FRIEDMANS INC
Form 10-Q
August 14, 2001

United States
Securities and Exchange Commission
Washington, D.C. 20549

FORM 10-Q

(MARK ONE)

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period Ended June 30, 2001

or

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Transition Period From ____________________ to ____________________

Commission file number 0-22356

FRIEDMAN'S INC.
(Exact name of registrant as specified in its charter)

Delaware	58-2058362
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4 West State Street Savannah, Georgia 31401	31401
(Address of principal executive offices)	(Zip Code)

(912) 233-9333
(Registrant's telephone number, including area code)

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

The number of shares of Registrant's Class A Common Stock $.01 par value per share, outstanding at May 13, 2001 was 13,321,655.

The number of shares of Registrant's Class B Common Stock $.01 par value per share, outstanding at May 13, 2001 was 1,196,283.

Index

Friedman's Inc.

Part I. Financial Information

Item 1. Consolidated Financial Statements (Unaudited)

Income Statements - Three and nine months ended June 30, 2001 and July 1, 2000

Balance Sheets - June 30, 2001, July 1, 2000 and September 30, 2000

Statements of Cash Flows - Nine months ended June 30, 2001 and July 1, 2000

Notes to Consolidated Financial Statements

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Part II. Other Information

Item 6. Exhibits and Reports on Form 8-K

Signatures

Part I. Financial Information
Item 1.

FRIEDMAN'S INC.
Consolidated Income Statements
(Unaudited)
(In thousands, except per share and share amounts)

	Three months ende	
	June 30, 2001	Jul 20
Net sales	$ 83,730	$ 80
Operating Costs and Expenses:		
Cost of goods sold including occupancy, distribution and buying	44,921	41
Selling, general and administrative	44,924	31
Depreciation, amortization and impairment charges	5,079	2

(Loss) income from operations	(11,194)	4
Interest and other income from related party	(625)	
Interest expense	1,243	1
(Loss) income before income taxes	(11,812)	3
Income tax (benefit) expense	(3,793)	1
Minority interest	(974)	
Net (loss) income	$ (7,045)	$ 2
(Loss) earnings per share - basic & diluted	$ (0.49)	$
Weighted average shares - basic	14,517	14
Weighted average shares - diluted	14,621	14
Number of stores open	635	

See notes to consolidated financial statements.

FRIEDMAN'S INC.
Consolidated Balance Sheets
(In thousands, except per share and share amounts)

	June 30, 2001	J
	(Unaudited)	
Assets		
Current Assets:		
Cash	$ 379	$
Accounts receivable, net of allowance for doubtful accounts of $21,563 at June 30, 2001, $15,013 at July 1, 2000 and $13,514 at September 30, 2000	137,498	1
Inventories	141,672	1
Deferred income taxes	3,107	
Other current assets	8,633	
Total current assets	291,289	2
Equipment and improvements, net	53,647	
Tradename rights, net	5,140	
Other assets	3,430	
Total assets	$ 353,506	$ 3
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable	$ 51,447	$
Accrued liabilities	16,413	

Total current liabilities	67,860	
Bank debt	60,595	
Deferred income taxes and other	1,686	
Minority interest in equity of subsidiaries	--	
Stockholders' Equity:		
Preferred stock, par value $.01, 10,000,000 shares authorized; and none issued	--	
Class A common stock, par value $.01, 25,000,000 shares authorized, 13,321,655, 13,261,807 and 13,271,207 issued and outstanding at June 30, 2001, July 1, 2000 and September 30, 2000, respectively	133	
Class B common stock, par value $.01, 7,000,000 shares authorized, 1,196,283 issued and outstanding	12	
Additional paid-in-capital	119,066	1
Retained earnings	105,294	
Stock purchase loans	(1,140)	
Total stockholders' equity	223,365	2
Total liabilities and stockholders' equity	$ 353,506	$ 3

Note: The balance sheet at September 30, 2000 has been derived from the audited financial st at that date but does not include all the information and footnotes required by genera accounting principles for complete financial statements.

See notes to consolidated financial statements.

FRIEDMAN'S INC.
Consolidated Statements of Cash Flows
(Unaudited)
(In thousands)

	Ju
Operating Activities:	
Net income	$
Adjustments to reconcile net income to cash used in operating activities:	
Depreciation, amortization & impairment charges	
Provision for doubtful accounts	
Income from related party	
Changes in assets and liabilities:	
Increase in accounts receivable	(
Increase in inventories	(
(Increase) decrease in other assets	
Increase in accounts payable and accrued liabilities	

Net cash used in operating activities	
Investing Activities:	
Additions to equipment and improvements	
Repayments of employee stock purchases	
	--
Net cash used in investing activities	
Financing Activities:	
Proceeds from bank borrowings	
Proceeds from employee stock purchases and options exercised	
Payment of cash dividend	
	--
Net cash provided by financing activities	
	--
Decrease in cash	
Cash, beginning of period	
	--
Cash, end of period	$
	==

See notes to condensed consolidated financial statements.

FRIEDMAN'S INC.

Notes to Consolidated Financial Statements

(Unaudited)

June 30, 2001

Note A - Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month and nine month periods ended June 30, 2001 are not necessarily indicative of the results that may be expected for the year ending September 29, 2001. For further information, refer to the financial statements and footnotes thereto included in the Friedman's Inc. Annual Report on Form 10-K for the year ended September 30, 2000. Certain reclassifications have been made to prior year and prior quarters amounts to conform with current quarter presentation.

Note B - Earnings per Share

The dilutive effect of stock options on the weighted average number of shares outstanding for the period was zero for the three months and nine months ended June 30, 2001 and July 1, 2000, respectively.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Certain of the matters discussed in this document and in documents incorporated by reference in this document, including matters discussed under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations," may constitute forward looking statements for purposes of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and as such may involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Friedman's Inc. ("Friedman's" or the "Company") to be materially different from future results performance or achievements expressed or implied by such forward-looking statements. The words "expect," "anticipate," "intend," "plan," "believe," "seek," "estimate," and similar expressions are intended to identify such forward-looking statements. The Company's actual results may differ materially from the results anticipated in these forward-looking statements due to a variety of factors, including without limitation those discussed under "Factors Affecting Future Performance" below . All written or oral forward-looking statements attributable to the Company are expressly qualified in their entirety by these cautionary statements.

Three months ended June 30, 2001 compared to three months ended July 1, 2000

Results of Operations

Net sales increased 4.5% to $83.7 million for the three months ended June 30, 2001, from $80.2 million for the three months ended July 1, 2000. The increase in net sales was attributable to the net addition of 36 new stores since July 1, 2000 and a comparable store net merchandise sales increase of 0.2% for the three months ended June 30, 2001.

Cost of goods sold, including occupancy, distribution and buying, increased 7.5% to $44.9 million, or 53.7%, of net sales, for the three months ended June 30, 2001, versus $41.8 million, or 52.1% of net sales, for the three months ended July 1, 2000. The increase in cost of goods sold as a percentage of net sales was primarily due to a slight increase in merchandise cost of goods sold as a percentage of net sales and an increase in reserves for inventory disposition costs.

Selling, general and administrative expenses increased 41.2% to $44.9 million for the three months ended June 30, 2001, from $31.8 million for the three months ended July 1, 2000. As a percentage of net sales, selling, general and administrative expenses increased to 53.7% of net sales for the three months ended June 30, 2001 from 39.7% for the three months ended July 1, 2000. Selling, general and administrative expenses for the three months ended June 30, 2001 included a non-comparable charge of $3.7 million related to the closing or planned closing of 23 stores and operating expenses of $1.2 million related to the Company's internet joint venture. Excluding the store closing charge and the consolidation of internet operations, selling, general and administrative expenses increased 25.7% to $40.0 million for the three months ended June 30, 2001 and as a percentage of net sales, increased to 47.8% from 39.7% for the three months ended July 1, 2000. The increase as a percentage of net sales was primarily the result of an increase in the provision for bad debt as a percentage of net sales. The increase in the provision for bad debt as a percentage of net sales was the result of increased charge offs as compared to the comparable period last year and an increase in the allowance for doubtful accounts as a percentage to accounts receivable to 13.6% this year as compared to 10.8% in the prior year.

Depreciation, amortization and impairment charges increased 106.6% to $5.1

million for the three months ended June 30, 2001, from $2.5 million for the three months ended July 1, 2000. Depreciation, amortization and impairment charges as a percentage of net sales was 6.1% for the three months ended June 30, 2001 compared to 3.1% in the comparable period in the prior year. Depreciation, amortization and impairment charges for the three months ended June 30, 2001 included non-comparable charges of $0.6 million related to the closing or planned closing of 23 stores and $1.6 million related to the write-down of impaired assets used in the Company's internet joint venture. Excluding these non-comparable charges, depreciation and amortization expenses increased 16.0% to $2.9 million for the three months ended June 30, 2001 and as a percentage of net sales increased to 3.4% compared to 3.1% in the comparable period in the prior year.

Interest and other income from a related party increased to $625,000 for the three months ended June 30, 2001 compared to $618,000 for the three months ended July 1, 2000. Interest expense remained unchanged at $1.2 million for the three months ended June 30, 2001 and July 1, 2000.

Net earnings decreased by 413.5% to a net loss of $7.0 million for the three months ended June 30, 2001 compared to net income of $2.2 million for the three months ended July 1, 2000. Basic and diluted earnings per share decreased 406.3% to a loss of $0.49 per share for the three months ended June 30, 2001 from income of $0.16 per share for the three months ended July 1, 2000. Basic weighted average common shares outstanding increased 0.4% to 14,517,000 for the three months ended June 30, 2001 from 14,453,000 for the comparable period in the prior year. Diluted weighted average common shares outstanding increased 1.2% to 14,621,000 for the three months ended June 30, 2001 from 14,453,000 for the comparable period in the prior year.

Nine months ended June 30, 2001 compared to nine months ended July 1, 2000

Results of Operations

Net sales increased 10.7% to $345.3 million for the nine months ended June 30, 2001 from $312.0 million for the nine months ended July 1, 2000. The increase in net sales was attributable to the net addition of 36 new stores since July 1, 2000 and an increase in comparable store net merchandise sales of 2.7% for the nine months ended June 30, 2001.

Cost of goods sold, including occupancy, distribution and buying, increased 9.8% to $179.8 million, or 52.1%, of net sales, for the nine months ended June 30, 2001 versus $163.8 million, or 52.5% of net sales, for the nine months ended July 1, 2000. The decrease as a percentage of net sales was primarily the result of a higher merchandise gross margin as a percentage of net sales. The higher merchandise gross margin was primarily due to less sales of lower gross margin clearance merchandise as compared to the comparable period in the prior year.

Selling, general and administrative expenses increased 24.9% to $134.3 million for the nine months ended June 30, 2001, from $107.6 million for the nine months ended July 1, 2000. As a percentage of net sales, selling, general and administrative expenses increased to 38.9% of net sales for the nine months ended June 30, 2001 from 34.5% for the nine months ended July 1, 2000. Selling, general and administrative expenses for the nine months ended June 30, 2001 included non-comparable charges of $4.2 million related to the closing or planned closing of 34 stores and operating expenses of $2.2 million related to the Company's internet joint venture. Excluding the store closing charge and the consolidation of internet operations, selling, general and administrative expenses increased 18.9% to $127.9 million for the nine months ended June 30,

2001, and as a percentage of net sales, increased to 37.0% from 34.5% for the nine months ended July 1, 2000. The increase as a percentage of net sales was primarily the result of increases in provision for bad debts. The increase in the provision for bad debt as a percentage of net sales was primarily the result of increased charge offs as compared to the comparable period last year.

Depreciation, amortization and impairment charges increased 56.6% to $11.0 million for the nine months ended June 30, 2001, from $7.0 million for the nine months ended July 1, 2000. Depreciation, amortization and impairment charges as a percentage of net sales was 3.2% for the nine months ended June 30, 2001 compared to 2.2% in the comparable period in the prior year. Depreciation, amortization and impairment charges for the nine months ended June 30, 2001 included non-comparable charges of $0.7 million related to the closing or planned closing of 34 stores and $1.9 million related to the write-down of impaired assets and the depreciation of fixed assets used in the Company's internet joint venture. Excluding these non-comparable charges, depreciation and amortization expenses increased 20.1% to $8.4 million for the nine months ended June 30, 2001 and as a percentage of net sales increased to 2.4% compared to 2.2% in the comparable period in the prior year. In general, depreciation and amortization expenses as a percentage of net sales may continue to increase as a result of additional investments in stores, systems and infrastructure, but management does not believe that such potential increases represent a material continuing trend.

Interest and other income from a related party increased to $1.9 million for the nine months ended June 30, 2001 compared to $1.8 million for the nine months ended July 1, 2000. Interest expense increased to $3.9 million for the nine months ended June 30, 2001 compared to $3.3 million for the three months ended January 1, 2000. The increase in interest expense was due primarily to higher average outstanding borrowings on the Company's line of credit. See "Liquidity and Capital Resources."

Net earnings decreased by 36.5% to $12.7 million for the nine months ended June 30, 2001 compared to $20.0 million for the nine months ended July 1, 2000. Basic and diluted earnings per share decreased 36.7% to

$0.88 per share for the nine months ended June 30, 2001 from $1.39 per share for the nine months ended July 1, 2000. Excluding the charge for store closing costs, the write-off of internet fixed assets and the loss from internet operations, basic and diluted earnings per share decreased 12.9% to $1.21 per share for the nine months ended June 30, 2001 from $1.39 per share for the nine months ended July 1, 2000. Basic and diluted weighted average common shares outstanding increased 0.3% to 14,495,000 for the nine months ended June 30, 2001 from 14,439,000 for the comparable period in the prior year.

Liquidity and Capital Resources

During the nine months ended June 30, 2001, net cash used by the Company's operating activities was $2.5 million compared to $5.1 million for the nine months ended July 1, 2000. For the nine months ended June 30, 2001, cash provided by operations was favorably impacted, by increased net income excluding non-cash expenses for provision for doubtful accounts and depreciation, amortization and impairment charges, offset by increased net inventory levels, increases in customer accounts receivable and an increase in other operating assets.

Investing activities used cash of $9.4 million for the nine months ended June 30, 2001 compared to $13.8 million during the nine months ended July 1, 2000. The decrease was due primarily to opening fewer stores than in the prior year.

Financing activities provided $11.8 million of cash for the nine months ended June 30, 2001 compared to $18.6 million for the nine months ended July 1, 2000. This cash was mostly provided from bank borrowings for the nine months ended June 30, 2001.

Currently, the Company has a $67.5 million senior secured revolving credit facility maturing on September 15, 2002. Borrowings under the credit facility bear interest at either the federal funds rate plus 0.5%, the prime rate or, at the Company's option, the eurodollar rate plus applicable margin ranging from 1.00% to 1.75%. The applicable margin is determined based on a calculation of the combined leverage ratio of the Company and Crescent Jewelers, an affiliate of the Company. The facility contains certain financial covenants and is secured by certain of the Company's assets. At June 30, 2001, $60.6 million was outstanding under the facility, with interest accruing on such borrowings in a range from 5.8% to 6.8%. Management believes that the Company's credit facility will be sufficient to fund the Company's working capital requirements through fiscal 2002.

In connection with the credit facility, the Company provides certain credit enhancements and guaranties the obligations of Crescent under its $112.5 million senior secured revolving credit facility. In consideration for this guaranty, Crescent makes quarterly payments to the Company in an amount equal to 2% per annum of the outstanding obligations of Crescent under its credit facility during the preceding fiscal quarter. In further consideration of this guaranty, Crescent issued the Company a warrant to purchase 7,942,904 shares of Crescent's non-voting Class A Common Stock, or approximately 50% of the capital stock of Crescent on a fully diluted basis, for an exercise price of $500,000.

On June 1, 2001, the Company's Board of Directors declared a quarterly dividend of $0.0175, payable on July 16, 2001, to stockholders of record as of June 30, 2001.

FACTORS AFFECTING FUTURE PERFORMANCE

Our growth may place a strain on our resources and may affect adversely the results of our operations.

The number of stores we operate has increased greatly during the past three years. For example, we opened approximately 70 net new stores from December 1999 to December 2000, and have continued to expand our store base during fiscal 2001. The success of our expansion program will depend on the performance of our existing stores, our ability to find suitable store locations and our ability to hire and train qualified store personnel. We anticipate that there will continue to be significant competition among specialty retailers for desirable store sites and qualified personnel. In addition, in fiscal 2001 we launched a joint venture with Crescent Jewelers, an affiliate, to offer our products over the internet. To date, this joint venture has yet to achieve our expectations. Factors including consumer preferences regarding internet shopping, concerns about the safety and reliability of internet shopping and our ability to provide high-quality customer service and fulfillment will all be significant in determining whether our internet joint venture is successful. Our growth, including the internet joint venture, has placed, and will continue to place, significant demands on all aspects of our business, including our management information and distribution systems and personnel. For these reasons, we may not be successful in continuing our

growth or successfully managing our growth which could result in a reduction in our historical revenue growth or an increase in cost of goods sold which would directly and adversely affect our earnings.

Our industry is highly competitive, and if we fall behind our competitors, our earnings and stock price may be adversely affected.

The retail jewelry business is mature and highly competitive. Our retail jewelry business competes with national and regional jewelry chains, as well as with local independently owned jewelry stores and chains. We also compete with other types of retailers who sell jewelry and gift items, such as department stores, catalog showrooms, discounters, direct mail suppliers, television home shopping networks and jewelry retailers who make sales through Internet sites. Our credit operations compete with credit card companies and other providers of consumer credit. Management believes that Friedman's competes primarily on the basis of selection of merchandise offered, pricing, quality of sales personnel, advertising, ability to offer in-house credit, store location and reputation. Many competitors are substantially larger and have greater financial resources than we do. We may not be able to compete successfully with such competitors. Competition could cause us to lose customers, increase expenditures or reduce pricing which could have a material adverse effect on our earnings.

Our results of operations have been and may continue to be significantly affected by a downturn in general economic conditions.

Jewelry is a luxury item, not a necessity product. As a result, recent adverse trends in the general economy, such as decreases in employment levels, wages and salaries, have affected sales of our jewelry. Historically, people spend less money on luxury items, such as jewelry, during a decline in general economic activity. Also, negative developments in local economic conditions, such as plant closings, industry slowdown and government employment cutbacks, may affect sales of our jewelry. We depend on customer traffic at the power strip centers and malls where our stores are located. Reductions in consumer spending due to general economic conditions have and may continue to negatively affect our net sales.

A majority of our customers use credit (either from us or another consumer credit source) to purchase jewelry from us. When there are adverse trends in the general economy or increases in interest rates, fewer people use credit. General economic trends also affect our credit operations. The downturn in the general and some economies conditions in the markets in which we operate has affected our ability to collect outstanding credit accounts receivable, and could continue to do so if such conditions persist.

Instances of litigation relating to the sale of credit insurance have increased in the retail industry and our business could be adversely affected by this litigation.

States' Attorneys General and private plaintiffs have filed lawsuits against other retailers relating to improper practices conducted in connection with the sale of credit insurance in several jurisdictions around the country. We offer credit insurance in all of our stores and encourage the purchase of credit insurance products in connection with sales of merchandise on credit. Similar litigation may be brought against us, and we could be liable for substantial damages or may be forced to incur substantial costs as part of an out-of-court settlement. This could have a material adverse affect our results of operations and stock price. Also, an adverse judgment could affect our reputation and this could have a negative impact on sales of our jewelry and credit insurance products.

Our business is highly seasonal, which may cause significant fluctuations in our results.

Our first fiscal quarter, which ends December 30, has historically been the strongest quarter of the year in terms of net sales and operating income. Any substantial disruption of holiday season shopping or other events which affect

our first quarter results could have a material adverse effect on our profitability for the whole year. Our quarterly results of operations also may fluctuate significantly as a result of a variety of factors, including the following:

- the timing of new store openings,
- net sales contributed by new stores,
- actions of competitors,
- fluctuations in comparable store sales,
- timing of certain holidays,
- changes in our merchandise, and
- general economic, industry and weather conditions that affect consumer spending.

The loss of our president and chief executive officer or other key personnel could significantly harm our business.

Our management and operations depend on the skills and experience of our senior management team, including our President and Chief Executive Officer, Bradley J. Stinn. We believe that our ability to successfully implement our growth strategies depends on the continued employment of our senior management team. The loss of Mr. Stinn or a significant number of other senior officers could hurt us materially. We do not have and do not contemplate entering into employment agreements with, or obtaining key-man life insurance for, any senior officer.

We may incur additional compensation expense because of our incentive compensation arrangements.

In October 1994, we made $1.5 million in incentive loans to each of Mr. Stinn and Sterling B. Brinkley, our Chairman of the Board of Directors. The loans mature in 2004. We agreed to forgive principal and interest payments on these incentive loans if our Class A Common Stock reached certain prices. If we forgive principal and interest payments, we will incur compensation expense which reduces earnings. During 1995 and 1996, we incurred compensation expense of $3 million with respect to the incentive loans. If the price of the Class A Common Stock increases above the remaining price targets, we will incur an additional $3 million in compensation expense. This compensation expense, if incurred, will negatively impact earnings.

Fluctuations in the availability and prices of our merchandise may affect our results of operations.

We primarily sell jewelry made of gold and diamonds and, to a lesser extent, other precious and semi-precious metals and stones. The prices of these materials have been, and we expect for them to continue to be, subject to significant volatility. Further, the supply and price of diamonds are significantly influenced by a single entity, DeBeers Consolidated Mines Ltd. of South Africa. We do not maintain long-term inventories or otherwise hedge against fluctuations in the cost of gold or diamonds. A significant increase in the price of gold and diamonds could adversely affect our sales and gross margins.

Our supply of diamonds comes primarily from South Africa, Botswana, Zaire, the former Soviet republics and Australia. Changes in the social, political or economic conditions in one or more of these countries could have an adverse effect on our supply of diamonds. Any sustained interruption in the supply of diamonds from these producing countries could adversely affect our product costs, and as a result, our earnings.

Your stock value may be adversely affected because of the concentrated ownership of our Class B Common Stock.

Mr. Phillip E. Cohen controls all of our Class B Common Stock through his ownership of MS Jewelers, the general partner of the partnership which owns the Class B Common Stock. The holders of Class B Common Stock have the right to elect 75% of our directors and control the outcome of all other issues decided by our stockholders, including major corporate transactions. Mr. Cohen can transfer the Class B Common Stock and its voting rights to a third party, subject to certain limitations. If Mr. Cohen were to convert the Class B Common Stock into Class A Common Stock, he would control approximately 8.3% of the Class A Common Stock.

Your stock value may be adversely affected because only holders of Class B Common Stock may vote on corporate actions requiring stockholder approval.

Holders of Class A Common Stock have the right to elect a minimum of 25% of our directors. As long as there are shares of Class B Common Stock outstanding, holders of Class A Common Stock have no other voting rights, except as required by law. Mr. Cohen controls the outcome of substantially all matters submitted to a vote of the stockholders. Some potential investors may not like this concentration of control and the price of Class A Common Stock may be adversely affected. Mr. Cohen's control of Friedman's may also discourage offers by third parties to buy us or to merge with us. Further, the interests of Mr. Cohen could conflict with the interests of the holders of Class A Common Stock.

Our business may be adversely affected by changes in laws and regulations governing our business.

Federal and state consumer protection laws and regulations limit the manner in which we may offer and extend credit and the various types of insurance that we offer. Any adverse change in the regulation of credit could adversely affect our net sales and cost of goods sold. For example, new laws or regulations could limit the amount of interest or fees we could charge on consumer loan accounts, or restrict our ability to collect on account balances. Compliance with, or any violation of, existing and future laws or regulations could require us to make material expenditures or otherwise adversely effect our business or financial results.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

The Company's market risk is limited to fluctuations in interest rates as it pertains to the Company's borrowings under its credit facility. The Company pays interest on borrowings at either the federal funds rate plus 0.5%, the prime rate or, at the Company's option, the eurodollar rate plus applicable margin ranging from 1.00% to 1.75%. If the interest rates on the Company's borrowings average 100 basis points more in fiscal 2001 than they did in fiscal 2000, the Company's interest expense would increase and income before income taxes would decrease by $499,000. This amount is determined solely by considering the impact of the hypothetical change in the interest rate on the Company's borrowing cost without consideration for other factors such as actions management might take to mitigate its exposure to interest rate changes.

Part II. Other Information

Item 6. Exhibits and Reports on Form 8-K

The Company did not file a Current Report on Form 8-K during the three month period ended June 30, 2001.

The exhibits to this report on Form 10-Q are listed on the Exhibit Index which immediately follows the signature page hereto.

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 on August 14, 2001.

FRIEDMAN'S INC.

By: /s/ Victor M. Suglia

Victor M. Suglia
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	
3.1	Registrant's Certificate of Incorporation, as amended (incorporated by reference from Exhibit 4(a) to the Registrant's Registration Statement on Form S-8 (File No. 333-17755) dated March 21, 1997).
3.2	Bylaws of the Registrant (incorporated by reference from Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 33-67662), and amendments thereto, originally filed on August 19, 1993).
4.1	See Exhibits 3.1 and 3.2 for provisions of the Certificate of Incorporation and Bylaws of the Registrant defining rights of holders of Class A and Class B Common Stock of the Registrant.
4.2	Form of Class A Common Stock certificate of the Registrant (incorporated by reference from Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 (File No. 33-67662), and amendments thereto, originally filed on August 19, 1993).