant factors in our corporate objectives, since the expense components of our business as a percentage of membership revenues do not vary materially. Accordingly, incentive compensation should be based on membership or membership revenue metrics.

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- o Pay compensation to our Chief Executive Officer primarily based on incentive compensation tied to membership revenues, and secondarily as required by long-standing written agreements with him.

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- o Pay our Chief Marketing Officer based solely on incentive compensation tied to memberships written.
- o Pay our other home office named executive officers primarily with annual salaries competitive in the local market and in amounts recognizing relative levels of responsibility, and secondarily with incentive compensation based on growth of in-force membership revenues due to their lesser level of influence over marketing efforts.
- o Eliminate equity compensation as a component of executive compensation, as it is inconsistent with our stock repurchase policy.
- o Provide a non-qualified deferred compensation program to permit us and our CEO to avoid the nondeductibility provisions of Section 162 of the Internal Revenue Code for compensation in excess of \$1 million, and to permit supplemental retirement benefits for all named executive officers in excess of amounts provided under our defined contributions plan.

To maintain simplicity in our compensation, we have not historically adopted any equity or long term compensation plans other than stock options, which we discontinued granting to executive officers in 2002. We have not evaluated gains from historical option exercises or potential gains from option exercises in evaluating other executive officer compensation. We do not have any specific equity ownership guidelines, but we strongly encourage our executive officers to own our Common Stock.

We also do not have term employment agreements with anyone other than our Chief Executive Officer, which was entered into in 1993 and is currently on a year to year basis.

The Compensation Committee has not engaged in any benchmarking or peer group comparisons in connection with any compensation decisions because of the unique characteristics of the Company and the absence of any true peer groups. For our incentive cash compensation plans that are based on the formulas described, there have been no historical discrepancy adjustments to the amount of such compensation, except as with respect to Mr. Stonecipher's incentive compensation as described below.

The elements of our compensation for named executive officers vary, depending on their position, and are described below. All of these elements, other than those for which the Company is contractually obligated, are subject to change if the Compensation Committee believes a change is appropriate. The Compensation Committee has reviewed the relative compensation of all of the named executive officers. The total compensation of the Chief Executive Officer, which is significantly higher than our other named executive officers, reflects his critical role in the founding, development of the Company, ongoing marketing of the Company's memberships, and supervision of the marketing force. Likewise, the compensation of our Chief Marketing Officer at potentially higher levels than other named executive officers reflects our philosophy that marketing is the most important factor in our Company's growth and success.

Because our compensation arrangements are relatively simple and we do not have complex equity plans, or significant change of control or severance obligations, the Compensation Committee does not use tally sheets in analyzing

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executive officer compensation, but does review each element of compensation as described in this Annual Report Statement in evaluating and approving our Chief Executive Officer's total compensation and consulting with the Chief Executive Officer with respect to the total compensation of other executive officers.

### Individual Elements of Compensation

#### Chief Executive Officer

Incentive Compensation. The primary element of compensation paid to our Chief Executive Officer is formula incentive compensation based on the level of our membership fees (the "Membership Fee Plan"). Since 2004, and during 2008, our Chief Executive Officer has been eligible to receive up to one-half of one percent (.5%) of Membership fees collected. Payment of this 0.5% incentive has been conditioned on our meeting certain monthly and quarterly Membership revenue thresholds. Mr. Stonecipher receives a monthly bonus equal to 0.25% of monthly Membership fees if the month's Membership fees are at least 85% of the

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Membership fees for the same month of the prior year. Additionally, Mr. Stonecipher receives a quarterly bonus equal to 0.25% of the quarter's Membership fees, if the quarter's Membership fees are greater than the Membership fees for the comparable quarter of the prior year. The aggregate annual amount of these bonuses has been reduced by \$500,000 since 2005 by reason of our now owning and operating corporate aircraft, which aircraft services were previously provided through aircraft partially owned by Mr. Stonecipher (the "aircraft reduction"). The Membership Fee Plan is subject to annual review by the Compensation Committee. During 2008, Mr. Stonecipher received \$1,755,540 in bonuses under this plan after the aircraft reduction. These amounts were between the threshold and target levels reflected in the previous proxy statement. Mr. Stonecipher also has historically received and is expected to continue to receive incentive compensation equal to 2.5% of premiums received by unrelated insurance companies that issue cancer and dread disease policies through PPL Agency, a wholly owned subsidiary of ours which sells such policies through less than five independent agents (the "PPL Agency Plan"). This incentive was originated in 1982 when PPL Agency was organized to recognize Mr. Stonecipher's efforts in organizing this agency. In 2008, Mr. Stonecipher received \$28,326 in compensation under this arrangement. In 2008, these incentive compensation components represented 80% of Mr. Stonecipher's total cash compensation.

Salary and Member Override. The base salary of Mr. Stonecipher has been established pursuant to an employment agreement which commenced in January 1993 and expired in 2003, but automatically extends for successive one-year periods until either party elects to terminate the agreement at least 30 days prior to the expiration date. At inception of the agreement, Mr. Stonecipher's base salary was \$157,755 and it has not been adjusted since that time as the Compensation Committee prefers to provide compensation to Mr. Stonecipher primarily in the form of incentive compensation described above. Pursuant to a separate agreement with us entered into in 1986 originally intended to incentivize growth in new memberships, Mr. Stonecipher is entitled to an override commission, payable monthly, in an amount equal to \$.025 per active Membership, with a maximum payable of \$20,000 per month (equivalent to 800,000 members) or \$240,000 per year (the "Member Override Agreement"). At the time the agreement was entered into in 1986, the Company had 133,816 members. The payment of such commissions to Mr. Stonecipher continues during his lifetime and after his death to his designated beneficiaries and their successors so long as the Company sells legal expense plans. The Company intends to continue to abide by this agreement but it is now considered to be the same as salary given the level of the Company's memberships far exceeds the 800,000 members needed to generate the maximum override commission.

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Post Employment Compensation. Mr. Stonecipher is entitled to post employment compensation under our defined contribution qualified retirement plan in which he participates on the same basis as all other employees. He is also a participant in our non-qualified deferred compensation plan which is described below. He also receives a supplemental retirement benefit under his employment agreement which is described below under "Other Potential Post-Employment Payments." Finally, as noted above, he will continue to receive payments under the Member Override Agreement.

### Chief Marketing Officer

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Incentive Compensation. Our Chief Marketing Officer receives solely cash incentive compensation in various capacities. As a sales associate, he receives commissions from sales of memberships both personally, and by members in his personal sales organization on the same basis as all other sales associates ("Personal Commissions"). As head of our group marketing, he receives a 0.5% override on group membership revenues received for memberships written after April 15, 2002, the date on which this override was created ("Group Override"). As a regional vice president for Texas, he receives a 0.2% override on Texas membership revenues received for memberships written after July 10, 1996, the date on which the override was created ("RVP Override"). All of the foregoing was in place before he became Chief Marketing Officer. As Chief Marketing Officer, he receives a 0.13% override on membership revenues that are received on memberships written after November 22, 2006, the date on which this override was created ("Membership Fee Override").

Post Employment Compensation. Mr. Brown, like all other sales associates, will continue to receive Personal Commissions after separation for employment so long as he remains a vested associate, which requires him to maintain a personal

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membership or sell at least three memberships per quarter and abide by the applicable policies and procedures for our associates. He will also receive post employment compensation under our defined contribution plan on the same basis as all other employees.

### Other Named Executive Officers

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Salary. The other named executive officers receive salaries established by our Chief Executive Officer in consultation with the Compensation Committee that are based on their relative seniority, level of responsibility, an assessment of each executive officer's performance and potential contribution to our financial and operational objectives. Salary is the more significant portion of the other named executive officers' compensation which represented 89% of their total compensation in 2008.

Incentive Compensation. We have a non-equity incentive plan for the other named executive officers under which they are entitled to quarterly bonuses equal to a percentage of their salaries equal to the percentage increase in active membership fee revenue in force as of the end of each quarter from the end of the same quarter in the preceding year subject to such increase being more than 2% (the "In Force Premium Bonus Plan").

Post Employment Compensation. Our other executive officers are entitled to post employment compensation under our defined contribution qualified retirement plan in which they participate on the same basis as all other employees. They are also participants in our non-qualified deferred compensation plan which is described below.

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### Personal Benefits and Perquisites

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We own two corporate airplanes that are used almost exclusively for business purposes by our executive officers and other employees. On business travel, Mrs. Stonecipher routinely accompanies Mr. Stonecipher. We believe this practice is consistent with the family image we desire to present to our sales force and employees. There is no incremental cost to us for Mrs. Stonecipher to accompany Mr. Stonecipher on these trips. Occasionally, we permit Mr. Stonecipher to use one of the planes for personal purposes. In these circumstances, Mr. Stonecipher reimburses us at an hourly rate intended to fully offset both our fixed and incremental cost of this travel, including fuel, maintenance, personnel, insurance, etc. and any miscellaneous trip expense. During 2008, Mr. Stonecipher used the corporate aircraft for personal purposes 11.8 hours (approximately 3.0% of the total aircraft usage) and reimbursed us \$17,530. We also provide automobiles (including fuel and maintenance) for Mr. Stonecipher and Mr. Harp. The cost attributable to their personal use based on the estimated lease value of the automobiles, plus fuel and maintenance, is included in their taxable wages and unless the aggregate amount of personal benefits is less than \$10,000, is reflected in the summary compensation table below. We also have a split dollar life insurance plan for Mr. Stonecipher and his wife that was entered into in 1984 and is described below.

### Impact of Regulatory Requirements on Executive Compensation Decisions

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Section 162(m) of the Internal Revenue Code provides that we may be limited in deducting annual compensation in excess of \$1 million paid to certain executive officers. The Compensation Committee has considered the effect of Section 162(m) on our compensation program. The deferred compensation plan described below was adopted in 2002 in part to be responsive to the limitations of Section 162, to permit the deferral of compensation that would not otherwise be deductible under Section 162. In certain circumstances it may be in our shareholders' best interests to retain the flexibility to pay compensation that may not be deductible under Section 162. The Compensation Committee reviewed this amount from a cost/benefit perspective and concluded that it was acceptable.

#### Compensation Committee Report

In accordance with its written charter adopted by the Board of Directors ("Board"), the Compensation Committee of the Board is responsible for establishing the compensation of our CEO, Mr. Stonecipher, and overseeing the compensation process as it relates to our other executive officers to assure they are compensated in a manner consistent with our overall objectives. The Compensation Committee is also obligated to communicate to shareholders information regarding the Company's compensation policies and the reasoning behind such policies.

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The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis ("CD&A") with management. Based on this review and discussions, the Compensation Committee recommended to the Board that the CD&A be included in this annual report.

The preceding report is presented by the members of the Compensation Committee.

/s/ Thomas W. Smith

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Thomas W. Smith  
Committee Chairman

/s/ Martin H. Belsky

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Martin H. Belsky  
Committee Member

/s/ Duke R. Ligon

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Duke R. Ligon  
Committee Member

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### Summary Compensation Table

The following table sets forth the compensation paid by us for services rendered during the years ended December 31, 2008, 2007 and 2006, respectively, to the individuals identified below, who are referred to as our "named executive officers."

Name and Principal Position	Year	Salary(1)	Non-Equity Incentive Plan Compensation(2)	All Other Compensation (3)
Harland C. Stonecipher.....	2008	\$ 400,781	\$ 1,783,866	\$ 35,315
Chairman, Chief Executive Officer and President	2007	397,747	1,748,475	36,112
	2006	397,755	1,694,315	31,361
Steve Williamson.....	2008	161,629	10,616	11,140
Chief Financial Officer	2007	146,411	12,047	8,550
	2006	129,352	30,902	14,500
Mark Brown.....	2008	-	1,006,707	5,300
Chief Marketing Officer	2007	-	758,092	5,200
	2006	-	699,072	5,200
Randy Harp.....	2008	276,464	18,442	15,060
Chief Operating Officer	2007	250,394	21,841	13,200
	2006	229,428	57,941	12,058
Kathleen S. Pinson.....	2008	172,923	11,144	11,637
Vice President of Regulatory Compliance and Secretary	2007	151,861	12,392	7,500
	2006	134,692	32,190	6,250

(1) The salary amount for Mr. Stonecipher includes salary payable under his employment agreement and amounts payable under the Member Override Agreement.

(2) Non-equity incentive plan compensation paid to Mr. Stonecipher consists of: (i) \$1,755,540, \$1,690,964 and \$1,636,056, in 2008, 2007 and 2006, respectively, payable under the Membership Fee Plan after the aircraft reduction; and (ii) \$28,326, \$57,511 and \$58,259, in 2008, 2007 and 2006, respectively, payable under the PPL Agency Plan.

For Mr. Brown, non-equity incentive compensation includes (i) \$353,857, \$303,364 and \$358,191, in 2008, 2007 and 2006, respectively, payable as Personal Commissions; (ii) \$374,444, \$258,045 and \$241,113, in 2008, 2007 and 2006, respectively, payable as Group Override; (iii) \$84,201, \$88,622 and \$73,694, in 2008, 2007 and 2006, respectively, payable as State Override; and (iv) \$194,205, \$108,061 and \$26,074, in 2008, 2007 and 2006, respectively, payable as Membership Override.

For the other named executive officers, non-equity incentive compensation consists of amounts payable under the In Force Premium Plan.

For a description of these various incentives, see "Compensation Discussion and Analysis - Individual Elements of Compensation"

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beginning on page 76.

- (3) All Other Compensation of Mr. Stonecipher includes \$1,322, \$1,721 and \$2,100, in 2008, 2007 and 2006, respectively, relating to the time value of premiums paid pursuant to a certain split dollar life insurance agreement that provides for such premiums to be refunded to us upon Mr. Stonecipher's death, \$21,191 in each of 2008, 2007 and 2006 automobile related cost attributable to personal use based on the estimated lease value of the automobile and also includes \$12,802, \$13,200 and \$8,070, in 2008, 2007 and 2006, respectively, representing vested contributions by us to deferred compensation plan and the Employee Stock Ownership and Thrift Plan and Trust (the "ESOP"). All Other Compensation of Messrs. Williamson, Brown and Harp and Ms. Pinson consists of vested contributions by us to the deferred compensation plan and the ESOP. (4) Annual compensation amounts include amounts deferred at the election of the named executive officers pursuant to a non-qualified deferred compensation plan which we adopted in 2002, as described below under "Nonqualified Deferred Compensation."

Plan-Based Awards

Under various incentive plans described above in the Compensation Discussion and Analysis, our executive officers will be entitled to receive incentive compensation in 2009 (and potentially future years if such plans continue) based on the level of membership fees or annual in force membership fees at the end of each quarter. The following table estimates the amount of such payments based on the various assumptions contained in the table. There is no assurance that any of such payments will be made if the criteria for payment under such incentive plans are not achieved. In addition, there are no maximum amounts payable under the plans listed, so if the performance criteria exceeds the assumed maximum level reflected in the table, the amount of compensation would also be greater.

Name and Principal Position	Plan	Actual or Estimated Future Non Equity Incentive Compensation	
		Threshold	Target
Harland C. Stonecipher,..... Chairman, Chief Executive Officer and President	Membership Fee Plan-Monthly (1)	\$ 958,605	\$ 1,180,000
	Membership Fee Plan-Quarterly (2)	627,770	650,000
	PPL Agency Commission (3)	21,245	200,000
Steve Williamson,..... Chief Financial Officer	In Force Premium Bonus Plan ((4))	18,002	300,000
Mark Brown,..... Chief Marketing Officer	Personal Commission ((5))	300,778	370,000
	Group Override ((6))	318,277	390,000
	State Override ((7))	71,571	80,000
	Membership Fee Override ((8))	165,074	200,000
Randy Harp,..... Chief Operating Officer	In Force Premium Bonus Plan ((4))	31,947	500,000
Kathleen Pinson,..... Vice President of Regulatory Compliance and Secretary	In Force Premium Bonus Plan ((4))	18,601	300,000

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- (1) The Membership Fee Plan - Monthly estimated payouts for 2009 are based on the following level of membership fees for each month of 2009 compared to the comparable month of 2008: Threshold 85%; Target 105% and Maximum 115%. Specific revenue targets associated with these levels would be \$417 million, \$469 million and \$504 million, respectively.

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- (2) The Membership Fee Plan - Quarterly estimated payouts, after the aircraft reduction, for 2009 are based on the following level of membership fees for each quarter of 2009 compared to the comparable quarter of 2008: Threshold 100%; Target 105% and Maximum 115%. Specific revenue targets associated with these levels would be \$417 million, \$469 million and \$504 million, respectively.
- (3) The PPL Agency Commission estimated payouts for 2009 are based on the following levels of PPL Agency commission income compared to 2008: Threshold 75%; Target 100% and Maximum 125%. Specific revenue targets associated with these levels would be \$850,000, \$1.1 million and \$1.4 million, respectively.
- (4) The In-Force Premium Bonus Plan estimated payouts for 2009 are based on the following levels of increases in annual in force premiums at the end of each quarter of 2009 compared to the comparable quarter of the prior year: Threshold 3%; Target 5% and Maximum 10%. There are no payments made under this Plan unless the annual in force premium at the end of each quarter of 2009 is more than 2% above the annual in force premium as of the end of the comparable quarter of 2008. Specific revenue targets associated with these levels would be \$451 million, \$465 million and \$474 million, respectively.
- (5) The Personal Commission estimated payouts for 2009 are based on the following levels of personal commissions for 2009 compared to 2008: Threshold 85%; Target 105%; Maximum 115%. Since these compensation elements do not directly relate to overall company revenue, no specific revenue targets are applicable.
- (6) The Group Override estimated payouts for 2009 are based on the following levels of group membership fees for 2009 compared to 2008: Threshold 85%; Target 105%; Maximum 115%. Since these compensation elements do not directly relate to overall company revenue, no specific revenue targets are applicable.
- (7) The State Override estimated payouts for 2009 are based on the following levels as Texas membership fee revenue for 2009 compared to 2008: Threshold 85%; Target 105%; Maximum 115%. Since these compensation elements do not directly relate to overall company revenue, no specific revenue targets are applicable.
- (8) The Membership Fee Override estimated payouts for 2009 are based on the following levels of membership fees in 2009 compared to 2008: Threshold 85%; Target 105%; Maximum 115%. Specific revenue targets associated with these levels would be \$417 million, \$469 million and \$504 million, respectively.

### Stock Options

There have been no grants of stock options under our Stock Option Plan to any of the named executive officers since May 2002.

### Outstanding Equity Awards

The following table reflects outstanding stock options held by our executive officers as of December 31, 2008:



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Option Awards

Name	Number of Securities Underlying Unexercised Option		Option Exercise Price	Option Expiration Date
	Exercisable	Unexercisable		
Harland C. Stonecipher.....	-	-	N/A	N/A
Steve Williamson (1).....	8,000	-	\$19.20	March 1, 2011
Mark Brown.....	-	-	N/A	N/A
Randy Harp (1).....	30,000	-	19.20	March 1, 2011
Kathleen S. Pinson.....	-	-	N/A	N/A

(1) Option vesting date is May 23, 2005

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Option Exercises

The following table reflects information concerning options exercised by our named executive officers during 2008:

Name	Option Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise
Harland C. Stonecipher.....	-	\$ -
Steve Williamson.....	2,000	50,380
Mark Brown.....	-	-
Randy Harp.....	-	-
Kathleen S. Pinson.....	-	-

Nonqualified Deferred Compensation

In 2002, we adopted, as part of our post-employment compensation policy for executive officers and certain managers, an unfunded, nonqualified deferred compensation plan, which permits our executive officers and other key employees to defer receipt of a portion of their annual compensation. Deferred amounts accrue hypothetical returns based on investment options selected by the participant. Deferred amounts are paid in cash based on the value of the investment option and are generally payable following termination of employment in a lump sum or in installments as elected by the participant, but the plan provides for distributions in the event of total disability or death and distributions upon a change in control. The plan also provides a death benefit of \$500,000 payable to the beneficiary of each named executive officer participant in the plan if such officer dies before he is entitled to receive the benefits offered pursuant to such plan. Although the plan is unfunded and represents an unsecured liability of ours to the participants, we have purchased variable life insurance policies owned by us to insure the lives of the group of participants and to finance our obligations under the plan.

A participant in the plan may elect to defer receipt of up to 75% of their base salary and up to 100% of their bonus compensation. Amounts deferred accrue hypothetical returns based upon investment options selected by the participant. These investment options generally include mutual funds representing various asset classes and each executive may change investment elections daily. Earnings (losses) on these mutual funds ranged from 5.1% to (48.4)% during the 12 months

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ended December 31, 2008. Under the plan, we promise to pay our executives the amounts of their compensation that the executives elected to defer plus the accrued returns. We may, in our sole discretion, make a discretionary make-up matching contribution to the deferral account of each participant in the deferred compensation plan who (1) had elective salary deferrals to the 401(k) plan in the maximum amount permitted under the 401(k) plan for the prior plan year, and (2) deferred an amount to the deferred compensation plan for the prior plan year. The amount of the discretionary make-up matching contribution made to the deferred compensation plan shall be determined to be any amount necessary (a) to replace any lost benefit due to the participant's participation in the deferred comp plan and (b) to restore any matching contribution that would have been made on behalf of the participant under the 401(k) plan for such plan year but which could not be made because of any reduction in matching contributions under the 401(k) plan attributable to ADP testing limitations on the Participant's elective salary deferrals to the 401(k) Plan. During 2008, we made \$32,580 in discretionary make-up matches and amounts attributable to our named executive officers are included in the table below.

The participants in the plan are entitled to payments from the plan upon the earlier of: (i) reaching the age of 65, or in the case of Mr. Stonecipher, on November 6, 2012, (which was 10 years after adoption of the plan); (ii) disability; (iii) death; (iv) a change in control; or (v) termination of employment. Amounts payable to plan participants are payable in a lump sum or in annual installments (5, 10 or 15) as elected by the executive, although we may, at our discretion, pay the executive the lump sum to which such executive is entitled.

We consider our nonqualified compensation plan as an important element of compensation payable to our executive officers. Because the plan is voluntary and primarily funded only by participant individual deferrals, we do not take

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into consideration amounts payable to a participating executive officer under the plan when making compensation decisions regarding such officer. The purpose of the deferred compensation plan is to provide our officers with an additional investment vehicle in which to achieve their long-term investment and other income tax planning goals in recognition of certain limitations on such individuals' participation in our defined contribution plan pursuant to federal income tax rules and regulations applicable to highly compensated individuals. Additionally, the plan was adopted to allow us to address the limitations on executive compensation imposed by Section 162(m) of the Internal Revenue Code.

The following table sets forth activity under the plan in 2008:

Name	Executive Contributions in Last Fiscal Year (1)	Registrant Contributions in Last Fiscal Year (1)	Aggregate Earnings in Last Fiscal Year (3)	Aggregate Withdrawals/ Distributions
Harland C. Stonecipher.....	\$ 954,691	\$ 3,364	\$ 251,017	\$ -
Steve Williamson.....	11,965	1,702	(11,988)	-
Mark Brown (2).....	-	-	-	-
Randy Harp.....	89,894	5,622	(122,484)	-
Kathleen S. Pinson.....	15,803	2,199	(12,920)	-

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- (1) Amounts deferred at the election of the named individuals and discretionary make-up contributions by us pursuant to our nonqualified deferred compensation plan are included in the Summary Compensation Table above.
- (2) Mr. Brown is not eligible to participate in the plan.
- (3) Earnings are based on the hypothetical investment options selected by each participant.

As of December 31, 2008, we had an aggregate deferred compensation liability of \$7.9 million, which is included in other non-current liabilities. At December 31, 2008, the cash value of the underlying insurance policies owned by us was \$6.5 million and was included in other assets.

### Defined Contribution Plan

We offer a tax qualified defined contribution "401K" plan to all of our employees, including our executive officers, to provide a benefit payable to an employee or his heirs upon retirement, total disability, or death. Under the terms of the plan and subject to limitations of federal law, each of our employees can elect to defer a portion of his compensation and direct such deferrals to the investments offered under the plan, generally consisting of mutual funds in various asset classes as well as our common stock. Subject to the terms of the plan, we make discretionary matching cash contributions to the plan on behalf of the participant employees. Participants are immediately vested in their deferred contributions, but our contributions are subject to certain vesting requirements. By permitting employee deferrals to be invested in our common stock, we believe the interests of employees are aligned with the interest of shareholders. The Plan permits employees to diversify their investment in our common stock made with our contributions in accordance with federal law. Executive officers participate in the plan on the same basis as all other employees. Our 2008 contributions to the plan for the account of the named executive officers are included in the Summary Compensation Table set forth above.

### Other Potential Post-Employment Payments

In addition to the other post-employment payments described above, our Chief Executive Officer is entitled to certain additional compensation under separate contractual arrangements as described below.

Under the terms of his 1993 employment agreement, Mr. Stonecipher is entitled to a supplemental retirement benefit of \$26,000 per year for ten years or until the date of his death, if earlier. In order to receive such payments,

Mr. Stonecipher has agreed to make himself available to render advisory and consulting services to us and not to compete with us.

In July 1984, we entered into a split dollar life insurance arrangement with Shirley A. Stonecipher, Mr. Stonecipher's wife, whereby we agreed to pay premiums on a life insurance policy covering Mr. Stonecipher. The face amount of the policy is \$600,000 and Mrs. Stonecipher is the owner and beneficiary. Mrs. Stonecipher has an agreement with us whereby upon Mr. Stonecipher's death, the proceeds of the policy will be paid to us in an amount sufficient to reimburse premiums paid to date by us in addition to any supplemental retirement payments made pursuant to Mr. Stonecipher's employment contract. The time value of premiums paid pursuant to this agreement are included in Summary Compensation Table set forth above. Our obligation to pay the supplemental retirement benefit described above is subject to the continuation of split dollar life insurance

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agreement between us and Mrs. Stonecipher. If this agreement is terminated for any reason by either party, our obligation to pay the supplemental retirement benefit also terminates.

Mr. Stonecipher's employment contract provides that if we terminate his employment for any reason (other than for Mr. Stonecipher's death or disability) or Mr. Stonecipher terminates his employment after a change of control of us (as defined in the agreement) or due to an uncured material breach of the agreement by us, we are required to pay Mr. Stonecipher a lump sum payment equal to the present value, using a 3% discount rate, of the total salary for the remaining term plus the supplemental retirement benefits, which are described in more detail above. If Mr. Stonecipher's employment is terminated by us due to his disability, we are required to pay the full amount of Mr. Stonecipher's salary to him for twelve weeks and 75% of the amount of his salary for the remaining term of the agreement subsequent to the initial twelve weeks. Additionally, if Mr. Stonecipher dies during his employment, we are obligated to pay his estate \$5,000 plus the full amount of Mr. Stonecipher's salary for 26 weeks. As described above, Mr. Stonecipher's salary under the employment agreement is \$157,755 and the maximum remaining term is one-year since the agreement is annually renewable on a year by year basis.

### Change of Control

There are no special benefits payable to the named executive officers by reason of a change in control other than such an event entitles the named executive officers who are participants in the deferred compensation plan to commence to receive payments as described under "Nonqualified Deferred Compensation."

### Director Compensation

The following table summarizes the compensation of directors in 2008:

Name	Fees Earned or Paid in Cash (1)	All Other Compensation
Orland G. Aldridge.....	\$ 44,000	\$ -
Martin H. Belsky.....	49,500	-
Peter K. Grunebaum.....	57,500	-
John W. Hail.....	35,000	-
Duke R. Ligon (2).....	40,000	50,000
Thomas W. Smith (1).....	-	-
Harland C. Stonecipher (1).....	-	-

- (1) Our 2008 standard compensation for non-employee directors consisted of a retainer in the amount of \$7,500 per quarter in addition to the payment of \$1,000 per Board and committee meeting attended. The chairs of the Compensation and Nominating Committees received an additional \$1,500 per meeting and the chair of the Audit Committee received an additional \$2,500 per meeting. No form of compensation other than cash was provided to any director except as discussed below. Mr. Smith has waived the receipt of any cash compensation in exchange for reimbursement of expenses related to charter aircraft used for travel to and from Board meetings. Such reimbursement paid to third parties was \$127,821 for 2008 and does not include any costs related to the

use of our aircraft to transport Mr. Smith. Mr. Stonecipher, as an employee of ours, does not receive additional compensation for Board service.

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(2) Mr. Ligon received compensation during 2008 for his services as a member of our Advisory Council. The Advisory Council is currently comprised of four legal professionals with a wide range of experience in law and business, including three former Attorneys General and Mr. Ligon. Each member of the Advisory Council receives \$50,000 annually, paid monthly, for his participation.

As of December 31, 2008, the director listed below held options to purchase shares of common stock which had been granted in prior years:

Director	Number of Shares	Weighted Average Exercise Price	Expiration Date
Peter K. Grunebaum.....	4,500	\$23.93	March 1, 2009

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND  
-----  
RELATED STOCKHOLDER MATTERS.  
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The following table sets forth certain information concerning the beneficial ownership of our shares of Common Stock by each person (other than our directors and executive officers) known by us to be the beneficial owner of more than five percent of the issued and outstanding Common Stock. Unless otherwise noted, the information is based on Schedules 13D or 13G filed by the applicable beneficial owner with the SEC or other information provided to us by the beneficial owner as of December 31, 2008, which is the date such beneficial owners were required to report their ownership to the SEC.

Security Ownership of Certain Beneficial Owners

Name and Address of Beneficial Owner -----	Beneficial Ownership	
	Number of Shares	Percent of Class
Thomas W. Smith (1).....	2,621,245	23.9
Scott J. Vassalluzzo (1).....	1,629,515	14.8
Steven M. Fischer (1) .....	1,544,415	14.1
Prescott Associates (1).....	1,014,675	9.2
Renaissance Technologies LLC and James H. Simons((2)).....	817,300	7.4
Robert S. Pitts, Jr. (3).....	805,604	7.3
Barclays Global Investors, NA. (4).....	615,804	5.6

(1) Messrs. Smith and Vassalluzzo have the sole power to vote or to direct the vote of 823,930 and 9,000 shares of Common Stock, respectively, and to dispose or to direct the disposition of 1,011,830 and 20,100 shares of Common Stock, respectively. Mr. Fischer has the sole power

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to vote or to direct the vote and to dispose or direct the disposition of no shares. Idoya Partners and Prescott Associates have the sole power to vote or to direct the vote and the sole power to dispose or to direct the disposition of 488,434 and 1,014,675 shares of Common Stock, respectively. Of the 2,024,845 shares of Common Stock owned by the Managed Accounts, Messrs. Smith, Vassalluzzo and Fischer share the power to vote or to direct the vote of and dispose or to direct the disposition of 1,609,415, 1,609,415 and 1,544,415 shares of Common Stock, respectively. Idoya Partners and Prescott Associates do not share the power to vote or to direct the vote and dispose or to direct the disposition of any Common Stock. The address of Smith, Vassalluzzo, Fischer and Prescott is 323 Railroad Avenue, Greenwich CT 06830. Information is as of March 24, 2009.

- (2) Included in the shares of Common Stock indicated as beneficially owned by Renaissance Technologies LLC ("Renaissance") and its controlling person, James H. Simons ("Simons") in Renaissance's capacity as an investment advisor are 817,300 shares as to which they have sole

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voting power and 817,300 shares as to which they have sole dispositive power. The address of Renaissance and Simons is 800 Third Avenue, New York, NY 10022.

- (3) Included in the shares of Common Stock indicated as beneficially owned by Robert S. Pitts, Jr. ("Pitts") are 699,079 shares beneficially owned by Steadfast Capital Management LP, a Delaware limited partnership (the "Investment Manager"), 106,525 shares beneficially owned by Steadfast Advisors LP, a Delaware limited partnership (the "Managing General Partner"), 106,525 shares beneficially owned by Steadfast Capital, L.P., a Delaware limited partnership ("Steadfast Capital"), 221,411 shares beneficially owned by American Steadfast, L.P., a Delaware limited partnership ("American Steadfast"); 477,668 shares beneficially owned by Steadfast International Ltd., a Cayman Island exempted company (the "Offshore Fund"); 699,079 shares beneficially owned by Steadfast GP LLC, a Delaware limited liability company (the "IM General Partner"); 106,525 shares beneficially owned by Steadfast GP Holdings LLC, a Delaware limited liability company (the "MGP General Partner"). The Investment Manager, the IM General Partner and Mr. Pitts have shared power to vote or direct the vote of 699,079 shares of Common Stock. Steadfast Capital has shared power with the Managing General Partner, the MGP General Partner and Mr. Pitts to vote or direct the vote of the 106,525 shares of Common Stock held by the Steadfast Capital. American Steadfast has shared power with the Investment Manager, the IM General Partner and Mr. Pitts to vote or direct the vote of the 221,411 shares of Common Stock held by American Steadfast. The Offshore Fund has shared power with the Investment Manager, the IM General Partner and Mr. Pitts to vote or direct the vote of the 477,668 shares of Common Stock held by the Offshore Fund. The business address of each of Pitts, the Investment Manger, the Managing General Partner, Steadfast Capital and American Steadfast is 767 Fifth Avenue, 6th Floor, New York, NY 10153. The business address of the Offshore Fund is c/o Appleby Corporate Services (Cayman) Limited, P. O. Box 1350 GT, George Town, Grand Cayman, Cayman Islands.
- (4) Included in the shares of Common Stock indicated as beneficially owned by Barclays Global Investors, NA ("Barclays") are 294,086 shares beneficially owned by Barclays as to which they have sole dispositive power of which they have sole voting power for 257,599 shares. Also

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included are 316,373 shares beneficially owned by Barclays Global Fund Advisors ("Advisors") as to which they have sole dispositive power of which they have sole voting power for 230,473 shares and 5,345 shares beneficially owned by Barclays Global Investors, Ltd. ("Investors") as to which they have sole dispositive power of which they have sole voting power for 465 shares. The business address of Barclays and Advisors is 400 Howard Street, San Francisco, CA 94105 and the business address for Investors is 1 Royal Mint Court, London, EC3N 4HH.

The following table sets forth certain information concerning the beneficial ownership of our shares of Common Stock as of March 24, 2009 by (a) each of our directors or nominee for director (b) each of the named executive officers, and (c) all of our directors, nominee and named executive officers as a group.

### Security Ownership of Directors and Named Executive Officers

Name of Director or Named Executive Officer	Number of Shares	Beneficial Ownership Percentage of Class
Harland C. Stonecipher, One Pre-Paid Way, Ada, Oklahoma 74820.....	897,796	(2)
Steve Williamson.....	11,319	(3)
Mark Brown.....	2,152	(4)
Randy Harp.....	64,844	(5)
Kathleen S. Pinson.....	47,979	(6)
Orland G. Aldridge.....	-	
Martin H. Belsky.....	350	
Peter K. Grunebaum.....	1,400	
John W. Hail.....	512	
Duke R. Ligon.....	-	
Thomas W. Smith.....	2,621,245	((7))
All directors, nominees and executive officers as a group (11 persons)..	3,647,597	((8))

\* Less than 1%.

- (1) Unless otherwise indicated in the footnotes to the table and subject to community property laws where applicable, each of the shareholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. The percentage of

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ownership for each person is calculated in accordance with rules of the SEC without regard to shares of Common Stock issuable upon exercise of outstanding stock options, except that any shares a person is deemed to own by having a right to acquire by exercise of an option are considered outstanding solely for purposes of calculating such person's percentage ownership.

- (2) Included in the shares of Common Stock indicated as beneficially owned by Mr. Stonecipher are 874,877 shares as to which he has shared voting and shared dispositive power with his wife and 22,919 shares owned under the ESOP as to which Mr. Stonecipher has sole voting power, but shared dispositive power.

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- (3) Includes 2,947 shares owned under the ESOP as to which Mr. Williamson has sole voting power, but shared dispositive power, 372 shares held in an individual retirement account and 8,000 shares issuable upon exercise of outstanding options.
- (4) Includes 2,152 shares owned under the ESOP as to which Mr. Brown has sole voting power, but shared dispositive power.
- (5) Includes 19,999 shares owned under the ESOP as to which Mr. Harp has sole voting power, but shared dispositive power, and 30,000 shares issuable upon exercise of outstanding options.
- (6) Includes 21,286 shares owned under the ESOP as to which Ms. Pinson has sole voting power, but shared dispositive power. Also, includes 4,672 shares owned under the ESOP by Ms. Pinson's husband, also one of our employees, as to which he has sole voting power, but shared dispositive power. Ms. Pinson disclaims beneficial ownership of shares that are owned by her husband.
- (7) See "Security Ownership of Certain Beneficial Owners" above.
- (8) Includes 38,000 shares issuable upon exercise of outstanding options and 73,975 shares owned under the ESOP as to which the respective executive officers and directors have sole voting power, but shared dispositive power.

Equity Compensation Plans

The following table provides information with respect to our equity compensation plans as of December 31, 2008, (other than our tax qualified Employee Stock Ownership Plan designed to provide retirement benefits).

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options warrants and rights	Number remain futur equi pl securi c
Equity compensation plans approved by security holders (1).....	42,500	\$ 19.70	
Equity compensation plans not approved by security holders.....	-	-	
Total.....	42,500	\$ 19.70	

- (1) These stock options have been issued pursuant to our Stock Option Plan which has been approved by security holders. We do not expect to grant any additional options under this plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR

INDEPENDENCE.

John W. Hail, one of our directors, served as our Executive Vice President,



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Director and Agency Director from July 1986 through May 1988 and also served as Chairman of the Board of Directors of TVC Marketing, Inc., which was our exclusive marketing agent from April 1984 through September 1985. Pursuant to

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agreements between Mr. Hail and us entered into during the period in which Mr. Hail was one of our executive officers, Mr. Hail receives override commissions from renewals of certain Memberships initially sold by us during such period. During 2008, such override commissions on renewals together with new commission advances totaled \$117,000. Mr. Hail also owns interests ranging from 12% to 100% in corporations not currently affiliated with us, including TVC Marketing, Inc., but which were engaged in the marketing of our legal service Memberships and which earn renewal commissions from Memberships previously sold. These entities earned renewal commissions of \$491,000 during 2008 of which \$257,000 was passed through as commissions to their sales agents. We expect these arrangements will continue in 2009 and thereafter.

Our new office building contains two apartments, one for use by certain of our visitors and one for use by Mr. Stonecipher and his wife, for his convenience as well as to entertain visitors using the visitor apartment. The full Board, with Mr. Stonecipher abstaining, has approved the arrangements for the use of this apartment which require Mr. Stonecipher to pay rent to us at a rate of \$1,000 per month, which exceeds the estimated fair market rental value based on an outside appraisal. Additionally, the full Board, with the exception of Mr. Stonecipher, has approved that Shirley Stonecipher, Mr. Stonecipher's wife, can continue to rent and use the apartment subsequent to Mr. Stonecipher's death.

As part of the share repurchase program authorized by our Board of Directors, we may from time to time make such purchases from related parties. The table below reflects all such transactions in excess of \$120,000 since January 1, 2008:

### Treasury share purchases from Related Parties

Transaction Date	No. of shares	Price	Transaction Amount	Basis of Price	Acquired From	
8/25/2008	6,500	\$ 44.39	\$ 288,535	Prior day close	Randy Harp	Chief Ope 1)
12/8/2008	150,000	35.08	5,262,000	Negotiated below closing price	Idoya Partners	Partnersh Director others (N
1/30/2009	200,000	33.57	6,714,000	Negotiated below closing price	Idoya Partners	Partnersh Director others (N

Note (1) - transaction was approved in writing by our Audit Committee.

Note (2) - transaction was pursuant to a letter agreement executed by Idoya Partners and our CEO.

We require that any situation, transaction or relationship that gives rise to an actual or potential conflict of interest for our executive officers must be disclosed to the Board in writing. We may permit the conflicted transaction only if full disclosure is made and our interests are fully protected. We

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consider conflicted transactions to consist of any transaction in which the executive (1) causes us to engage in business transactions with relatives or friends or companies controlled or owned by our executives; (2) uses nonpublic information for personal gain by the executive, his relatives or his friends (including securities transactions based on such information); (3) has more than a nominal financial interest any entity with which we do business or compete; (4) receives a loan, or guarantee of obligations, from us or a third party as a result of his position with us; (5) competes, or prepares to compete, with us while still employed by us; or (6) has a financial interest or potential for gain in any transaction with us (other than compensation arrangements we have approved).

The preceding policy and examples of conflicted transactions are provided in our written Code of Business Conduct and Ethics and is available on our website at [www.prepaidlegal.com](http://www.prepaidlegal.com).

### Corporate Governance Matters

The Board of Directors uses the independence standards under the New York Stock Exchange ("NYSE") corporate governance rules for determining whether directors are independent. The Board additionally follows the rules of the Securities and Exchange Commission ("SEC") in determining independence for audit committee members. The Board has determined that Messrs. Aldridge, Belsky, Grunebaum, Ligon and Smith are independent under these NYSE and SEC rules for

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purposes of service on the Board and on the nominating, compensation and audit committees (except for Mr. Smith as to the audit committee due to his potential status as an affiliate due to his level of ownership). Members of each committee are elected annually by the Board and serve for one-year terms or until their successors are elected and qualified.

### ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

#### Audit and Other Fees

Grant Thornton served as our independent registered public accounting firm during 2008 and 2007. The aggregate fees billed by Grant Thornton for 2008 and 2007 for various services are set forth below:

	2008	2007
	----	----
Audit Fees.....	\$ 430,630	\$ 469,740
Audit Related Fees.....	21,000	21,750
Tax Fees.....	-	-
All Other Fees.....	-	-

Fees for audit services include fees associated with the annual audit of us and our subsidiaries (including audit fees related to Section 404 of the Sarbanes-Oxley Act), the review of our quarterly reports on Form 10-Q and required statutory audits. Audit-related fees principally include audits in connection with our employee benefit plans, due diligence and accounting consultations. Tax fees include tax compliance, tax advice and tax planning related to Federal, state and international tax matters.

The Audit Committee has considered whether the provision of non-audit services by Grant Thornton is compatible with maintaining auditor independence and adopted in 2003 a policy that requires pre-approval of all audit and non-audit services. Such policy requires the Committee to approve services and fees in advance and requires documentation regarding the specific services to be performed. All 2008 audit and non-audit services fees were approved in advance

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in accordance with the Committee's policies.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) The following documents are filed as part of this report:

- (1) Financial Statements: See Index to Consolidated Financial Statements and Consolidated Financial Statement Schedule set forth on page 44 of this report.
- (2) Exhibits: For a list of the documents filed as exhibits to this report, see the Exhibit Index following the signatures to this report.

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SIGNATURES

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

PRE-PAID LEGAL SERVICES, INC.

Date: December 17, 2009

By: /s/ Randy Harp

Randy Harp  
Chief Operating Officer

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PRE-PAID LEGAL SERVICES, INC AND SUBSIDIARIES  
Schedule I - Condensed Financial Information of the Registrant

PRE-PAID LEGAL SERVICES, INC. (Parent Company)  
CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT  
BALANCE SHEETS  
(Amounts in 000's)

ASSETS

Current assets:

	De
	2008
Cash and cash equivalents.....	\$ 19,4
Available-for-sale investments, at fair value.....	11,7
Membership fees receivable.....	5,1
Inventories.....	1,2
Refundable income taxes.....	6

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Deferred member and associate service costs.....	14,3
Other assets.....	2,7
<hr/>	
Total current assets.....	55,4
Available-for-sale investments, at fair value.....	6
Investments pledged.....	3
Property and equipment, net.....	52,8
Investments in and amounts due to/from subsidiaries, net.....	47,9
Deferred member and associate service costs.....	1,8
Other assets.....	8,2
<hr/>	
Total assets.....	\$ 167,2
<hr/>	
LIABILITIES AND STOCKHOLDERS' EQUITY	
Current liabilities:	
Membership benefits payable.....	\$ 11,6
Deferred revenue and fees.....	22,1
Current portion of capital leases payable.....	
Current portion of notes payable.....	22,4
Income taxes payable.....	
Accounts payable and accrued expenses.....	14,5
<hr/>	
Total current liabilities.....	70,7
Capital leases payable.....	9
Notes payable.....	37,2
Deferred revenue and fees.....	1,6
Deferred income taxes.....	16,9
Other non-current liabilities.....	7,8
<hr/>	
Total liabilities.....	135,4
<hr/>	
Stockholders' equity:	
Common stock.....	1
Retained earnings.....	130,8
Accumulated other comprehensive income.....	(1
Treasury stock, at cost.....	(99,0
<hr/>	
Total stockholders' equity.....	31,8
<hr/>	
Total liabilities and stockholders' equity.....	\$ 167,2
<hr/>	

See accompanying notes to condensed financial statements.

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PRE-PAID LEGAL SERVICES, INC. (Parent Company)  
CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT  
STATEMENTS OF INCOME  
(Amounts in 000's)

Year Ended Dece	
2008	2007
-----	-----

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Revenues:

Membership fees.....	\$ 332,772	\$ 323,
Associate services.....	23,266	24,
Other.....	3,276	3,
	-----	-----
	359,314	351,
	-----	-----
Costs and expenses:		
Membership benefits.....	114,624	113,
Commissions.....	98,857	101,
Associate services and direct marketing.....	23,484	28,
General and administrative.....	33,236	39,
Other, net.....	12,427	13,
	-----	-----
	282,628	296,
	-----	-----
Income before income taxes and equity in net income of subsidiaries....	76,686	54,
Provision for income taxes.....	29,049	17,
	-----	-----
Income before equity in net income of subsidiaries.....	47,637	37,
Equity in net income of subsidiaries.....	12,535	13,
	-----	-----
Net income.....	\$ 60,172	\$ 51,
	-----	-----

See accompanying notes to condensed financial statements.

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PRE-PAID LEGAL SERVICES, INC. (Parent Company)  
 CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT  
 STATEMENTS OF CASH FLOWS  
 (Amounts in 000's)

	Year Ended Dece	
	2008	2007
	-----	-----
Net cash provided by operating activities.....	\$ 71,600	\$ 64,
	-----	-----
Cash flows from investing activities:		
Additions to property and equipment.....	(5,170)	(5,
Purchases of investments - available-for-sale.....	(61,774)	(220,
Maturities and sales of investments - available-for-sale.....	53,387	256,
	-----	-----
Net cash (used in) provided by investing activities.....	(13,557)	30,
	-----	-----
Cash flows from financing activities:		
Proceeds from exercise of stock options.....	338	
Tax benefit on exercise of stock options.....	156	
Decrease in capital lease obligations.....	(22)	(
Purchases of treasury stock.....	(44,717)	(66,
Proceeds from issuance of debt.....	10,000	9,
Repayments of debt.....	(24,074)	(27,
Dividends paid.....	-	

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Net cash used in financing activities.....	(58,319)	(84,
Net (decrease) increase in cash and cash equivalents.....	(276)	10,
Cash and cash equivalents at beginning of year.....	19,710	9,
Cash and cash equivalents at end of year.....	\$ 19,434	\$ 19,
Supplemental disclosure of cash flow information:		
Cash paid for interest.....	\$ 4,074	\$ 6,
Cash paid for income taxes.....	\$ 35,029	\$ 30,
Purchases of treasury stock pursuant to tender offer.....	\$ -	\$

See accompanying notes to condensed financial statements.

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PRE-PAID LEGAL SERVICES, INC. (Parent Company)  
CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT  
Notes to Condensed Financial Statements

Basis of Presentation

In the parent-company-only financial statements, Pre-Paid Legal Services, Inc.'s ("Parent Company") investment in subsidiaries is stated at cost plus equity in undistributed earnings of subsidiaries since the date of acquisition. The parent-company-only financial statements should be read in conjunction with the Parent Company's consolidated financial statements.

Notes 6 and 13 to the consolidated financial statements of Pre-Paid Legal Services, Inc. relate to the Parent Company and therefore have not been repeated in these notes to condensed financial statements.

Expense Advances and Reimbursements

Pursuant to management agreements with certain subsidiaries, which have been approved by insurance regulators, commission advances are paid and expensed by the Parent Company and the Parent Company is compensated for a portion of its general and administrative expenses determined in accordance with the agreements.

Dividends from Subsidiaries

Dividends paid to the Parent Company from its subsidiaries are accounted for by the equity method. During 2008, PPLCI declared and, after obtaining all necessary regulatory approvals, paid extraordinary dividends to us of \$14.9 million compared to the \$7.4 million and \$13.4 million dividends paid to us during 2007 and 2006, respectively. During 2008, LSPV paid us an ordinary dividend of \$4.1 million compared to \$1.6 million during 2007 and none during 2006.

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INDEX TO EXHIBITS

Exhibit No. -----	Description -----
3.1	Amended and Restated Certificate of Incorporation of the Company, as amended reference to Exhibit 3.1 of the Company's Report on Form 8-K dated June 27, 2005)
3.2	Amended and Restated Bylaws of the Company (Incorporated by reference to Company's Report on Form 10-Q for the period ended June 30, 2003)
*10.1	Employment Agreement effective January 1, 1993 between the Company and Harland incorporated by reference to Exhibit 10.1 of the Company's Annual Report on Form ended December 31, 1992)
*10.2	Agreements between Shirley Stonecipher, New York Life Insurance Company and the life insurance policy covering Harland C. Stonecipher (Incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 1985)
*10.3	Amendment dated January 1, 1993 to Split Dollar Agreement between Shirley S Company regarding life insurance policy covering Harland C. Stonecipher (Incorporated to Exhibit 10.3 of the Company's Annual Report on Form 10-KSB for the year ended
*10.4	Form of New Business Generation Agreement Between the Company and Harland C. Stonecipher (Incorporated by reference to Exhibit 10.22 of the Company's Annual Report on Form 10-K for the year ended December 31, 1986)
*10.5	Amendment to New Business Generation Agreement between the Company and Harland C. Stonecipher effective January, 1990 (Incorporated by reference to Exhibit 10.12 of the Company's Annual Report on Form 10-KSB for the year ended December 31, 1992)
*10.6	Amendment No. 2 to New Business Generation Agreement between the Company and Harland C. Stonecipher effective January, 1990 (Incorporated by reference to Exhibit 10.13 of the Company's Annual Report on Form 10-K for the year ended December 31, 2002)
*10.7	Stock Option Plan, as amended effective May 2003 (Incorporated by reference to Exhibit 10.14 of the Company's Annual Report on Form 10-K for the year ended December 31, 2004)
10.8	Loan agreement dated June 11, 2002 between Bank of Oklahoma, N.A. and the Company (Incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2002)
10.9	Form of Mortgage dated July 23, 2002 between Bank of Oklahoma, N.A. and the Company (Incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2002)
*10.10	Deferred compensation plan effective November 6, 2002 (Incorporated by reference to Exhibit 10.15 of the Company's Annual Report on Form 10-K for the year ended December 31, 2002)
*10.11	Amended Deferred Compensation Plan effective January 1, 2005 (Incorporated by reference to Exhibit 10.16 of the Company's Report on Form 10-K for the year ended December 31, 2005)
10.12	Credit Agreement dated June 23, 2006 among Pre-Paid Legal Services, Inc, the subsidiaries and Wells Fargo Foothill, Inc. as Arranger and Administrative Agent and Wells Fargo Bank, N.A. (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated June 27, 2006)
10.13	Security Agreement dated June 23, 2006 between Pre-Paid Legal Services, Inc, the subsidiaries and Wells Fargo Foothill, Inc., as Agent (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed June 26, 2006)

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- 10.14 Guaranty Agreement dated June 23, 2006 between certain subsidiaries of Pre-Paid Legal Services, Inc. and Wells Fargo Foothill, Inc., as Agent (Incorporated by reference to the Company's Current Report on Form 8-K filed June 27, 2006)
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- 10.15 Mortgage, Assignment of Rents and Leases and Security Agreement by Pre-Paid Legal Services, Inc. favor of Wells Fargo Foothill, Inc as Agent (Incorporated by reference to the Company's Current Report on Form 8-K filed June 26, 2006)
- 10.16 First Amendment to Loan Agreement dated June 23, 2006 between Pre-Paid Legal Services, Inc. Bank of Oklahoma, N.A. (Incorporated by reference to Exhibit 10.5 of the Company's Current Report on Form 8-K filed June 26, 2006)
- 10.17 First Amendment to Credit Agreement dated September 10, 2007 between Pre-Paid Legal Services, Inc. and the lenders named therein and Wells Fargo Foothill, Inc. as administrative agent (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 10-Q for the quarter ended September 10, 2007)
- 10.18 Term Loan Agreement dated September 28, 2007 between Pre-Paid Legal Services, Inc. and Wells Fargo Equipment Finance, LLC (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed October 2, 2007)
- 10.19 Form of Aircraft Mortgage and Security Agreement between Pre-Paid Legal Services, Inc. and Wells Fargo Equipment Finance, LLC (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed October 2, 2007)
- 10.20 Second Amendment to Credit Agreement dated February 22, 2008 between Pre-Paid Legal Services, Inc. and the lenders named therein and Wells Fargo Foothill, Inc. as administrative agent (Incorporated by reference to Exhibit 10.20 of our Annual Report on Form 10-K for the year ended December 31, 2007)
- 10.21 Third Amendment to Credit Agreement dated June 5, 2008 between Pre-Paid Legal Services, Inc. and the lenders named therein and Wells Fargo Foothill, Inc. as administrative agent (Incorporated by reference to Exhibit 10.21 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008)
- 10.22 Second Amendment to Loan Agreement dated June 6, 2008 between Pre-Paid Legal Services, Inc. Bank of Oklahoma, N.A. (Incorporated by reference to Exhibit 10.22 of the Company's Current Report on Form 10-Q for the six-months ended June 30, 2008)
- \*\*10.23 Share Repurchase Letter agreement between Pre-Paid Legal Services, Inc. and IFC Bancorp, Inc. dated December 8, 2008
- \*\*10.24 Share Repurchase Letter agreement between Pre-Paid Legal Services, Inc. and IFC Bancorp, Inc. dated January 30, 2009.
- 21.1 List of Subsidiaries of the Company
- \*\*23.1 Consent of Grant Thornton LLP
- \*\*31.1 Certification of Harland C. Stonecipher, Chairman, Chief Executive Officer and President, Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
- \*\*31.2 Certification of Steve Williamson, Chief Financial Officer, Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
- \*\*32.1 Certification of Harland C. Stonecipher, Chairman, Chief Executive Officer and President, Pursuant to 18 U.S.C. Section 1350



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\*\*32.2 Certification of Steve Williamson, Chief Financial Officer, Pursuant to 18 U.S.C.

99.1 Financial Statements of Pre-Paid Legal Services, Inc. Employee Stock Ownership an  
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\*Constitues a management contract or compensatory plan or arrangement required to be filed as an

\*\*Filed herewith. All other exhibits have been previously filed.