

Edgar Filing: PRE PAID LEGAL SERVICES INC - Form 10-K/A

PRE PAID LEGAL SERVICES INC

Form 10-K/A

June 30, 2008

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

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FORM 10-K/A  
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(Mark one)

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

For the fiscal year ended December 31, 2007

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  
Ada, Oklahoma 74820  
(Address of principal executive offices) (Zip Code)

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

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

Title of each class	Name of each exchange on 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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated

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filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. Check one:

Large accelerated filer | | Accelerated filer |X| 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 |X|

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, 2007: \$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 15, 2008 there were 12,432,491 shares of Common Stock, par value \$.01 per share, outstanding.

DOCUMENTS INCORPORATED BY REFERENCE.

Portions of our definitive proxy statement for our 2008 annual meeting of shareholders are incorporated into Part III of this Form 10-K by reference.

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EXPLANATORY NOTE

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This amendment is being filed solely for purposes of filing the financial statements of the Pre-Paid Legal Services, Inc. Employee Stock Ownership and Thrift Plan, as required by form 11-K for the fiscal year of the plan ended December 31, 2007 pursuant to Rule 15d-21.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

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(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 40 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.

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: June 30, 2008

By: /s/ Steve Williamson

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Steve Williamson

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Chief Financial Officer

## 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 C. Stonecipher (Incorporated by reference to Exhibit 10.1 of the Company's Annual Report on year 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 Stonecipher and New York Life Insurance 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 December 31, 1992)
*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, 2004)
10.12	Credit Agreement dated June 23, 2006 among Pre-Paid Legal Services, Inc, the Company and Bank of Oklahoma, N.A.

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- thereto and Wells Fargo Foothill, Inc. as Arranger and Administrative Agent and N.A. (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 10-K filed June 27, 2006)
- 10.13 Security Agreement dated June 23, 2006 between Pre-Paid Legal Services, Inc. and its subsidiaries and Wells Fargo Foothill, Inc., as Agent (Incorporated by reference to the Company's Current Report on Form 8-K filed June 26, 2006)
- 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)
- 10.15 Mortgage, Assignment of Rents and Leases and Security Agreement by Pre-Paid Legal Services, Inc. in 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. and 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 8-K filed September 10, 2007)
- 10.18 Term Loan Agreement dated September 28, 2007 between Pre-Paid Legal Services, Inc. and 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
- 21.1 List of Subsidiaries of the Company (Incorporated by reference to Exhibit 21.1 of the Company's Current Report on Form 10-K for the year ended December 31, 2005)
- 23.1 Consent of Grant Thornton LLP
- 23.2\*\* Consent of Grant Thornton LLP relating to report concerning plan financial information as part of Exhibit 99.1
- 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
- 31.1(a)\*\* 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
- 31.2(a)\*\* 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
- 32.1(a)\*\* 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.
- 32.2(a)\*\* Certification of Steve Williamson, Chief Financial Officer, Pursuant to 18 U.S.C.
- 99.1\*\* Financial information relating to the Pre-Paid Legal Services, Inc. Employee Thrift Plan, as required by Form 11-K for the fiscal year of the plan ended December 31, 2007.

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\* Constitutes a management contract or compensatory plan or arrangement required to be filed as an exhibit to this report.

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

### EXHIBIT 23.2

#### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated June 30, 2008, with respect to the financial statements and supplemental schedules of the Pre-Paid Legal Services, Inc. Employee Stock Ownership and Thrift Plan for the year ended December 31, 2007, included in this Amendment No. 1 on Form 10-K/A of Pre-Paid Legal Services, Inc. for the year ended December 31, 2007. We hereby consent to the incorporation by reference of said report in the Registration Statement of Pre-Paid Legal Services, Inc. on Form S-8 (File No. 33-82144, effective July 28, 1994).

/s/GRANT THORNTON LLP

Oklahoma City, Oklahoma  
June 30, 2008

### EXHIBIT 31.1(a)

#### CERTIFICATION

I, Harland C. Stonecipher, certify that:

1. I have reviewed this annual report on Form 10-K of Pre-Paid Legal Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined

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in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information;
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: June 30, 2008

/s/ Harland C. Stonecipher

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Harland C. Stonecipher  
Chief Executive Officer

EXHIBIT 31.2(a)

CERTIFICATION

I, Steve Williamson, certify that:

- 1. I have reviewed this annual report on Form 10-K of Pre-Paid Legal Services, Inc.;
- 2. Based on my knowledge, this report does not contain any untrue statement of

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a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information;
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: June 30, 2008

/s/ Steve Williamson

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Steve Williamson  
Chief Financial Officer

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Exhibit 32.1(a)

CERTIFICATION PURSUANT TO 18 U.S.C. ss. 1350

Pursuant to 18 U.S.C. ss. 1350, the undersigned officer of Pre-Paid Legal Services, Inc. (the "Company"), hereby certifies that the Company's Annual Report on Form 10-K for the year ended December 31, 2007 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 30, 2008

/s/ Harland C. Stonecipher

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Harland C. Stonecipher  
Chairman, Chief Executive Officer  
and President

Exhibit 32.2(a)

CERTIFICATION PURSUANT TO 18 U.S.C. ss. 1350

Pursuant to 18 U.S.C. ss. 1350, the undersigned officer of Pre-Paid Legal Services, Inc. (the "Company"), hereby certifies that the Company's Annual Report on Form 10-K for the year ended December 31, 2007 (the "Report") fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: June 30, 2008

/s/ Steve Williamson

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Steve Williamson  
Chief Financial Officer

Exhibit 99.1

Financial information relating to the Pre-Paid Legal Services, Inc. Employee Stock Ownership and Thrift Plan, as required by Form 11-K for the fiscal year of the plan ended December 31, 2007.

C O N T E N T S

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM



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## FINANCIAL STATEMENTS

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

NOTES TO FINANCIAL STATEMENTS

## SUPPLEMENTAL SCHEDULES

SCHEDULE H, LINE 4i--ASSETS HELD FOR INVESTMENT PURPOSES

SCHEDULE H, LINE 4j--REPORTABLE TRANSACTIONS

Report of Independent Registered Public Accounting Firm  
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### Trustee and Participants

Pre-Paid Legal Services, Inc. Employee Stock Ownership and Thrift Plan

We have audited the accompanying statements of net assets available for benefits of Pre-Paid Legal Services, Inc. Employee Stock Ownership and Thrift Plan as of December 31, 2007 and 2006, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, 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 financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Pre-Paid Legal Services, Inc. Employee Stock Ownership and Thrift Plan as of December 31, 2007 and 2006, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets held at end of year and reportable transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the

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responsibility of the Plan's management. Such supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ GRANT THORNTON LLP

Oklahoma City, Oklahoma  
June 30, 2008

### Pre-Paid Legal Services, Inc. Employee Stock Ownership and Thrift Plan

#### STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31,

	2007
<b>ASSETS</b>	
Investments, at fair value	
Pre-Paid Legal Services, Inc. common stock	\$ 10,117
Participant-directed mutual funds	4,322
Common collective trust funds	593
Money market funds	4
Participant notes	199
Receivables	
Employer contributions	480
Other receivables	6
Cash and cash equivalents	6
Total assets	15,730
<b>LIABILITIES</b>	
Accounts payable	20
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	15,709
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit-responsive investment contracts	15
NET ASSETS AVAILABLE FOR BENEFITS	\$ 15,725

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The accompanying notes are an integral part of these statements.

Pre-Paid Legal Services, Inc. Employee Stock Ownership and Thrift Plan

### STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year ended December 31,

	2007
Additions to net assets attributed to	
Employer contributions	\$ 482
Participant contributions	689
Interest and dividend income	303
Net appreciation in fair value of investments	3,237
	-----
Total additions	4,712
Deductions from net assets attributed to	
Benefits paid to participants	1,225
Administrative fees	1
	-----
NET INCREASE IN NET ASSETS	3,486
Net assets available for benefits at beginning of year	12,239
	-----
Net assets available for benefits at end of year	\$ 15,725
	-----

The accompanying notes are an integral part of these statements.

Pre-Paid Legal Services, Inc. Employee Stock Ownership and Thrift Plan

### NOTES TO FINANCIAL STATEMENTS

December 31, 2007 and 2006

#### NOTE A - DESCRIPTION OF PLAN

The Pre-Paid Legal Services, Inc. Employee Stock Ownership and Thrift Plan (the "Plan") was established on January 1, 1988 for the benefit of the employees of Pre-Paid Legal Services, Inc. and its subsidiaries (the

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"Company"). The Plan is administered by a committee (the "Committee") of three employees appointed by the Company. The 401(k) Company serves as Investment Manager. The Employer and Nationwide Trust Company, FSB ("Nationwide") have entered into a Trust Agreement whereby Nationwide acts as Plan Trustee.

The following brief description of the provisions of the Plan is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

Under the terms of the Plan, the Trustee may acquire, hold and dispose of all cash and investments, including common and preferred stock of the Company in accordance with the Committee's written investment policy. Effective January 1, 2007, participants may direct the investment of 100% (25% prior to January 1, 2007) of their Elective Deferral accounts to any one or more of the investment funds designated by the Committee as permissible under the written investment policy. In addition, prior to January 1, 2007, participants who had attained the age of 55 had the right to make an election to direct the investment of up to 100% of their deferred compensation account and the vested portion of their Company Contribution Account in one or more of those permissible funds.

Each participant or beneficiary shall have the sole right to vote shares of Company common stock allocated to such participant's account. The right to vote such shares shall be exercised by directing the Committee as to the manner in which the shares shall be voted.

The Plan is a defined contribution plan covering certain employees of the Company and employees of affiliated companies which are included in the Company's consolidated tax return. The Plan year-end is December 31. All employees at least 21 years of age are eligible to enroll in the Plan on the first day of the month following the date the employee completes one year of service (1,000 hours) within 12 consecutive months of his/her employment date.

The Company may make discretionary contributions to the Plan for each Plan year. The contributions may vary from year to year and are determined by written action of the Board of Directors of the Company. Contributions may be made only out of the Company's consolidated net profits before federal and state income taxes from the current or a preceding year. The Company's contribution may be paid to the Trustee either in cash, qualified employer securities or in other property.

The discretionary matching company contribution is an amount determined, in the sole discretion of the Company and added to amounts forfeited by other participants, to match the following percentages of participants' deferred compensation contributions (up to a maximum of 6%) for the Plan year. The discretionary matching company contribution is allocated at the end of each Plan year to each participant's Company Contribution Account based on the following percentages:

Years of service on first day of Plan year -----	Matching percentages -----
0-3	50%
4-5	75%
6 or more	100%

A participant may elect to defer a portion of his compensation in the form of a contribution to his deferred compensation account under the Plan. Participants contribute to the Plan on a pre-tax basis only. Subject to the

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limitations contained in the Plan, a participant may elect to defer any portion of his compensation. However, a participant may never defer more than the lesser of the Internal Revenue Service limitation (\$15,500 and \$15,000 for 2007 and 2006, respectively) in any Plan year or a percentage of compensation greater than the maximum percentage of compensation determined annually by the Committee.

Separate accounts are maintained for each participant in the Plan. When an election is made by the participant to defer part of his compensation, an Employee Deferred Compensation Account is established. Each participant will also have a Company Contribution Account consisting of discretionary matching contributions made by the Company and a proportionate share of forfeitures.

All amounts in the participant's accounts are placed in a trust fund and invested by the Trustee. The Trustee must invest the trust fund solely in the interest of and for the exclusive purpose of providing benefits to the participants and their beneficiaries while minimizing the expenses of administering the Plan. Prior to January 1, 2007, all Company contributions and up to 75% of the participant's contributions could be invested in common stock of the Company, which are termed qualified employer securities. Effective January 1, 2007, the Plan was amended to allow the participants to direct the Trustee as to the investment of their contributions including the portion, if any, to be invested in employer securities.

A participant will be entitled to the full amount credited to his Company Contribution Account at the normal retirement date or upon permanent disability or death. If a participant terminates employment for any reason after he has completed at least one year of service, he will be entitled to receive a portion or all of his account, depending on his years of service. The percentage of the Company Contribution Account to which a participant is entitled and the percentage forfeited if a participant leaves the Company for reasons other than retirement, permanent disability or death prior to becoming fully vested is computed according to the following formula:

Years of service	Vested percentage	Forfeited percentage
Less than 1	0%	100%
1 but less than 2	20%	80%
2 but less than 3	40%	60%
3 but less than 4	60%	40%
4 but less than 5	80%	20%
5 or more	100%	0%

A participant will always be fully vested in his Employee Deferred Compensation Account, regardless of his years of service.

Upon termination of a participant's employment with the Company, the nonvested portion of the Company contribution is forfeited. Forfeitures are used to reduce future Company contributions. At December 31, 2007, forfeited nonvested accounts totaled approximately \$5,000.

The Company may amend the Plan at any time to conform to the Internal Revenue Code, Treasury Regulations and Rulings thereunder. The Company has the right to terminate the Plan at any time upon prior written notice to the Trustee and may direct the Trustee to liquidate the shares of participants in the trust fund. Upon termination or permanent suspension of contributions, the accounts of all participants affected thereby shall

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become nonforfeitable and shall be distributed.

### NOTE B - SUMMARY OF ACCOUNTING POLICIES

The following is a summary of the Plan's significant accounting policies.

#### 1. Basis of Accounting

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The Plan's financial statements are prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

#### 2. Cash and Cash Equivalents

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Cash and cash equivalents consist of the Plan's linked cash and money fund accounts at a national brokerage firm which may not be federally insured. The Plan has not experienced any losses in such accounts and believes it is not exposed to any significant credit risks on cash and cash equivalents. Money fund amounts have a unit value of \$1 and balances are immediately accessible by the Plan.

#### 3. Investments

-----

Investments are presented at fair value as measured by market prices in active markets, including national securities exchanges. The cost of Company common stock sold is determined on the basis of average cost. Actual cost is used as a basis for sales of all other investments. Investment transactions are recorded on a trade-date basis. The Plan's interest in the collective trust is valued based on information reported by the investment advisor using the audited financial statements of the collective trust at year-end. Dividends are recorded on the ex-dividend date.

The Plan presents in the statements of changes in net assets available for benefits, the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, Reporting on Fully Benefit-Responsive Investment Contracts Held by Certain Investments Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the "FSP"), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measure attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to a fully-benefit responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a collective trust. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

#### 4. Participant Notes

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Participant notes are approved by the Committee and cannot be made for an amount less than \$1,040 or exceed the lesser of \$50,000 reduced by the excess of the highest outstanding balance of loans during the one-year period ending on the day before the loan is made or one-half of the participant's vested balance. The notes are secured by the participants' vested interest in the Plan, bear interest and are repayable based upon rates and terms set forth in the Loan Policy. Participant notes are valued at cost which approximates fair value.

5. Noncash Contributions  
-----

Contributions of Company common stock are recorded at fair value as determined by the market price of Company common stock on the New York Stock Exchange for the day when the company match is contributed.

6. Expenses  
-----

The Company elected to pay substantially all of the Plan's administration expenses in 2007 and 2006 although it is not obligated to do so. Any expenses not paid by the Company are to be paid by the Plan and totaled \$1,860 in 2007 and \$1,000 for 2006.

7. Estimates  
-----

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

8. Adoption of New Accounting Guidance  
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In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements ("FASB 157"). FAS 157 defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. FAS 157 is effective for years beginning after November 15, 2007 and is not expected to have a material impact on the Plan's statement of assets available for benefits or statement of changes in assets available for benefits.

NOTE C - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets:

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Non-participant directed investments	
Common stock - Pre-Paid Legal Services, Inc. (0 and 204,146 shares, respectively)	\$
Participant directed investments	
Common stock - Pre-Paid Legal Services, Inc. (182,788 and 0 shares, respectively)	10,1
Washington Mutual Investors Fund/R4 (32,704 and 23,673 units, respectively)	1,0
Growth Fund of America/R4 (26,737 and 19,015 units, respectively)	9
Euro Pacific Growth Fund/R4 (16,736 units and 11,303 units, respectively)	8

The following table presents the net appreciation (depreciation) (including gains and losses on investments bought and sold, as well as held during the year) by type of investment for the years ended December 31:

	20
	-----
Corporate common stock - Pre-Paid Legal Services, Inc.	\$ 3,2
Mutual funds	(2
	-----
	\$ 3,2
	=====

NOTE D - NONPARTICIPANT-DIRECTED INVESTMENTS

Information regarding the Plan's nonparticipant-directed investment in the Company's common stock at December 31, 2006 is included in Note C above. Due to a plan amendment effective January 1, 2007, participants are able to direct all investments. Significant components of the changes in net assets relating to nonparticipant-directed investments (including activity in the Plan's cash and cash equivalents) is as follows for the year ended December 31, 2006:

Net investment gain and interest income
Contributions
Employer
Employee
Benefits paid to participants
Transfers from participant-directed investments, net



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NOTE E - TAX STATUS

A favorable determination letter dated November 16, 2005 was received from the Internal Revenue Service indicating that the Plan, as amended through November 1, 2004, qualifies under section 401(a) of the Internal Revenue Code and is exempt from federal income taxes under section 501(a) of the Code. The Plan has been further amended since receiving the determination letter. However, the Company and the Committee believe that the Plan is currently designed and operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, the Company and the Committee believe that the Plan continues to be qualified and no provision for income taxes has been included in the Plan's financial statements.

NOTE F - DISTRIBUTIONS

Former participants may request distribution of their accounts in the form of Company common stock or cash. Former participants who have elected to diversify all or a portion of their Plan accounts into mutual fund investments will receive a distribution of mutual fund shares or cash. Distributions made in 2007 consisted of cash of \$1,225,033. Distributions made in 2006 consisted of cash of \$376,478.

Former participants who terminated employment during 2007 and had not yet received distribution of their account at December 31, 2007 will receive distribution in 2008. The balance due former participants at December 31, 2007 included cash of \$2,203.

SUPPLEMENTAL SCHEDULES

Pre-Paid Legal Services, Inc. Employee Stock Ownership and Thrift Plan

SCHEDULE H, LINE 4i--SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2007

(a)	(b)	(c)	(d)
Identity of issuer, borrower, Identity of issuer, borrower lessor or similar party	Description of investment including maturity date, rate of interest, collateral, par or maturity value	Cost	
*Pre-Paid Legal Services, Inc. Common Stock	Common Stock, 182,788 shares/units	**	
Federated Capital Reserve	Money Market Funds, 4,129.140 shares/units	**	
SEI Stable Asset	Common Collective Trust Fund, 608,782.150	**	

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	shares/units	
American Balanced Fund/R4	Mutual Funds, 11,159.395 shares/units	**
Bond Fund of America/R4	Mutual Funds, 58,046.044 shares/units	**
Euro Pacific Growth Fund/R4	Mutual Funds, 16,736.273 shares/units	**
Growth Fund of America/R4	Mutual Funds, 26,736.778 shares/units	**
Vanguard Small Cap Growth Index Fund	Mutual Funds, 9,333.081 shares/units	**
Vanguard Small Cap Value Index/Inv	Mutual Funds, 20,847.991 shares/units	**
Washington Mutual Investors Fund/R4	Mutual Funds, 32,703.615 shares/units	**

\*Participant Loans                      Participant loans, maturity dates various thru June 2016; interest rates vary between 6.75% and 10.25%

Total Investments

\*Party-in-interest

\*\*Cost not required for participant-directed investments

Pre-Paid Legal Services, Inc. Employee Stock Ownership and

SCHEDULE H, LINE 4j--REPORTABLE TRANSACTIONS

Year ended December 31, 2007

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Identity of party involved	Description of asset	Purchase price	Selling price	Lease rental	Expenses incurred with transaction	Cost of asset
-----	-----	-----	-----	-----	-----	-----
*Pre-Paid Legal Services, Inc.	Common Stock, 101 sales	\$ -	\$1,885,956	\$ -	\$ -	\$ 718,3

\* Party in interest