

REGIS CORP  
Form 10-Q/A  
May 20, 2005

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

**FORM 10-Q/A**

**(Amendment No. 1)**

(Mark One)

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

For the quarterly period ended December 31, 2004

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 011230

**Regis Corporation**

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Minnesota

41-0749934

(State or other jurisdiction of  
incorporation or organization)

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

7201 Metro Boulevard, Edina, Minnesota

55439

(Address of principal executive offices)

(Zip Code)

(952)947-7777

\_\_\_\_\_  
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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.

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Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of January 31, 2005:

Common Stock, \$.05 par value

44,716,962

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Class

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Number of Shares

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EXPLANATORY NOTE

The Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2004 was filed with the SEC on February 9, 2005 (the Original Filing). The Company is filing this Amendment No. 1 to its Quarterly Report on Form 10-Q for the quarter ended December 31, 2004 (Form 10-Q/A) to reflect restatements of its Condensed Consolidated Balance Sheets at December 31, 2004 and June 30, 2004, its Condensed Consolidated Statement of Operations for the three and six months ended December 31, 2004 and 2003, its Condensed Consolidated Statement of Cash Flows for the six months ended December 31, 2004 and 2003, and the related notes thereto, as discussed below. For a more detailed description of these restatements, see Restatement of Financial Statements in Note 2 of the Notes to the Condensed Consolidated Financial Statements included in Item 1, Financial Statements, of this Form 10-Q/A. Information presented in the section entitled Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations has also been revised, as applicable, for the effects of the restatement of financial data.

During the third quarter of its fiscal year ending June 30, 2005 (fiscal year 2005), Regis Corporation (the Company) became aware that a number of retailers and restaurant operators had disclosed in their filings with the Securities and Exchange Commission (SEC) that they were reassessing their accounting related to leases and that some companies had restated their financial statements to reflect changes in their accounting for leases. In light of these disclosures and restatements, the Company conducted a review of its lease accounting policies and practices.

In its lease accounting review, the Company examined its leases to determine the appropriate lease term for each lease under generally accepted accounting principles (GAAP). Typically, the Company's operating leases do not require rental payments to begin until the salon is opened. The leased space is sometimes made available to the Company prior to the commencement of salon operations in order to allow time for installing normal leasehold improvements and equipment necessary to operate a salon. The Company historically began to recognize rental expense on a straight-line basis at the earlier of the commencement of operations or the commencement of rental payments. However, the Company did not include the rent holiday period in its straight-line rent calculation. A rent holiday is considered to be any period where the lessee has the right to control the use of the leased property but no rental payments are required under the lease during that period. FASB Technical Bulletin (FTB) 85-3, Accounting for Operating Leases with Scheduled Rent Increases, requires rent holiday periods in an operating lease to be recognized by the lessee on a straight-line basis over the lease term, which includes any rent holiday period.

Based on the review of the Company's accounting for operating leases, the Company determined that it would be appropriate to restate certain of its prior financial statements to appropriately account for rent holiday periods. On April 13, 2005, the Company determined that its previously filed financial statements included in its Annual Report on Form 10-K for fiscal year 2004 (ended June 30, 2004) and its previously filed financial statements included in its Quarterly Reports on Form 10-Q for the first two quarters of fiscal year 2005 should be restated. The restatement to appropriately account for rent holidays had no impact on the overall cash flows of the Company's business. The Company has completed its lease accounting review and has reflected all of the necessary adjustments in its restated Condensed Consolidated Financial Statements.

This Form 10-Q/A sets forth the content of the Original Filing in its entirety, with changes to Items 1, 2, and 4 of Part I and Item 6 of Part II of the Original Filing amended, in each case, solely as a result of, and to reflect, the restatement. No other information in the Original Filing has been amended in this Form 10-Q/A. Pursuant to the rules of the SEC, Item 6 of Part II of the Original Filing has been amended to contain the awareness letter of the Company's independent registered public accountants and currently-dated certifications from the Company's Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002. The awareness letter of the Company's independent registered public accountant is attached to this Form 10-Q/A as Exhibit 15. The certifications of the Company's CEO and CFO are attached to this form 10-Q/A as Exhibits 31.1, 31.2, 32.1 and 32.2.

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Except for the foregoing amended information, this Form 10-Q/A continues to describe conditions as of the date of the Original Filing, and the Company has not updated the disclosures contained herein to reflect events that have occurred subsequent to that date. Other events occurring after the date of the Original Filing or other information necessary to reflect subsequent events have been disclosed in reports filed with the SEC subsequent to the Original Filing and any other reports filed with the SEC subsequent to the date of this filing.

The Company has not amended and does not intend to amend its previously-filed Annual Reports on Form 10-K or Quarterly Reports on Form 10-Q for the periods affected by the restatement that ended prior to June 30, 2004. For this reason, the Consolidated Financial Statements, reports of independent accountants and related financial information for the affected periods contained in such reports should no longer be relied upon.

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**PART I - FINANCIAL INFORMATION**  
**Item 1. Condensed Consolidated Financial Statements**

**REGIS CORPORATION**

**CONDENSED CONSOLIDATED BALANCE SHEET (Unaudited)**  
**as of December 31, 2004 and June 30, 2004**  
**(Dollars in thousands, except per share amounts)**

	<b>December 31,</b>	<b>June 30,</b>
	<b>2004</b>	<b>2004</b>
	(as restated,	(as restated,
	see Note 2)	see Note 2)
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 118,333	\$ 73,567
Receivables, net	45,771	35,033
Inventories	173,652	161,304
Deferred income taxes	14,373	15,285
Other current assets	28,370	28,253
 Total current assets	 380,499	 313,442
Property and equipment, net	411,644	381,903
Goodwill	625,586	457,140
Other intangibles, net	210,751	79,174
Other assets	52,085	40,200
 Total assets	 \$ 1,680,565	 \$ 1,271,859
 <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Current liabilities:		
Long-term debt, current portion	\$ 6,368	\$ 19,128
Accounts payable	66,225	53,112
Accrued expenses	159,921	129,721
 Total current liabilities	 232,514	 201,961
Long-term debt	513,295	282,015
Other noncurrent liabilities	170,969	105,863
 Total liabilities	 916,778	 589,839
 Commitments and contingencies		
 Shareholders equity:		

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Preferred stock, authorized 250,000 shares at December 31, 2004 and June 30, 2004

Common stock, \$.05 par value; issued and outstanding 44,661,488 and 44,283,949 common shares at December 31, 2004 and June 30, 2004, respectively

Additional paid-in capital	2,228	2,214
Accumulated other comprehensive income	230,550	220,204
Retained earnings	62,442	40,615
	468,567	418,987

Total shareholders equity	763,787	682,020
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Total liabilities and shareholders equity	\$ 1,680,565	\$ 1,271,859
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The accompanying notes are an integral part of the unaudited Condensed Consolidated Financial Statements.



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**CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (Unaudited)**  
**for the three months ended December 31, 2004 and 2003**  
**(Dollars in thousands, except per share amounts)**

	<b>2004</b>	<b>2003</b>
	(as restated, see Note 2)	(as restated, see Note 2)
Revenues:		
Service	\$ 357,147	\$ 306,630
Product	160,249	147,442
Royalties and fees	19,936	18,380
	537,332	472,452
Operating expenses:		
Cost of service	203,604	171,452
Cost of product	84,392	76,902
Site operating expenses	44,751	39,154
General and administrative	64,105	54,429
Rent	75,117	65,094
Depreciation and amortization	20,765	18,673
Total operating expenses	492,734	425,704
Operating income	44,598	46,748
Other income (expense):		
Interest	(5,467)	(3,851)
Other, net	1,024	331
Income before income taxes	40,155	43,228
Income taxes	(13,671)	(15,692)
Net income	\$ 26,484	\$ 27,536
Net income per share:		
Basic	\$ 0.59	\$ 0.63
Diluted	\$ 0.57	\$ 0.60

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Weighted average common and common equivalent shares outstanding:			
Basic		44,534	43,893
Diluted		46,468	45,973
Cash dividends declared per common share		\$ 0.04	\$ 0.03

The accompanying notes are an integral part of the unaudited Condensed Consolidated Financial Statements.

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**CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (Unaudited)**  
**for the six months ended December 31, 2004 and 2003**  
**(Dollars in thousands, except per share amounts)**

	<b>2004</b>	<b>2003</b>
	(as restated, see Note 2)	(as restated, see Note 2)
Revenues:		
Service	\$ 696,582	\$ 609,582
Product	308,368	287,102
Royalties and fees	38,604	36,489
	1,043,554	933,173
Operating expenses:		
Cost of service	396,190	341,853
Cost of product	161,976	151,215
Site operating expenses	88,052	77,701
General and administrative	121,806	107,873
Rent	147,625	128,620
Depreciation and amortization	40,560	36,299
Total operating expenses	956,209	843,561
Operating income	87,345	89,612
Other income (expense):		
Interest	(9,775)	(8,219)
Other, net	1,701	671
Income before income taxes	79,271	82,064
Income taxes	(27,595)	(29,879)
Net income	\$ 51,676	\$ 52,185
Net income per share:		
Basic	\$ 1.16	\$ 1.19
Diluted	\$ 1.11	\$ 1.14

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Weighted average common and common equivalent shares outstanding:			
Basic		44,423	43,795
Diluted		46,359	45,835
Cash dividends declared per common share	\$	0.08	\$ 0.06

The accompanying notes are an integral part of the unaudited Condensed Consolidated Financial Statements.

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**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)**  
**for the six months ended December 31, 2004 and 2003**  
**(Dollars in thousands)**

	<b>2004</b>	<b>2003</b>
	(as restated, see Note 2)	(as restated, see Note 2)
Cash flows from operating activities:		
Net income	\$ 51,676	\$ 52,185
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	38,137	34,888
Amortization	2,423	1,724
Deferred income taxes	4,125	5,604
Other	595	179
Changes in operating assets and liabilities:		
Receivables	(1,265)	(2,408)
Inventories	(8,407)	4,883
Other current assets	1,546	(1,950)
Other assets	(6,836)	(2,870)
Accounts payable	7,221	881
Accrued expenses	15,075	14,057
Other noncurrent liabilities	8,245	6,558
Net cash provided by operating activities	112,535	113,731
Cash flows from investing activities:		
Capital expenditures	(46,709)	(34,404)
Proceeds from sale of assets	602	95
Purchases of salon net assets, net of cash acquired	(244,743)	(33,611)
Net cash used in investing activities	(290,850)	(67,920)
Cash flows from financing activities:		
Borrowings on revolving credit facilities	890,315	385,175
Payments on revolving credit facilities	(760,633)	(396,150)
Proceeds from issuance of long-term debt	100,000	11,860
Repayment of long-term debt	(17,226)	(20,110)
Other, primarily increase (decrease) in negative book cash balances	2,672	(8,838)
Dividends paid	(3,555)	(2,631)
Repurchase of common stock	(442)	(3,373)
Proceeds from issuance of common stock	6,425	10,390
Net cash provided by (used in) financing activities	217,556	(23,677)

Effect of exchange rate changes on cash and cash equivalents	5,525	3,568
Increase in cash and cash equivalents	44,766	25,702
Cash and cash equivalents:		
Beginning of period	73,567	55,454
End of period	\$ 118,333	\$ 81,156

The accompanying notes are an integral part of the unaudited Condensed Consolidated Financial Statements.

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)**

**1. BASIS OF PRESENTATION OF UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS:**

The unaudited interim Condensed Consolidated Financial Information of Regis Corporation (the Company) as of December 31, 2004 and for the three and six months ended December 31, 2004 and 2003, reflect, in the opinion of management, all adjustments (all of which are normal and recurring in nature) necessary to fairly state the consolidated financial position of the Company as of December 31, 2004 and the consolidated results of its operations and its cash flows for the interim periods. The results of operations and cash flows for any interim period are not necessarily indicative of results of operations and cash flows for the full year.

The Consolidated Balance Sheet data for June 30, 2004 was derived from audited Consolidated Financial Statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America (GAAP). The unaudited interim Condensed Consolidated Financial Statements should be read in conjunction with the Company's Annual Report on Form 10-K/A for the year ended June 30, 2004 and other documents filed or furnished with the Securities and Exchange Commission (SEC) during the current fiscal year.

With respect to the unaudited condensed financial information of the Company for the three and six month periods ended December 31, 2004 and 2003 included in this Form 10-Q/A, PricewaterhouseCoopers LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate report dated January 26, 2005 appearing herein, states that they did not audit and they do not express an opinion on that unaudited financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. PricewaterhouseCoopers LLP is not subject to the liability provisions of Section 11 of the Securities Act of 1933 for their report on the unaudited financial information because that report is not a report or a part of the registration statement prepared or certified by PricewaterhouseCoopers LLP within the meaning of Sections 7 and 11 of the Act.

**Cost of Product Used and Sold:**

Product costs related to the sale of product or services to salon customers are determined by applying estimated gross profit margins to service and product revenues, which are based on historical factors including product pricing trends and estimated shrinkage. In addition, the estimated gross profit margin is adjusted based on the results of physical inventory counts performed at least semi-annually. During September of fiscal year 2005, the Company performed a physical inventory count which was finalized during the second quarter and resulted in changes in the Company's interim fiscal usage estimates, and a corresponding adjustment that increased second quarter cost of sales by approximately \$1.5 million. Significant changes in product costs, volumes or shrinkage could have a material impact on the Company's gross margin. Product costs related to the sale of product to franchisees are determined by weighted average cost.

**Property and Equipment:**

Property and equipment are carried at cost, less accumulated depreciation and amortization. Depreciation and amortization of property and equipment are computed on the straight-line method over estimated useful asset lives (30 to 39 years for buildings and improvements and five to ten years for equipment, furniture, software and

leasehold improvements). Leasehold improvements are amortized over the shorter of their estimated useful lives or the related lease term, generally ten years. For leases with renewal periods at the Company's option, management may determine at the inception of the lease that renewal is reasonably assured if failure to exercise a renewal option imposes an economic penalty to the Company. In such cases, the Company will include the renewal option period along with the original stated lease period in the determination of appropriate estimated useful lives.

The Company capitalizes both internal and external costs of developing or obtaining computer software for internal use. Costs incurred to develop internal-use software during the application development stage are capitalized, while data conversion, training and maintenance costs associated with internal-use software are expensed as incurred. Amortization expense related to capitalized software is determined based on an estimated useful life of five or seven years.



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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)  
(Unaudited)**

Expenditures for maintenance and repairs and minor renewals and betterments which do not improve or extend the life of the respective assets are expensed. All other expenditures for renewals and betterments are capitalized. The assets and related depreciation and amortization accounts are adjusted for property retirements and disposals with the resulting gain or loss included in operations. Fully depreciated/amortized assets remain in the accounts until retired from service.

**Deferred Rent and Rent Expense:**

The Company leases most salon, beauty school and hair restoration center locations under operating leases. Most lease agreements contain tenant improvement allowances funded by landlord incentives, rent holidays, rent escalation clauses and/or contingent rent provisions. Accounting principles generally accepted in the United States of America require rent expense to be recognized on a straight-line basis over the lease term. The difference between the rent due under the stated periods of the lease compared to that of the straight-line basis is recorded as deferred rent within other noncurrent liabilities in the Condensed Consolidated Balance Sheet.

For purposes of recognizing incentives and minimum rental expenses on a straight-line basis over the terms of the leases, the Company uses the date that it obtains the legal right to use and control the leased space to begin amortization, which is generally when the Company enters the space and begins to make improvements in preparation of intended use of the leased space.

For tenant improvement allowances funded by landlord incentives and rent holidays, the Company records a deferred rent liability in other noncurrent liabilities on the Condensed Consolidated Balance Sheet and amortizes the deferred rent as a reduction to rent expense on the Condensed Consolidated Statements of Operations over the term of the lease (including one renewal option period if renewal is reasonably assured based on the imposition of an economic penalty for failure to exercise the renewal option).

Certain lease agreements contain rent escalation clauses which provide for scheduled rent increases during the lease term or for rental payments commencing at a date other than the date of initial occupancy. Such stepped rent expense is recorded in the Condensed Consolidated Statements of Operations on a straight-line basis over the lease term (including one renewal option period if renewal is reasonably assured based on the imposition of an economic penalty for failure to exercise the renewal option).

Certain leases provide for contingent rents, which are determined as a percentage of revenues in excess of specified levels. The Company records a contingent rent liability in accrued expenses on the Condensed Consolidated Balance Sheet, along with the corresponding rent expense in the Condensed Consolidated Statement of Operations, when specified levels have been achieved or when management determines that achieving the specified levels during the fiscal year is probable.

**Reclassifications:**

Certain prior period amounts have been reclassified to conform to the current year presentation. These reclassifications had no effect on net income or shareholders' equity as previously presented.

**Recent Accounting Pronouncements:**

In December 2004, the Financial Accounting Standards Board (FASB) issued a revised FAS No. 123, Share-Based Payment (revised 2004) (FAS No. 123R), which supersedes APB No. 25 and amends FAS No. 123 to require

companies to expense the value of stock-based compensation plans. Additionally, FAS 123R, once adopted, disallows the use of the prospective transition method permitted by FAS No. 148. FAS 123R is effective as of the beginning of the first interim or annual reporting period that begins after June 15, 2005 (i.e., the beginning of the Company's fiscal year 2006).

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)  
(Unaudited)**

As discussed in Note 1 in conjunction with stock-based employee compensation plans, the Company currently has three types of stock-based compensation: stock options, SARs and restricted stock. The Company adopted the fair value recognition provisions of FAS No. 123 using the prospective transition method as of the beginning of fiscal year 2004. No SARs or restricted stock were issued before fiscal year 2004; therefore, the adoption of FAS No. 123R has no effect with respect to these types of stock-based awards. However, in compliance with the prospective transition method under FAS No. 148, no compensation expense is currently recognized in the Company's Condensed Consolidated Statement of Operations with respect to stock options granted prior to fiscal year 2004 (the date upon which Company adopted the fair value recognition provisions under FAS No. 123). The Company will adopt FAS No. 123R on July 1, 2005. Under the provisions of FAS 123R, compensation expense will also be recognized in earnings over the vesting period for stock options which remain unvested as of the date of adoption (July 1, 2005), regardless of their grant date. The Company expects the adoption of FAS 123R to incrementally increase compensation expense by approximately \$2.6 million during fiscal year 2006.

In November, 2004, the FASB issued FAS No. 151, Inventory Costs, an Amendment of ARB No. 43, Chapter 4 (FAS No. 151). FAS No. 151 clarifies the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material (spoilage) by requiring all such costs to be recognized as current period charges regardless of whether or not the costs meet the criterion of so abnormal. Additionally, the Statement requires that the allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. This Statement is effective prospectively for inventory costs incurred during fiscal years beginning after June 15, 2005. The Company is currently evaluating the impact of adopting this Statement on its Consolidated Financial Statements.

Also in December 2004, the FASB issued FAS No. 153, Exchanges of Nonmonetary Assets an Amendment of APB Opinion No. 29 (FAS No. 153). The guidance in APB Opinion No. 29 is based on the principle that exchanges of nonmonetary assets should be measured based on the fair value of the assets exchanged, with the exception that nonmonetary exchanges of similar productive assets should be recorded on a carryover basis. FAS No. 153 amends APB Opinion No. 29 to eliminate this exception for similar productive assets and replace it with the general exception for exchanges of nonmonetary assets that do not have commercial substance. A nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. The provisions of FAS No. 153 should be applied prospectively to nonmonetary asset exchanges occurring in fiscal periods beginning after June 15, 2005, with early application permitted. The Company does not expect the adoption of this Statement to have any impact on its Consolidated Financial Statements.

In October, 2004, the FASB ratified the consensus reached by the Emerging Issues Task Force (EITF) on EITF Issue No. 04-1 Accounting for Preexisting Relationships between the Parties to a Business Combination (EITF 04-1). This EITF requires, upon the acquisition of a business, acquiring companies to separately account for any pre-existing contractual relationships with the acquired entity. Amounts paid in settlement of any executory contracts must be expensed, measured at the lesser of (a) the amount by which the contract is favorable or unfavorable to market (from the acquiring company's perspective) or (b) any stated settlement provisions in the contract. The reacquisition of an acquired entity's contractual right to use the acquiring company's intangible assets must be recognized as an intangible asset apart from goodwill, measured at a value not to exceed any stated reacquisition amount included in the contract. If a business combination effectively settles a lawsuit or executory contract and that settlement results in a gain or loss for the acquiring company, that company must recognize a settlement gain or loss. The following disclosures are also required by EITF 04-1: (a) the nature of the pre-existing relationship; (b) the fair value of the acquired entity's assets and liabilities that were settled, including how fair value was determined; and (c) the amount of the settlement gain or loss recognized. This EITF must be applied to business combinations after October 13, 2004. The adoption of EITF

04-1 has not had, and the Company does not expect it to have in the future, a material impact on its Consolidated Financial Statements. When purchasing its franchisees, the fair value of any reacquired franchise right is estimated and considered in the purchase price allocation.

**Table of Contents****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)  
(Unaudited)**

Also during October 2004, the FASB ratified the consensus reached by the EITF with respect to EITF Issue No. 04-10, Determining Whether to Aggregate Operating Segments That Do Not Meet the Quantitative Thresholds (EITF 04-10), which clarifies the guidance in paragraph 19 of FAS No. 131, Disclosures about Segments of an Enterprise and Related Information (FAS No. 131). According to EITF 04-10, operating segments that do not meet the quantitative thresholds can be aggregated under paragraph 19 only if aggregation is consistent with the objective and basic principle of FAS No. 131, the segments have similar economic characteristics, and the segments share a majority of the aggregation criteria listed in items (a)-(e) in paragraph 17 of FAS No. 131. The FASB staff is currently working on a FASB Staff Position (FSP) to provide guidance in determining whether two or more operating segments have similar economic characteristics. The effective date of EITF 04-10 has been delayed in order to coincide with the effective date of the anticipated FSP, with early application is permitted. The adoption of EITF 04-10 is not expected to have an impact on the Company's Consolidated Financial Statements.

On December 21, 2004, the FASB issued FASB Staff Position (FSP) No. FAS 109-2, Accounting and Disclosure Guidance for the Foreign Earnings Repatriation Provision within the American Jobs Creation Act of 2004. FSP No. FAS 109-2 provides accounting and disclosure guidance for the repatriation provision under the American Jobs Creation Act of 2004, and allows additional time for entities potentially impacted by the provision to determine whether any foreign earnings will be repatriated under those provisions. As discussed in Note 8, the Company has completed a preliminary evaluation of the repatriation provisions and Treasury guidance and has determined that there is no advantage to electing repatriation under the Act.

**Stock-Based Employee Compensation Plans:**

At December 31, 2004, the Company had the 2004 Long Term Incentive Plan (2004 Plan) and the 2000 Stock Option Plan. Additionally, the Company has outstanding stock options under its 1991 Stock Option Plan, although the Plan terminated in 2001. Prior to July 1, 2003, the Company accounted for its 2000 Stock Option Plan and 1991 Stock Option Plan using the intrinsic value method under the recognition and measurement principles of Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees (APB No. 25) and related Interpretations and applied Statement of Financial Accounting Standards (FAS) No. 123, Accounting for Stock-Based Compensation (FAS No. 123), as amended by FAS No. 148, Accounting for Stock-Based Compensation Transition and Disclosure (FAS No. 148), for disclosure purposes only. The FAS No. 123 disclosures include pro forma net income and earnings per share as if the fair value-based method of accounting had been used. Under the provisions of APB No. 25, no stock-based employee compensation cost is reflected in net income, as all options granted under those plans had an exercise price equal to the market value of the underlying stock on the date of grant.

Effective July 1, 2003, the Company adopted the fair value recognition provisions of FAS No. 123 using the prospective transition method. Under the prospective method of adoption, compensation cost is recognized related to options granted, modified or settled after the beginning of the fiscal year in which the fair value method is first adopted. Under this approach, fiscal year 2005 and 2004 compensation expense is less than it would have been had the fair value recognition provisions of FAS No. 123 been applied from its original effective date because the fair value of the options vesting during the year which were granted prior to fiscal year 2004 are not recognized under the prospective transition method in the Condensed Consolidated Statement of Operations. Options granted in fiscal years prior to the adoption of the fair value recognition provisions continue to be accounted for under APB Opinion No. 25 during fiscal year 2005. The adoption of the fair value recognition provisions for stock options increased the Company's second quarter and year-to-date fiscal year 2005 compensation expense by approximately \$0.2 million, and is expected to increase total fiscal year 2005 compensation expense by approximately \$0.3 million.

The 2004 Plan was approved by the Company's Board of Directors in May of 2004 and received shareholder approval on October 28, 2004. In June 2004 (prior to shareholder approval), 72,500 shares of restricted stock and 110,750 stock appreciation rights (SARs) were awarded under the 2004 Plan, pending shareholder approval. No stock options have been granted under the 2004 Plan. Since the 2004 Plan did not receive shareholder approval until the second quarter of fiscal year 2005, no compensation expense was recognized related to the 2004 Plan prior to this quarter. During the three months ended December 31, 2004, compensation expense of approximately \$0.1 million and less than \$0.1 million was recognized related to restricted stock and SARs, respectively.

**Table of Contents****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)  
(Unaudited)**

The Company's pro forma net income and pro forma earnings per share for the three and six months ended December 31, 2004 and 2003 was as follows:

	<b>For the Periods Ended December 31,</b>			
	<b>Three Months</b>		<b>Six Months</b>	
	<b>2004</b>	<b>2003</b>	<b>2004</b>	<b>2003</b>
(Dollars in thousands, except per share amounts)				
Net income, as reported (as restated, see Note 2)	\$ 26,484	27,536	\$ 51,676	\$ 52,185
Add: Stock-based employee compensation expense included in reported net income, net of related tax effects	164		214	
Deduct: Total stock-based employee compensation expense determined under fair value based methods for all awards, net of related tax effects	(1,588)	(1,652)	(3,157)	(3,327)
Pro forma net income (as restated, see Note 2)	\$ 25,060	\$ 25,884	\$ 48,733	\$ 48,858
Earnings per share:				
Basic as reported (as restated, see Note 2)	\$ 0.59	\$ 0.63	\$ 1.16	\$ 1.19
Basic pro forma (as restated, see Note 2)	\$ 0.56	\$ 0.59	\$ 1.10	\$ 1.12
Diluted as reported (as restated, see Note 2)	\$ 0.57	\$ 0.60	\$ 1.11	\$ 1.14
Diluted pro forma (as restated, see Note 2)	\$ 0.54	\$ 0.57	\$ 1.05	\$ 1.07

The fair value of options was calculated utilizing the Black-Scholes option-pricing model and the following key weighted average assumptions:

	<b>2004</b>	<b>2003</b>
Risk-free interest rate	4.16%	2.89%
Expected life in years	5.50	7.25
Expected volatility	30.0%	42.0%
Expected dividend yield	0.37%	0.45%

**2. RESTATEMENT OF FINANCIAL STATEMENTS:**

During the third quarter of its fiscal year ending June 30, 2005 (fiscal year 2005), the Company became aware that a number of retailers and restaurant operators had disclosed in their filings with the SEC that they were reassessing their accounting related to leases and that some companies had restated their financial statements to reflect changes in their accounting for leases. In light of these disclosures and restatements, the Company conducted a review of its lease accounting policies and practices.

In its lease accounting review, the Company examined its real estate leases to determine the appropriate lease term for each lease under GAAP. Typically, the Company's operating leases do not require rental payments to begin until the salon is opened. The leased space is sometimes made available to the Company prior to the commencement of salon operations in order to allow time for installing normal leasehold improvements and equipment necessary to operate a salon. The Company historically began to recognize rental expense on a straight-line basis at the earlier of the commencement of operations or the commencement of rental payments. However, the Company did not previously include the rent holiday period in its straight-line rent calculation. A rent holiday is considered to be any period where the lessee has the right to control the use of the leased property but no rental payments are required under the lease during that period. FASB Technical Bulletin (FTB) 85-3,

Accounting for Operating Leases with Scheduled Rent Increases, requires rent holiday periods in an operating lease to be recognized by the lessee on a straight-line basis over the lease term, which includes any rent holiday period.



**Table of Contents****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)  
(Unaudited)**

Based on the review of the Company's accounting for operating leases, the Company concluded that its previously reported rent expense amounts needed to be restated to reflect rent holidays on a straight-line basis over the appropriately defined lease term. This correction generally results in an increase of the total amount of rent expense recorded each fiscal year, with a corresponding adjustment to the deferred rent liability (within other noncurrent liabilities on the Condensed Consolidated Balance Sheet). The adjustment to lease expense is tax effected, which causes adjustments to income tax expense within the Condensed Consolidated Statement of Operations, as well as deferred income taxes (within other noncurrent liabilities) in the Condensed Consolidated Balance Sheet.

The Company restated its previously issued financial statements, including those in the Company's 2004 Annual Report on Form 10-K for the fiscal year ended June 30, 2004 and those in the Company's Quarterly Reports on Form 10-Q for the quarters ended September 30, 2004 and December 31, 2004. The restatement did not have any effect on the Company's previously reported consolidated revenues or cash flow from operations. Following is a summary of the effects of the lease accounting corrections on the Company's Condensed Consolidated Statements of Operations for the three and six months ended December 31, 2004 and 2003:

**Condensed Consolidated Statement of  
Operations  
For the Three Months Ended December 31,  
2004**

	2004			2003		
	As Previously Reported	Adjustment	As Restated	As Previously Reported	Adjustment	As Restated
(Dollars in thousands)						
Rent	\$ 74,670	\$ 447	\$ 75,117	\$ 64,759	\$ 335	\$ 65,094
Operating income	45,045	(447)	44,598	47,083	(335)	46,748
Income before income taxes	40,602	(447)	40,155	43,563	(335)	43,228
Income taxes	(13,838)	167	(13,671)	(15,901)	209	(15,692)
Net income	26,764	(280)	26,484	27,662	(126)	27,536
Net income per share basic	\$ 0.60	\$ (0.01)	\$ 0.59	\$ 0.63	\$	\$ 0.63
Net income per share diluted	\$ 0.58	\$ (0.01)	\$ 0.57	\$ 0.60	\$	\$ 0.60

**Condensed Consolidated Statement of  
Operations  
For the Six Months Ended December 31,  
2004**

	2004			2003		
	As Previously Reported	Adjustment	As Restated	As Previously Reported	Adjustment	As Restated
(Dollars in thousands)						
Rent	\$ 146,719	\$ 906	\$ 147,625	\$ 127,818	\$ 802	\$ 128,620
Operating income	88,251	(906)	87,345	90,414	(802)	89,612
Income before income taxes	80,177	(906)	79,271	82,866	(802)	82,064
Income taxes	(27,934)	339	(27,595)	(30,246)	367	(29,879)
Net income	52,243	(567)	51,676	52,620	(435)	52,185
Net income per share basic	\$ 1.18	\$ (0.02)	\$ 1.16	\$ 1.20	\$ (0.01)	\$ 1.19
Net income per share diluted	\$ 1.13	\$ (0.02)	\$ 1.11	\$ 1.15	\$ (0.01)	\$ 1.14

Following is a summary of the effects of the lease accounting corrections on the Company's Condensed Consolidated Balance Sheet as of December 31, 2004 and June 30, 2004:

	<b>Condensed Consolidated Balance Sheet</b>					
	<b>December 31, 2004</b>			<b>June 30, 2004</b>		
	<b>As</b>		<b>As</b>	<b>As</b>		<b>As</b>
	<b>Previously</b>	<b>Adjustment</b>	<b>Restated</b>	<b>Previously</b>	<b>Adjustment</b>	<b>Restated</b>
	<b>Reported</b>			<b>Reported</b>		
(Dollars in thousands)						
Other noncurrent liabilities	\$ 164,828	\$ 6,141	\$ 170,969	\$ 100,322	\$ 5,541	\$ 105,863
Total liabilities	910,637	6,141	916,778	584,298	5,541	589,839
Accumulated other comprehensive income	62,502	(60)	62,442	40,642	(27)	40,615
Retained earnings	474,648	(6,081)	468,567	424,501	(5,514)	418,987
Total shareholders' equity	769,928	(6,141)	763,787	687,561	(5,541)	682,020

**Table of Contents****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)  
(Unaudited)****3. SHAREHOLDERS EQUITY AND COMPREHENSIVE INCOME:****Additional Paid-In Capital**

The increase in additional paid-in capital during the six months ended December 31, 2004 was due to the following:

(Dollars in thousands)	<b>Increase (Decrease)</b>
Exercise of stock options	\$ 6,412
Tax benefit realized upon exercise of stock options	3,785
Stock option compensation	341
Franchise stock incentive program	250
Stock repurchase plan	(442)
	\$ 10,346

**Comprehensive Income**

Components of comprehensive income for the Company include net income, changes in fair market value of financial instruments designated as hedges of interest rate exposures and changes in foreign currency translation, including the impact of the cross-currency swap, recorded in the cumulative translation account within shareholders' equity. Comprehensive income for the three and six months ended December 31, 2004 and 2003 were as follows:

(Dollars in thousands)	<b>For the Periods Ended December 31,</b>			
	<b>Three Months</b>		<b>Six Months</b>	
	<b>2004</b>	<b>2003</b>	<b>2004</b>	<b>2003</b>
Net income (as restated, see Note 2)	\$ 26,484	\$ 27,536	\$ 51,676	\$ 52,185
Other comprehensive income (loss):				
Changes in fair market value of financial instruments designated as cash flow hedges of interest rate exposure, net of taxes	24	61	23	106
Change in cumulative foreign currency translation, net of taxes	17,129	12,730	21,804	13,781
Total comprehensive income (as restated, see Note 2)	\$ 43,637	\$ 40,327	\$ 73,503	\$ 66,072

**4. NET INCOME PER SHARE:**

Stock options covering 106,701 and 661 shares for the six months ended December 31, 2004 and 2003, respectively, were excluded from the shares used in the computation of diluted earnings per share since they were anti-dilutive. There were no anti-dilutive shares during the three months ended December 31, 2004 or 2003.

The following table sets forth a reconciliation of shares used in the computation of basic and diluted earnings per share:

	<b>For the Periods Ended December 31,</b>			
	<b>Three Months</b>		<b>Six Months</b>	
	<b>2004</b>	<b>2003</b>	<b>2004</b>	<b>2003</b>
Weighted average shares for basic earnings per share	44,533,777	43,893,120	44,422,516	43,795,288
Effect of dilutive securities:				
Dilutive effect of stock-based compensation	1,894,154	2,079,748	1,896,367	2,004,612
Contingent shares issuable under contingent stock agreements (see Note 7)	39,678		39,678	35,017
Weighted average shares for diluted earnings per share	46,467,609	45,972,868	46,358,561	45,834,917

**Table of Contents****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)  
(Unaudited)****5. SEGMENT INFORMATION:**

The Company operates or franchises 8,381 North American salons (located in the United States, Canada and Puerto Rico), 2,031 international salons and 15 beauty schools. Additionally, the Company purchased 91 hair restoration centers (42 company-owned and 49 franchise locations) in conjunction with its purchase of Hair Club for Men and Women during December 2004. The Company operates its North American salon operations through five primary concepts: Regis Salons, MasterCuts, Trade Secret, SmartStyle and Strip Center salons. Each of the concepts offer similar products and services, concentrates on the mass-market consumer marketplace and has consistent distribution channels. All of the company-owned and franchise salons within the North American salon concepts are located in high traffic, retail shopping locations that attract mass-market consumers, and the individual salons generally display similar economic characteristics. The salons share interdependencies and a common support base. The Company's international salon operations, which are primarily in Europe, are located in malls, leading department stores, mass merchants and high-street locations. The Company's beauty schools are located in the United States and the United Kingdom. The Company's newly acquired hair restoration centers are located in the United States and Canada.

Based on the way the Company manages its business, it has reported its North American salons, international salons, beauty schools and hair restoration centers as four separate segments. In the prior fiscal year, the Company reported two segments: North American and international operations. Salons and beauty schools were included within each of these segments due to the way in which the Company managed its business at that time. Management began reviewing the operations of the beauty schools separately from the salon operations during fiscal year 2005 in anticipation of further expansion into the beauty school business. Further, the acquisition of Hair Club for Men and Women allowed the Company to expand into a new line of business, and thereby created an additional segment (hair restoration centers). Segment information for the second quarter and first six months of fiscal year 2004 has been reclassified to conform to the current year presentation.

Financial information for the Company's reporting segments is shown in the following tables:

	<b>For the Three Months Ended December 31, 2004 (as restated, see Note 2)</b>					
	<b>Salons</b>		<b>Beauty</b>	<b>Hair</b>	<b>Unallocated</b>	<b>Consolidated</b>
	<b>North America</b>	<b>International</b>	<b>Schools</b>	<b>Restoration Centers</b>	<b>Corporate</b>	
(Dollars in thousands)						
Revenues:						
Service	\$ 309,545	\$ 33,745	\$ 7,597	\$ 6,260	\$	\$ 357,147
Product	145,854	12,463	435	1,497		160,249
Royalties and fees	9,919	9,389		628		19,936
	465,318	55,597	8,032	8,385		537,332
Operating expenses:						
Cost of service	180,850	18,095	2,143	2,516		203,604
Cost of product	75,425	7,816	363	788		84,392
Site operating expenses	41,085	2,389	797	480		44,751
General and administrative	24,992	10,714	1,471	1,818	25,110	64,105

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Rent	64,591	9,304	617	510	95	75,117
Depreciation and amortization	15,563	1,661	233	708	2,600	20,765
Total operating expenses	402,506	49,979	5,624	6,820	27,805	492,734
Operating income	62,812	5,618	2,408	1,565	(27,805)	44,598
Other income (expense):						
Interest					(5,467)	(5,467)
Other, net					1,024	1,024
Income before income taxes	\$ 62,812	\$ 5,618	\$ 2,408	\$ 1,565	\$ (32,248)	\$ 40,155

**Table of Contents****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)  
(Unaudited)****For the Three Months Ended December 31, 2003 (as restated, see Note 2)**

(Dollars in thousands)	Salons		Beauty Schools	Hair		Unallocated Corporate	Consolidated
	North America	International		Restoration Centers			
	Revenues:						
Service	\$ 274,507	\$ 28,577	\$ 3,546	\$	\$		\$ 306,630
Product	136,382	10,902	158				147,442
Royalties and fees	10,049	8,331					18,380
	420,938	47,810	3,704				472,452
Operating expenses:							
Cost of service	156,609	13,760	1,083				171,452
Cost of product	69,406	7,398	98				76,902
Site operating expenses	36,717	1,939	498				39,154
General and administrative	22,921	9,007	315		22,186		54,429
Rent	56,222	8,520	255		97		65,094
Depreciation and amortization	14,586	1,764	59		2,264		18,673
Total operating expenses	356,461	42,388	2,308		24,547		425,704
Operating income	64,477	5,422	1,396		(24,547)		46,748
Other income (expense):							
Interest					(3,851)		(3,851)
Other, net					331		331
Income before income taxes	\$ 64,477	\$ 5,422	\$ 1,396	\$	\$ (28,067)	\$	\$ 43,228

**For the Six Months Ended December 31, 2004 (as restated, see Note 2)**

(Dollars in thousands)	Salons		Beauty Schools	Hair		Unallocated Corporate	Consolidated
	North America	International		Restoration Centers			
	Revenues:						
Service	\$ 611,411	\$ 65,753	\$ 13,158	\$ 6,260	\$		\$ 696,582
Product	282,192	23,749	930	1,497			308,368
Royalties and fees	20,143	17,833		628			38,604
	913,746	107,335	14,088	8,385			1,043,554

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Operating expenses:						
Cost of service	355,039	34,501	4,134	2,516		396,190
Cost of product	145,532	15,042	614	788		161,976
Site operating expenses	81,266	4,514	1,792	480		88,052
General and administrative	49,413	19,266	2,329	1,818	48,980	121,806
Rent	127,655	18,128	1,129	510	203	147,625
Depreciation and amortization	30,895	3,488	471	708	4,998	40,560
Total operating expenses	789,800	94,939	10,469	6,820	54,181	956,209
Operating income	123,946	12,396	3,619	1,565	(54,181)	87,345
Other income (expense):						
Interest					(9,775)	(9,775)
Other, net					1,701	1,701
Income before income taxes	\$ 123,946	\$ 12,396	\$ 3,619	\$ 1,565	\$ (62,255)	\$ 79,271



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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)**  
**(Unaudited)**

**For the Six Months Ended December 31, 2003 (as restated, see Note 2)**

	<b>Salons</b>		<b>Beauty</b>	<b>Hair</b>	<b>Unallocated</b>	
	<b>North</b>			<b>Restoration</b>		
(Dollars in thousands)	<b>America</b>	<b>International</b>	<b>Schools</b>	<b>Centers</b>	<b>Corporate</b>	<b>Consolidated</b>
Revenues:						
Service	\$ 547,588	\$ 55,532	\$ 6,462	\$	\$	\$ 609,582
Product	267,065	19,749	288			287,102
Royalties and fees	20,818	15,671				36,489
	835,471	90,952	6,750			933,173
Operating expenses:						
Cost of service	311,945	27,815	2,093			341,853
Cost of product	137,890	13,143	182			151,215
Site operating expenses	73,308	3,496	897			77,701
General and administrative	44,931	16,880	561		45,501	107,873
Rent	111,397	16,500	496		227	128,620
Depreciation and amortization	28,334	3,453	113		4,399	36,299
Total operating expenses	707,805	81,287	4,342		50,127	843,561
Operating income	127,666	9,665	2,408		(50,127)	89,612
Other income (expense):						
Interest					(8,219)	(8,219)
Other, net					671	671
Income before income taxes	\$ 127,666	\$ 9,665	\$ 2,408	\$	\$ (57,675)	\$ 82,064

	<b>Total Assets</b>	
(Dollars in thousands)	<b>December</b>	<b>June 30, 2004</b>
	<b>31, 2004</b>	
North American salons	\$ 841,120	\$ 782,915
International salons	233,867	198,679
Beauty schools	46,984	38,665
Hair restoration centers	294,692	
Unallocated corporate	263,902	251,600
Consolidated	\$ 1,680,565	\$ 1,271,859

**6. GOODWILL AND OTHER INTANGIBLES:**

The table below presents other intangible assets as of December 31, 2004 and June 30, 2004:

(Dollars in thousands)	December 31, 2004			June 30, 2004		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Amortized intangible assets:						
Trade names	\$ 111,271	\$ (2,937)	\$ 108,334	\$ 37,379	\$ (2,104)	\$ 35,275
Customer list	46,800	(390)	46,410			
Franchise agreements	25,386	(4,102)	21,284	16,513	(3,413)	13,100
Product license agreements	17,062	(1,555)	15,507	15,338	(1,144)	14,194
School-related licenses	5,700	(55)	5,645	4,700	(8)	4,692
Non-compete agreements	644	(536)	108	600	(460)	140
Other	15,027	(1,564)	13,463	12,902	(1,129)	11,773
	\$ 221,890	\$ (11,139)	\$ 210,751	\$ 87,432	\$ (8,258)	\$ 79,174

All intangible assets have been assigned an estimated finite useful life, and are amortized on a straight-line basis over the number of years that approximate their respective useful lives (ranging from four to 50 years). The straight-line method of amortization allocates the cost of the intangible assets to earnings in proportion to the amount of economic benefits obtained by the Company in that reporting period. The weighted average amortization periods, in total and by major intangible asset class, are as follows:

**Table of Contents****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)  
(Unaudited)**

	<b>Weighted Average Amortization Period (in years)</b>
(Dollars in thousands)	
Amortized intangible assets:	
Trade names	42
Customer list	10
Franchise agreements	20
Product license agreements	30
School-related licenses	50
Non-compete agreements	6
Other	19
<b>Total</b>	<b>30</b>

Total amortization expense related to amortizable intangible assets was approximately \$1.4 and \$0.7 million during the three months ended December 31, 2004 and 2003, respectively, and \$2.2 and \$1.4 million during the six months ended December 31, 2004 and 2003, respectively. As of December 31, 2004, future estimated amortization expense related to amortizable intangible assets is estimated to be:

(Dollars in thousands)

**Fiscal Year**

2006	\$ 10,324
2007	10,323
2008	10,292
2009	10,251
2010	10,237

Certain intangible assets are based on preliminary purchase price allocations associated with recent business acquisitions, and are subject to finalization and adjustment. Based upon the actual and preliminary purchase price allocations, the change in the carrying amount of the goodwill for the six months ended December 31, 2004 was as follows:

	<b>Salons</b>		<b>Beauty</b>	<b>Hair Restoration</b>	
	<b>North America</b>	<b>International</b>	<b>Schools</b>	<b>Centers</b>	<b>Consolidated</b>
(Dollars in thousands)					
Balance at June 30, 2004	\$ 370,347	\$ 71,421	\$ 15,372	\$	\$ 457,140
Goodwill acquired	19,266	1,341	5,439	132,079	158,125
Translation rate adjustments	3,544	6,777			10,321
<b>Balance at December 31, 2004</b>	<b>\$ 393,157</b>	<b>\$ 79,539</b>	<b>\$ 20,811</b>	<b>\$ 132,079</b>	<b>\$ 625,586</b>

**7. ACQUISITIONS:**

During the six months ended December 31, 2004 and 2003, the Company made numerous acquisitions and the purchase prices have been allocated to assets acquired and liabilities assumed based on their estimated fair values at the dates of acquisition. These acquisitions individually and in the aggregate are not material to the Company's operations. Operations of the acquired companies have been included in the operations of the Company since the date of the respective acquisition.

**Table of Contents****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)  
(Unaudited)**

Based upon purchase price allocations, which may have components representing preliminary allocations with respect to recent acquisitions, the components of the aggregate purchase prices of the acquisitions made during the six months ended December 31, 2004 and 2003, and the allocation of the purchase prices, were as follows:

	<b>Six Months Ended December 31, 2004            2003</b>	
(Dollars in thousands)		
Components of aggregate purchase prices:		
Cash	\$ 244,743	\$ 33,611
Allocation of the purchase price:		
Net tangible assets acquired, excluding deferred income taxes	\$ 9,412	\$ 5,222
Identifiable intangible assets	127,726	259
Goodwill	158,125	28,130
Deferred income tax liability	(50,520)	
	\$ 244,743	\$ 33,611

In a limited number of acquisitions, the Company has guaranteed that stock issued in conjunction with the acquisition will reach a certain market price. If the stock should not reach this price during an agreed-upon time frame (typically three years from the date of acquisition), the Company is obligated to issue additional shares to the sellers. Once the agreed-upon stock price is met or exceeded for a period of five consecutive days, the contingency is met and the Company is no longer liable. Based on the December 31, 2004 market price, the Company would be required to provide an additional 39,678 shares related to these acquisition contingencies if the agreed-upon time frames were all assumed to have expired December 31, 2004. These contingently issuable shares have been included in the calculation of diluted earnings per share for the three and six months ended December 31, 2004.

In December 2004, the Company purchased Hair Club for Men and Women (Hair Club) for approximately \$210 million, financed with debt. Hair Club offers a comprehensive menu of hair restoration solutions ranging from Extreme Hair Therapy to the non-surgical Bio-Matrix® Process and the latest advancements in hair transplantation, based on an analysis of what is best for each customer's situation. Hair Club operations have been included in the operations of the Company since the acquisition was completed on December 1, 2004, and are reported in Note 5 in the hair restoration centers segment. The hair restoration centers are expected to generate approximately \$100 to \$110 million in annual revenues, with an operating margin of approximately 20 percent of revenues.

The majority of the purchase price in salon acquisitions is accounted for as residual goodwill rather than identifiable intangible assets. This stems from the value associated with the walk-in customer base of the acquired salons, which is not recorded as an identifiable intangible asset under current accounting guidance, as well as the limited value and customer preference associated with the acquired hair salon brand. Key factors considered by consumers of hair salon services include personal relationships with individual stylists (driven by word-of-mouth referrals), service quality and price point competitiveness. These attributes represent the going concern value of the salon. While the value of the acquired customer base is the primary driver of any potential acquisition's cash flows (which determines the purchase price), it is neither known nor identifiable at the time of the acquisition. The cash flow history of a salon primarily

results from repeat walk-in customers driven by the existing personal relationship between the customer and the stylist(s). Under FAS No. 141, Business Combinations, a customer base does not meet the criteria for recognition apart from goodwill. As such, this portion of the purchase price is captured within goodwill and should not be attributed to any other contractual arrangement. Because we are acquiring the going concern value of the salon, driven primarily by the manner in which the salon has been operated and the existing walk-in customer base's relationship with the stylist(s), the value being acquired is subsumed into goodwill in accordance with FAS No. 141.

Residual goodwill further represents the Company's opportunity to strategically combine the acquired business with the Company's existing structure to serve a greater number of customers through its expansion strategies. In the acquisitions of international salons, beauty schools and hair restoration centers, the residual goodwill primarily represents the growth prospects that are not captured as part of acquired tangible or identified intangible assets. Generally the goodwill recognized in the North American salon transactions is expected to be fully deductible for tax purposes and the goodwill recognized in the international salon transactions is non-deductible for tax purposes. Goodwill generated in certain acquisitions, such as Hair Club, is generally not deductible for tax purposes due to the acquisition structure of the transaction.

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**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (cont.)  
(Unaudited)**

In the Consolidated Financial Statements, the identifiable intangible assets are amortized over lives ranging from four to 50 years and, in accordance with FAS No. 142, Goodwill and Other Intangible Assets, goodwill has an unlimited useful life and is not amortized. However, in certain transactions, neither goodwill nor identifiable intangible assets are amortized for tax purposes. In these transactions, a deferred income tax liability is recognized at the date of acquisition in accordance with FAS No. 109, Accounting for Income Taxes, to account for the tax effect of the future amortization of the identifiable intangible assets which will be recognized in the Consolidated Financial Statements.

**8. INCOME TAXES:**

On October 4, 2004, President Bush signed an Act into law that included a provision reinstating the Work Opportunity and Welfare-to-Work Credits. The reinstatement is retroactive to January 1, 2004 and the credits will be available through December 31, 2005. For interim reporting purposes, the Company determines the best estimate of its annual effective tax rate and applies this rate in calculating income taxes on a year-to-date basis. Any immediate impact resulting from a change in tax law is recognized in the interim period in which the law change is enacted. Since the credits were reinstated (enacted) after September 30, 2004, they were not included in the Company's calculation of the estimated annual effective tax rate in the first quarter ended September 30. The Company remeasured its annual estimated tax rate in the second quarter, with consideration given to the reinstated tax credit for the full fiscal year. The resulting catch-up adjustment related to the first quarter was recognized in the second quarter, effectively reducing the second quarter's tax provision by less than \$0.1 million. The Company expects this change in tax law to have an annual impact of approximately \$0.9 million for fiscal year 2005.

Additionally, President Bush signed into law the American Jobs Creation Act of 2004 (Act) on October 22, 2004. The Act creates, among other things, a temporary incentive for United States (U.S.) multinational companies to repatriate accumulated income earned outside the U.S. at an effective U.S. income tax rate as low as 5.25 percent as long as the repatriated income is invested in the U. S. pursuant to a plan. On January 13, 2005, the Internal Revenue Service issued its guidelines for applying the repatriation provisions of the Act, including guidance on qualifying dividends and qualifying reinvestment plans. The Company has completed a preliminary evaluation of the repatriation provisions and Treasury guidance and has determined that there is no advantage to electing repatriation under the Act. However, no final decisions or plans regarding the repatriation of monies have been made to date.

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**REVIEW REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Shareholders and Directors of Regis Corporation:

We have reviewed the accompanying restated condensed consolidated balance sheet of Regis Corporation as of December 31, 2004 and the related restated condensed consolidated statements of operations for the three and six month periods ended December 31, 2004 and 2003 and of cash flows for the six month periods ended December 31, 2004 and 2003. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of June 30, 2004, and the related consolidated statements of operations, of changes in shareholders' equity and comprehensive income and of cash flows for the year then ended (not presented herein), and in our report dated August 24, 2004, except for Note 2, as to which the date is May 9, 2005, which contained explanatory paragraphs indicating (i) the Company changed its method of accounting for equity-based compensation arrangements to begin expensing new awards as of July 1, 2003 and (ii) the Company restated its financial statements as of June 30, 2004 and 2003 and for the three years ended June 30, 2004 to account for rent holidays on a straight-line basis, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the accompanying consolidated balance sheet information as of June 30, 2004, is fairly stated, in all material respects in relation to the consolidated balance sheet from which it has been derived.

As discussed in Note 2 to the accompanying condensed consolidated interim financial statements, the company restated its financial statements for the three and six month periods ended December 31, 2004 and 2003.

/s/ PricewaterhouseCoopers LLP

PRICEWATERHOUSECOOPERS LLP

Minneapolis, Minnesota

January 26, 2005, except for Note 2, as to  
which the date is May 17, 2005



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**Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
RESTATEMENT OF FINANCIAL STATEMENTS**

During our quarter ending March 31, 2005 (third quarter of fiscal year 2005), we became aware that a number of retailers and restaurant operators had disclosed in their filings with the SEC that they were reassessing their accounting related to leases and that some companies had restated their financial statements to reflect changes in their accounting for leases. In light of these disclosures and restatements, we conducted a review of our lease accounting policies and practices.

In our lease accounting review, we examined our leases to determine the appropriate lease term for each lease under GAAP. Typically, our operating leases do not require rental payments to begin until the salon is opened. The leased space is sometimes made available to us prior to the commencement of salon operations in order to allow time for installing normal leasehold improvements and equipment necessary to operate a salon. We historically began to recognize rental expense on a straight-line basis at the earlier of the commencement of operations or the commencement of rental payments. However, we did not include the rent holiday period in our straight-line rent calculation. A rent holiday is considered to be any period where the lessee has the right to control the use of the leased property but no rental payments are required under the lease during that period. FASB Technical Bulletin (FTB) 85-3,

Accounting for Operating Leases with Scheduled Rent Increases, requires rent holiday periods in an operating lease to be recognized by the lessee on a straight-line basis over the lease term, which includes any rent holiday period. Therefore, we restated our financial statements for fiscal years 2004, 2003 and 2002 to appropriately account for rent holiday periods. The restatement to appropriately account for rent holidays had no impact on our consolidated revenues or cash flows from operations.

Based on the review of our accounting for operating leases, we have restated our previously issued financial statements in our Annual Report on Form 10-K for the fiscal year ended June 30, 2004, as well as those in our Quarterly Reports on Form 10-Q for the quarters ended September 30, 2004 and December 31, 2004. We filed a Form 10-K/A with restated Consolidated Financial Statements, and are filing a Form 10-Q/A for each of these interim reporting periods with restated Condensed Consolidated Financial Information.

See Note 2 to the Condensed Consolidated Financial Statements for a summary of the effect of this change on our Condensed Consolidated Balance Sheet as of December 31, 2004 and June 30, 2004 and the Condensed Consolidated Statement of Operations for the three and six month periods ended December 31, 2004 and 2003.

**MANAGEMENT'S OVERVIEW**

Regis Corporation (RGS) is the industry leader in the hair service business, which includes three distinct, but related, elements: beauty salons, hair restoration centers and beauty schools. As of December 31, 2004, our worldwide operations included 10,412 system-wide North American and international salons, 91 hair restoration centers and 15 beauty schools. Each of our salon concepts offer generally similar products and services and serves mass-market consumers. Our salon operations are organized to be managed based on geographical location. Our North American salon operations include 8,381 salons, including 2,324 franchise salons, operating in the United States, Canada and Puerto Rico primarily under the trade names of Regis Salons, MasterCuts, Trade Secret, SmartStyle, Supercuts and Cost Cutters. Our international salon operations include 2,031 salons, including 1,600 franchise salons, located throughout Europe, primarily in the United Kingdom, France, Italy and Spain. In December 2004, we purchased Hair Club for Men and Women. This enterprise includes 91 North American locations, including 42 corporate and 49 franchise locations. Our beauty schools are managed in aggregate, regardless of geographical location, and include eleven locations in the United States and four locations in the United Kingdom. During the second quarter of fiscal year 2005, we had an average of approximately 52,000 corporate employees worldwide.



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Our growth strategy consists of two primary, but flexible, building blocks. Through a combination of organic and acquisition growth, we seek to achieve our long-term objective of 10-to-14 percent annual revenue growth. We anticipate that going forward, the mix of organic and acquisition growth will be roughly equal. However, depending on several factors, including the ability of our salon development program to keep pace with the availability of real estate for new construction, student enrollment, hair restoration lead generation, the availability of attractive acquisition candidates and same-store sales trends, this mix will vary from year-to-year. We believe achieving revenue growth of 10-to-14 percent, including same-store sales increases in excess of two percent, will allow us to increase annual earnings at a low-to-mid teen percent growth rate. We anticipate expanding our presence in both North America and Europe. Additionally, we desire to enter the Asian market within the next five years.

Maintaining financial flexibility is a key element in continuing our successful growth. With strong operating cash flow and an investment grade credit rating, we are confident that we will be able to financially support our long-term growth objectives.

## **Salon Business**

The strength of our salon business is in the fundamental similarity and broad appeal of our salon concepts that allow flexibility and multiple salon concept placements in shopping centers and neighborhoods. Each concept generally targets the middle market customer, however each attracts a different demographic. We anticipate expanding all of our salon concepts. In addition, we anticipate testing and developing new salon concepts to complement our existing concepts.

We execute our salon growth strategy by focusing on real estate. Our salon real estate strategy is to add new units in convenient locations with good visibility, strong customer traffic and appropriate trade demographics. Our various salon and product concepts operate in a wide range of retailing environments, including regional shopping malls, strip centers and Wal-Mart Supercenters. We believe that the availability of real estate will augment our ability to achieve the aforementioned long-term growth objectives. We anticipate that we will add approximately 1,000 net salons each year through a combination of organic, acquisition and franchise growth.

Organic salon revenue growth is achieved through the combination of new salon construction and salon same-store sales increases. Each fiscal year, we anticipate building several hundred corporate salons. We anticipate our franchisees will open several hundred salons as well. Older, unprofitable salons will be closed or relocated. Our long-term outlook for our salon business is for annual consolidated low single-digit same-store sales increases. Based on current fashion and economic cycles, we project our annual fiscal year 2005 consolidated same-store sales increase to be below the low end of our long-term outlook range.

Historically, our salon acquisitions have varied in size from as small as one salon to over one-thousand salons. The median acquisition size is approximately ten salons. From fiscal year 1994 to fiscal year 2004, we completed over 300 acquisitions, adding a net of nearly 7,000 salons. We anticipate adding several hundred corporate salons each year from acquisitions. Some of these acquisitions may include buying salons from our franchisees.

## **Hair Restoration Business**

In December 2004, we acquired Hair Club for Men and Women. Hair Club for Men and Women is the industry leading provider of hair loss solutions with an estimated four to five percent share of the \$4.3 billion domestic market. This industry is comprised of approximately 4,000 locations domestically and is highly fragmented. As a result, we believe there is an opportunity to consolidate this industry through acquisition. Expanding the hair loss business organically and through acquisition would allow us to add incremental revenue which is neither dependent upon nor dilutive to our existing salon and school businesses.

Our organic growth plans for hair restoration include the construction of a modest number of new locations in untapped markets domestically and internationally. However, the success of our hair restoration business is not dependent on the same real estate criteria used for salon expansion. In an effort to provide confidentiality for their customers, hair restoration centers operate primarily in professional or medical office buildings. Further, the hair restoration business is more marketing intensive. As a result, organic growth at our hair restoration centers will be dependent on successfully generating new leads and converting them into hair restoration customers. Our growth expectations for our hair restoration business are not dependent on referral business from, or cross-marketing with, our hair salon business, but will be evaluated closely for additional growth opportunities.

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**Beauty School Business**

We have begun acquiring and are exploring the possibility of building beauty schools. The beauty school business is highly profitable, and often participates in governmental programs designed to encourage education. We believe there is an opportunity to place graduates in our various salon concepts which may provide us with another competitive advantage. Similar to the salon and hair loss industries, the beauty school industry is highly fragmented. As a result, we believe there is an opportunity to consolidate this industry through acquisition, as well. Expanding this business would allow us to add incremental revenue without cannibalizing our existing salon or hair restoration center businesses. Primarily through acquisition, we believe beauty schools could contribute over \$100 million in annual revenue within a few years.

Our organic growth plans for the beauty school business include the construction of new locations; however, due to Department of Education policies, we will be limited in the number of new schools we are able to construct in the immediate future. The success of a beauty school location is not dependent on good visibility or strong customer traffic; however, access to parking and/or public transportation is important. The success of existing and newly constructed schools is dependent on effective marketing and recruiting to attract new enrollees.

For a discussion of our near-term expectations, please refer to the Investor Information section of our website at [www.regiscorp.com](http://www.regiscorp.com).

**Table of Contents****CRITICAL ACCOUNTING POLICIES**

The Condensed Consolidated Financial Statements are prepared in conformity with accounting principles generally accepted in the United States of America. In preparing the Condensed Consolidated Financial Statements, we are required to make various judgments, estimates and assumptions that could have a significant impact on the results reported in the Condensed Consolidated Financial Statements. We base these estimates on historical experience and other assumptions believed to be reasonable under the circumstances. Changes in these estimates could have a material effect on our Condensed Consolidated Financial Statements.

Our significant accounting policies can be found in Note 1 to the Consolidated Financial Statements contained in Part II, Item 8 of the June 30, 2004 Annual Report on Form 10-K/A. We believe the accounting policies related to the valuation of goodwill, the valuation and estimated useful lives of long-lived assets, purchase price allocations, revenue recognition, the cost of product used and sold, self-insurance accruals, legal contingencies and estimates used in relation to tax liabilities and deferred taxes are most critical to aid in fully understanding and evaluating our reported financial condition and results of operations. Discussion of each of these policies is contained under "Critical Accounting Policies" in Part II, Item 7 of our June 30, 2004 Annual Report on Form 10-K/A. No changes have been made to these policies since June 30, 2004.

**RESULTS OF OPERATIONS****Consolidated Results of Operations**

The following table sets forth, for the periods indicated, certain information derived from our Condensed Consolidated Statements of Operations, expressed as a percent of revenues. The percentages are computed as a percent of total consolidated revenues, except as noted.

	<b>For the Periods Ended December 31,</b>			
	<b>Three Months</b>		<b>Six Months</b>	
	<b>2004</b>	<b>2003</b>	<b>2004</b>	<b>2003</b>
Service revenues	66.5%	64.9%	66.8%	65.3%
Product revenues	29.8	31.2	29.5	30.8
Franchise royalties and fees	3.7	3.9	3.7	3.9
Operating expenses:				
Cost of service (1)	57.0	55.9	56.9	56.1
Cost of product (2)	52.7	52.2	52.5	52.7
Site operating expenses	8.3	8.3	8.4	8.3
General and administrative	11.9	11.5	11.7	11.6
Rent (as restated, see Note 2)	14.0	13.8	14.1	13.8
Depreciation and amortization	3.9	4.0	3.9	3.9
Operating income (as restated, see Note 2)	8.3	9.9	8.4	9.6
Income before income taxes (as restated, see Note 2)	7.5	9.1	7.6	8.8
Net income (as restated, see Note 2)	4.9	5.8	5.0	5.6

(1) Computed as a percent of service revenues.

(2) Computed as a percent of product revenues.



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

Consolidated revenues include revenues of company-owned salons, product and equipment sales to franchisees, beauty school revenues, hair restoration center revenues, and franchise royalties and fees. During the second quarter and first half of fiscal year 2005, consolidated revenues increased 13.7 percent to \$537.3 million and 11.8 percent to \$1.0 billion, respectively, as compared to the corresponding periods of the prior fiscal year. The following table details our consolidated revenues by concept:

(Dollars in thousands)	<b>For the Periods Ended December 31,</b>			
	<b>Three Months</b>		<b>Six Months</b>	
	<b>2004</b>	<b>2003</b>	<b>2004</b>	<b>2003</b>
Revenues:				
North American salons:				
Regis Salons	\$ 118,870	\$ 118,731	\$ 235,327	\$ 236,686
MasterCuts	44,003	43,671	86,522	87,217
Trade Secret*	69,131	65,051	130,592	123,992
SmartStyle	84,400	69,964	166,683	138,411
Strip Center Salons*	148,914	123,521	294,622	249,165
Total North American Salons	465,318	420,938	913,746	835,471
International salons*	55,597	47,810	107,335	90,952
Beauty schools	8,032	3,704	14,088	6,750
Hair restoration centers*	8,385		8,385	
Consolidated revenues	\$ 537,332	\$ 472,452	\$ 1,043,554	\$ 933,173
Percent change from prior year	13.7%	13.9%	11.8%	14.6%
Same-store sales increase	0.4%	2.4%	0.7%	2.5%

\* Includes aggregate franchise royalties and fees of \$19.9 and \$18.4 million for the three months ended December 31, 2004 and 2003, respectively, and \$38.6 and \$36.5 million for the six months ended December 31, 2004 and 2003, respectively. North American franchise revenues (including franchise revenues hair restoration centers) represented 52.9 and 54.7 percent of total franchise revenues in the three months ended December 31, 2004 and 2003, respectively, and 53.8 and 57.1 percent of total franchise revenues in the six months ended December 31, 2004 and 2003, respectively.

Salon same-store sales increases or decreases are calculated on a daily basis as the total change in sales for company-owned salons which were open on a specific day of the week during the current period and the corresponding prior period. Quarterly and year-to-date salon same-store sales increases are the sum of the same-store sales increases computed on a daily basis. Relocated salons are included in same-store sales as they are considered to have been open in the prior period. International same-store sales are calculated in local currencies so that foreign currency fluctuations do not impact the calculation. Management believes that same-store sales, a component of organic growth, are useful in order to help determine the increase in salon revenues attributable to its organic growth (new salon construction and same-store sales growth) versus growth from acquisitions.



The 13.7 and 11.8 percent increases in consolidated revenues during the three and six months ended December 31, 2004, respectively, were driven by the following:

	<b>Percentage Increase (Decrease) in Revenues For the Periods Ended December 31, 2004</b>	
	<b>Three Months</b>	<b>Six Months</b>
Acquisitions (previous twelve months)	7.4%	6.5%
Organic growth	5.3	4.6
Foreign currency	1.5	1.4
Franchise revenues	0.1	
Closed salons	(0.6)	(0.7)
	13.7%	11.8%

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We acquired 416 company-owned salons (including 160 franchise salon buybacks), 42 company-owned hair restoration centers and ten company-owned beauty schools during the twelve months ended December 31, 2004. The organic growth stemmed from the construction of 511 company-owned salons during the twelve months ended December 31, 2004, as well as consolidated same-store sales increases. During the second quarter and first half of fiscal year 2005, the foreign currency impact was driven by the further weakening of the United States dollar against the British pound, Euro and Canadian dollar as compared to the prior periods' exchange rates. The impact of foreign currency was calculated by multiplying current year revenues in local currencies by the change in the foreign currency exchange rate between the current fiscal year and the prior fiscal year.

Consolidated revenues are primarily comprised of service and product revenues, as well as franchise royalties and fees. Fluctuations in these three major revenue categories were as follows:

**Service Revenues.** Service revenues include revenues generated from company-owned salons, tuition and service revenues generated within our beauty schools, and service revenues generated by hair restoration centers. For the three and six months ended December 31, 2004 and 2003, total service revenues were as follows:

(Dollars in thousands) Periods Ended December 31,	Revenues	Increase Over Prior Fiscal Year	
		Dollar	Percentage
<i>Three Months</i>			
2004	\$ 357,147	\$ 50,517	16.5%
2003	306,630	35,942	13.3
<i>Six Months</i>			
2004	\$ 696,582	\$ 87,000	14.3%
2003	609,582	75,818	14.2

The growth in service revenues in the second quarter and first half of fiscal year 2005 were driven primarily by acquisitions and organic growth in our salons (new salon construction and same-store sales growth).

**Product Revenues.** Product revenues are primarily comprised of retail sales at company-owned salons, sales of product and equipment to franchisees, and retail product sales made by our beauty schools and hair restoration centers. Total product revenues for the three and six months ended December 31, 2004 and 2003 were as follows:

(Dollars in thousands) Periods Ended December 31,	Revenues	Increase Over Prior Fiscal Year	
		Dollar	Percentage
<i>Three Months</i>			
2004	\$ 160,249	\$ 12,807	8.7%
2003	147,442	20,651	16.3
<i>Six Months</i>			
2004	\$ 308,368	\$ 21,266	7.4%
2003	287,102	41,282	16.8

Fiscal year 2005 product revenue increases were not as robust as in the corresponding periods of the prior fiscal year primarily due to lower same-store product sales increases in our company-owned salons. The large increase in same-store product sales during fiscal year 2004 was primarily driven by a trend towards sales of higher priced beauty tools, such as flat irons.

**Franchise Royalties and Fees.** Total franchise revenues, which include royalties and franchise fees, were as follows:

<b>(Dollars in thousands)</b> <b>Periods Ended December 31,</b> <b>Three Months</b>	<b>Revenues</b>	<b>Increase Over Prior Fiscal Year</b>	
		<b>Dollar</b>	<b>Percentage</b>
2004	\$ 19,936	\$ 1,556	8.5%
2003	18,380	1,100	6.4
<b>Six Months</b>			
2004	\$ 38,604	\$ 2,115	5.8%
2003	36,489	2,091	6.1

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Total franchise locations open at December 31, 2004 and 2003 were 3,973 (including 49 franchise hair restoration centers) and 3,995, respectively. We purchased 160 of our franchise salons during the twelve months ended December 31, 2004, which drove the overall decrease in the number of franchise salons between periods.

The increase in consolidated franchise revenues during the three and six months ended December 31, 2004 was primarily due to favorable foreign currency exchange rate fluctuations, which caused franchise revenues to increase 5.0 and 4.2 percent, respectively. Exclusive of the effect of this favorable currency fluctuation, consolidated franchise revenues increased 3.5 and 1.6 percent in the quarter and six months ended December 31, 2004, respectively. These increases were primarily due to opening more new international franchise salons during the first half of fiscal year 2005 as compared to the first half of the prior fiscal year, as well as the acquisition of 49 franchise hair restoration centers.

**Gross Margin**

Our cost of revenues primarily includes labor costs related to salon employees, beauty school instructors and hair restoration center employees, the cost of product used in providing services and the cost of products sold to customers and franchisees. The resulting gross margin for the three and six months ended December 31, 2004 and 2003 was as follows:

(Dollars in thousands)	Total	Margin as % of Service and Product Revenues	Increase (Decrease) Over Prior Fiscal Year		Basis Point*
			Dollar	Percentage	
<b>Periods Ended</b>	<b>Margin</b>				
<b>December 31, Three Months</b>					
2004	\$ 229,400	44.3	\$ 23,682	11.5%	(100)
2003	205,718	45.3	23,815	13.1	(50)
<b>Six Months</b>					
2004	\$ 446,784	44.5	\$ 43,168	10.7%	(50)
2003	403,616	45.0	50,035	14.2	(40)

\* Represents the basis point change in total margin as a percent of service and product revenues as compared to the corresponding periods of the prior fiscal year.

**Service Margin.** Service margin for the second quarter and first half of fiscal year 2005 and 2004 was as follows:

(Dollars in thousands)	Service	Margin as % of Service Revenues	Increase (Decrease) Over Prior Fiscal Year		Basis Point*
			Dollar	Percentage	
<b>Periods Ended</b>	<b>Margin</b>				
<b>December 31, Three Months</b>					
2004	\$ 153,543	43.0	\$ 18,365	13.6%	(110)
2003	135,178	44.1	17,173	14.6	50
<b>Six Months</b>					
2004	\$ 300,392	43.1	\$ 32,663	12.2%	(80)
2003	267,729	43.9	34,276	14.7	20

\* Represents the basis point change in service margin as a percent of service revenues as compared to the corresponding periods of the prior fiscal year.

The basis point decrease in service margins during the three and six months ended December 31, 2004 was related to overstaffing due to lower than expected same-store sales during the latter half of December 2004, a shift in the mix of services provided to include a greater proportion of higher cost services, such as colorings, and our decision to compensate employees while salons were closed in the southeast United States during the first quarter due to the hurricanes.

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**Product Margin.** Product margin for the second quarter and first half of fiscal year 2005 and 2004 was as follows:

(Dollars in thousands)

Periods Ended	Product Margin	Margin as % of Product Revenues	Increase (Decrease) Over Prior Fiscal Year		Basis Point*
			Dollar	Percentage	
<b>December 31, Three Months</b>					
2004	\$ 75,857	47.3	\$ 5,317	7.5%	(50)
2003	70,540	47.8	6,642	10.4	(260)
<b>Six Months</b>					
2004	\$ 146,392	47.5	\$ 10,505	7.7%	20
2003	135,887	47.3	15,759	13.1	(160)

\* Represents the basis point change in product margin as a percent of product revenues as compared to the corresponding periods of the prior fiscal year.

The decrease in product margins as a percent of product revenues during the second quarter of fiscal year 2005 was due to lower same-store product sales increases in the Trade Secret salons, which have fixed-cost payrolls, and changes in the mix of products carried and sold.

**Site Operating Expenses**

This expense category includes direct costs incurred by our salons, beauty schools and hair restoration centers, such as on-site advertising, workers compensation, insurance, utilities and janitorial costs. As a percent of consolidated revenues, site operating expenses were relatively consistent with the corresponding periods of the prior fiscal year.

**General and Administrative**

General and administrative (G&A) includes costs associated with our field supervision, salon training and promotions, product distribution centers and corporate offices (such as salaries and professional fees), including costs incurred to support franchise, beauty school and hair restoration center operations. During the three and six months ended December 31, 2004 and 2003, G&A costs were as follows:

Periods Ended	G&A	Expense as % of Total Revenues	Increase (Decrease) Over Prior Fiscal Year		Basis Point*
			Dollar	Percentage	
<b>(Dollars in thousands)</b>					
<b>December 31, Three Months</b>					
2004	\$ 64,105	11.9	\$ 9,676	17.8%	40
2003	54,429	11.5	5,997	12.4	(20)
<b>Six Months</b>					
2004	\$ 121,806	11.7	\$ 13,933	12.9%	10
2003	107,873	11.6	11,866	12.4	(20)

\*

Represents the basis point change in G&A as a percent of total revenues as compared to the corresponding periods of the prior fiscal year.

The increase in G&A costs as a percent of total revenues during the second quarter and first half of fiscal year 2005 was primarily due to the addition of the hair restoration centers, which have slightly higher G&A costs due to the marketing-intensive nature of that business. Additionally, lower same-store sales increases in our salons contributed to the increase in these costs as a percent of revenues. For the six months ended December 31, 2004, the effect of these items was partially offset by a \$1.3 million expense during the first quarter of the prior fiscal year related to the write-off of loans associated with split dollar life insurance arrangements and \$0.6 million of expense related to the write-off of the cash surrender value of the related policies. The loans were written off due to final regulations issued by the IRS on the taxation of such split dollar arrangements.

**Table of Contents****Rent**

Rent expense, which includes base and percentage rent, common area maintenance and real estate taxes, was as follows:

(Dollars in thousands)	Expense as % of Total	Increase (Decrease) Over Prior Fiscal Year		Basis Point*	
		Dollar	Percentage		
<b>Periods Ended</b>	<b>Rent</b>	<b>Revenues</b>			
<b>December 31, Three Months</b>					
2004 (as restated)	\$ 75,117	14.0	\$ 10,023	15.4%	20
2003 (as restated)	65,094	13.8	7,709	13.4	
<b>Six Months</b>					
2004 (as restated)	\$ 147,625	14.1	\$ 19,005	14.8%	30
2003 (as restated)	128,620	13.8	16,758	15.0	10

\* Represents the basis point change in rent expense as a percent of total revenues as compared to the corresponding periods of the prior fiscal year.

The increase in this fixed-cost expense as a percent of total revenues during the three and six months ended December 31, 2004 was primarily due to rent expense increasing at a faster rate than salon same-store sales in the second quarter and first half of fiscal year 2005.

**Interest**

Interest expense was as follows:

(Dollars in thousands)	Expense as % of Total	Increase (Decrease) Over Prior Fiscal Year		Basis Point*	
		Dollar	Percentage		
<b>Periods Ended</b>	<b>Interest</b>	<b>Revenues</b>			
<b>December 31, Three Months</b>					
2004	\$ 5,467	1.0	\$ 1,616	42.0%	20
2003	3,851	0.8	(1,528)	(28.4)	(50)
<b>Six Months</b>					
2004	\$ 9,775	0.9	\$ 1,556	18.9%	
2003	8,219	0.9	(2,305)	(21.9)	(40)

\* Represents the basis point change in interest expense as a percent of total revenues as compared to the corresponding periods of the prior fiscal year.

The increase in interest expense as a percent total revenues during the three months ended December 31, 2004 was primarily due to an increase in our debt level stemming from our second quarter acquisition activity, including the hair restoration centers.



**Income Taxes**

Our reported effective tax rate was as follows:

<b>Periods Ended</b>	<b>Effective Rate</b>	<b>Basis Point Improvement</b>
<b>December 31,</b>		
<b><i>Three Months</i></b>		
2004 (as restated)	34.0%	(230)
2003 (as restated)	36.3	(110)
<b><i>Six Months</i></b>		
2004 (as restated)	34.8%	(160)
2003 (as restated)	36.4	(100)

The improvement in our overall effective tax rate was primarily the result of the reinstated Work Opportunity Credit (refer to Note 8 of the Condensed Consolidated Financial Statements), as well a larger percentage of our income being generated in lower rate international tax jurisdictions.

**Recent Accounting Pronouncements**

Recent accounting pronouncements are discussed in Note 1 to the Condensed Consolidated Financial Statements.

**Table of Contents****Effects of Inflation**

We compensate some of our salon employees with percentage commissions based on sales they generate, thereby enabling salon payroll expense as a percent of company-owned salon revenues to remain relatively constant. Accordingly, this provides us certain protection against inflationary increases, as payroll expense and related benefits (our major expense components) are variable costs of sales. In addition, we may increase pricing in our salons to offset any significant increases in wages. Therefore, we do not believe inflation has had a significant impact on the results of operations.

**Constant Currency Presentation**

The presentation below demonstrates the effect of foreign currency exchange rate fluctuations from year to year. In the second quarter and first half of fiscal year 2005, foreign currency translation had a positive impact on consolidated revenues and net income before income taxes due to the strengthening of the Canadian dollar, British pound and Euro. To present this information, current period results for entities reporting in currencies other than United States dollars are converted into United States dollars at the average exchange rates in effect during the corresponding period of the prior fiscal year, rather than the actual average exchange rates in effect during the current fiscal year. Therefore, the foreign currency impact is equal to current year results in local currencies multiplied by the change in the average foreign currency exchange rate between the current fiscal period and the corresponding period of the prior fiscal year.

<b>Three Months Ended</b>	<b>Currency</b>	<b>Constant</b>	<b>Reported</b>	<b>Constant</b>
<b>December 31, 2004</b>	<b>Translation</b>	<b>Currency</b>	<b>%</b>	<b>Currency</b>
<b>(Dollars in thousands)</b>	<b>Benefit</b>	<b>Amount</b>	<b>Increase</b>	<b>% Increase</b>
			<b>(Decrease)*</b>	<b>(Decrease)*</b>
Total revenues:				
North American salons	\$ 1,806	\$ 463,512	10.5%	10.1%
International salons	5,091	50,506	16.3	5.6
Beauty schools	297	7,735	116.8	108.8
Hair restoration centers		8,385	100.0	100.0
Total	\$ 7,194	\$ 530,138	13.7%	12.2%
Income before income taxes (as restated, see Note 2):				
North American salons	\$ 240	\$ 62,572	(2.6)%	(3.0)%
International salons	489	5,129	3.6	(5.4)
Beauty schools	146	2,262	72.5	62.0
Hair restoration centers		1,565	100.0	100.0
Corporate**	64	(32,312)	14.9	15.1
Total	\$ 939	\$ 39,216	(7.1)%	(9.3)%
<b>Six Months Ended</b>	<b>Currency</b>	<b>Constant</b>	<b>Reported</b>	<b>Constant</b>
<b>December 31, 2004</b>	<b>Translation</b>	<b>Currency</b>	<b>%</b>	<b>Currency</b>
			<b>Increase</b>	<b>% Increase</b>

<b>(Dollars in thousands)</b>	<b>Amount</b>	<b>Benefit (Loss)</b>	<b>Amount</b>	<b>(Decrease)*</b>	<b>(Decrease)*</b>
Total revenues:					
North American salons	\$ 913,746	\$ 2,702	\$ 911,044	9.4%	9.0%
International salons	107,335	9,939	97,396	18.0	7.1
Beauty schools	14,088	471	13,617	108.7	101.7
Hair restoration centers	8,385		8,385	100.0	100.0
<b>Total</b>	<b>\$ 1,043,554</b>	<b>\$ 13,112</b>	<b>\$ 1,030,442</b>	<b>11.8%</b>	<b>10.4%</b>
Income before income taxes (as restated, see Note 2):					
North American salons	\$ 123,946	\$ 370	\$ 123,576	(2.9)%	(3.2)%
International salons	12,396	1,124	11,272	28.3	16.6
Beauty schools	3,619	160	3,459	50.3	43.6
Hair restoration centers	1,565		1,565	100.0	100.0
Corporate**	(62,255)	(10)	(62,245)	7.9	7.9
<b>Total</b>	<b>\$ 79,271</b>	<b>\$ 1,644</b>	<b>\$ 77,627</b>	<b>(3.4)%</b>	<b>(5.4)%</b>

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\* represents the percentage increase (decrease) over reported amounts in the corresponding period of the prior fiscal year

\*\* primarily general and administrative, corporate depreciation and amortization, and net interest expense

**Table of Contents****Results of Operations by Segment**

Based on our internal management structure, we report four segments: North American salons, international salons, beauty schools and hair restoration centers. Significant results of operations are discussed below with respect to each of these segments.

**North American Salons**

*North American Salon Revenues.* Total North American salon revenues were as follows:

(Dollars in thousands)	Revenues	Increase Over Prior Fiscal Year		Same-Store Sales Increase
		Dollar	Percentage	
<b>Periods Ended December 31,</b>				
<i>Three Months</i>				
2004	\$ 465,318	\$ 44,380	10.5%	0.2%
2003	420,938	46,608	12.5	2.2
<i>Six Months</i>				
2004	\$ 913,746	\$ 78,275	9.4%	0.4%
2003	835,471	97,694	13.2	2.3

The percentage increases during the three and six months ended December 31, 2004 were due to the following factors:

	Percentage Increase (Decrease) in Revenues For the Periods Ended December 31, 2004	
	Three Months	Six Months
	Acquisitions (previous twelve months)	5.4%
Organic growth	5.0	4.2
Foreign currency	0.4	0.4
Franchise revenues		(0.1)
Closed salons	(0.3)	(0.4)
	10.5%	9.4%

We acquired 385 company-owned North American salons during the twelve months ended December 31, 2004, including 160 franchise buybacks. The organic growth stemmed primarily from the construction of 487 company-owned salons in North America during the twelve months ended December 31, 2004. Revenues were negatively impacted during the first half of fiscal year 2005 by the hurricanes in the southeast United States, which caused nearly 650 of our company-owned salons to be closed for at least one day during the first quarter, as well as reduced customer visits to salons. The foreign currency impact during the second quarter and first half of fiscal years 2005 was driven by the weakening of the United States dollar against the Canadian dollar as compared to the prior periods exchange rates

**North American Salon Operating Income.** Operating income for the North American salons for the second quarter and first half of fiscal year 2005 and 2004 was as follows:

(Dollars in thousands)

Periods Ended	Operating Income	Operating Income as % of Total Revenues	Increase (Decrease) Over Prior Fiscal Year		Basis Point*
			Dollar	Percentage	
<b>December 31, Three Months</b>					
2004 (as restated)	\$ 62,812	13.5	\$ (1,665)	(2.6)%	(180)
2003 (as restated)	64,477	15.3	5,772	9.8	(40)
<b>Six Months</b>					
2004 (as restated)	\$ 123,946	13.6	\$ (3,720)	(2.9)%	(170)
2003 (as restated)	127,666	15.3	17,958	16.4	40

\* Represents the basis point change in North American salon operating income as a percent of total North American salon revenues as compared to the corresponding periods of the prior fiscal year.

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The decrease in North American salon operating income during the three and six months ended December 31, 2004 was primarily related to lower same-store sales increases as compared to the prior fiscal year, overstaffing due to lower than expected same-store sales during the latter half of December 2004, changes in the mix of services provided and products carried and sold, and our decision to compensate employees while salons were closed in the southeast United States during the first quarter due to the hurricanes.

**International Salons**

**International Salon Revenues.** Total international salon revenues were as follows:

(Dollars in thousands)	Revenues	Increase Over Prior Fiscal Year		Same-Store Sales Increase
		Dollar	Percentage	
<b>Periods Ended December 31,</b>				
<b>Three Months</b>				
2004	\$ 55,597	\$ 7,787	16.3%	2.6%
2003	47,810	7,889	19.8	5.6
<b>Six Months</b>				
2004	\$ 107,335	\$ 16,383	18.0%	4.1%
2003	90,952	15,255	20.2	5.5

The percentage increases during the three and six months ended December 31, 2004 were due to the following factors:

	Percentage Increase (Decrease) in Revenues	
	For the Periods Ended December 31, 2004	
	Three Months	Six Months
Acquisitions (previous twelve months)	1.4%	1.2%
Organic growth	7.2	8.7
Foreign currency	10.7	10.9
Franchise revenues	0.3	0.8
Closed salons	(3.3)	(3.6)
	16.3%	18.0%

We acquired 31 company-owned international salons during the twelve months ended December 31, 2004. The organic growth stemmed from the construction of 24 company-owned international salons during the twelve months ended December 31, 2004, as well as international same-store sales increases. The foreign currency impact during the second quarter and first half of fiscal years 2005 was driven by the weakening of the United States dollar against the British pound and the Euro as compared to the prior periods' exchange rates

**International Salon Operating Income.** Operating income for the international salons for the second quarter and first half of fiscal year 2005 and 2004 was as follows:

(Dollars in thousands)

Periods Ended	Operating Income	Operating Income as % of Total Revenues	Increase (Decrease) Over Prior Fiscal Year		Basis Point*
			Dollar	Percentage	
<b>December 31, Three Months</b>					
2004	\$ 5,618	10.1	\$ 196	3.6%	(120)
2003	5,422	11.3	357	7.0	(140)
<b>Six Months</b>					
2004	\$ 12,396	11.5	\$ 2,731	28.3%	90
2003	9,665	10.6	(1,730)	(15.2)	(450)

\* Represents the basis point change in international salon operating income as a percent of total international salon revenues as compared to the corresponding periods of the prior fiscal year.

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The basis point decrease in international salon operating income during the three months ended December 31, 2004 was primarily related to an adjustment to increase cost of sales by approximately \$1.0 million stemming from our September 2004 physical inventory count, as well as increased supply costs. For the six months ended December 31, 2004, this was offset by improved rent expense stemming from favorable rent negotiations, as well as lower depreciation expense as a percent of revenues due to the continuing maturation of the salon base in the United Kingdom.

**Beauty Schools**

**Beauty School Revenues.** Total beauty schools revenues were as follows:

(Dollars in thousands) Periods Ended December 31, <i>Three Months</i>	Revenues	Increase Over Prior Fiscal Year	
		Dollar	Percentage
2004	\$ 8,032	\$ 4,328	116.8%
2003	3,704	3,196	629.1
<i>Six Months</i>			
2004	\$ 14,088	\$ 7,338	108.7%
2003	6,750	6,242	1,228.7

The percentage increases during the three and six months ended December 31, 2004 were due to the following factors:

	Percentage Increase (Decrease) in Revenues For the Periods Ended December 31, 2004	
	Three Months	Six Months
	Acquisitions (previous twelve months)	97.3%
Organic growth	11.5	8.7
Foreign currency	8.0	7.0
	116.8%	108.7%

We acquired ten beauty schools during the twelve months ended December 31, 2004. The foreign currency impact during the second quarter and first half of fiscal years 2005 was driven by the weakening of the United States dollar against the British pound as compared to the prior periods' exchange rates.

**Beauty School Operating Income.** Operating income for our beauty schools for the second quarter and first half of fiscal year 2005 and 2004 was as follows:

(Dollars in thousands) Periods Ended	Operating Income as	Operating Income as	Increase (Decrease) Over Prior Fiscal Year
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<b>December 31, Three Months</b>	<b>Income</b>	<b>% of Total Revenues</b>	<b>Dollar</b>	<b>Percentage</b>	<b>Basis Point*</b>
2004	\$ 2,408	30.0	\$ 1,012	72.5%	(770)
2003	1,396	37.7	1,218	684.3	270
<b>Six Months</b>					
2004	\$ 3,619	25.7	\$ 1,211	50.3%	(1,000)
2003	2,408	35.7	2,230	1,252.8	70

\* Represents the basis point change in beauty school operating income as a percent of total beauty school revenues as compared to the corresponding periods of the prior fiscal year.

We first began operating beauty schools during December 2002 (i.e., the second quarter of fiscal year 2003), in conjunction with the Vidal Sassoon acquisition. We have since expanded by acquiring six beauty schools during the fourth quarter of the prior fiscal year (i.e., fiscal year 2004) and four additional beauty schools in the second quarter of fiscal year 2005. Therefore, the year-over-year fluctuations in beauty school operating income stem primarily from our integration of the beauty schools and changes in the mix of beauty schools due to these acquisitions.

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**Hair Restoration Centers**

As discussed in Note 7 to the Condensed Consolidated Financial Statements, we acquired Hair Club for Men and Women in December 2004. Therefore, our operating results for the three and six months ended December 31, 2004 include only one month of operations from this acquired entity (referred to as hair restoration centers for segment reporting purposes). Refer to Note 5 of the Condensed Consolidated Financial Statements for the December operations of the hair restoration centers which were included in our Condensed Consolidated Statement of Operations.

**Table of Contents****LIQUIDITY AND CAPITAL RESOURCES****Overview**

We continue to maintain a strong balance sheet to support system growth and financial flexibility. Our debt to capitalization ratio, calculated as total debt as a percentage of total debt and shareholders' equity at fiscal quarter end, was as follows:

<b>Date</b>	<b>Debt to Capitalization</b>	<b>Basis Point (Increase) Decrease*</b>
December 31, 2004 (as restated)	40.5%	(990)
June 30, 2004 (as restated)	30.6	450

\* Change as compared to prior fiscal year end (June 30).

During December 2004, we financed the \$210 million acquisition of Hair Club for Men and Women with debt, which drove the increase in debt over the prior fiscal year. Our principal on-going cash requirements are to finance construction of new stores, remodel certain existing stores, acquire salons and beauty schools, and purchase inventory. Customers pay for salon services and merchandise in cash at the time of sale, which reduces our working capital requirements.

**Total assets at December 31, 2004 and June 30, 2004 were as follows:**

**(Dollars in thousands)**

<b>Date</b>	<b>Total Assets</b>	<b>\$ Increase Over Prior Period*</b>	<b>% Increase Over Prior Period*</b>
December 31, 2004	\$ 1,680,565	\$ 408,706	32.1%
June 30, 2004	1,271,859	158,904	14.3

\* Change as compared to prior fiscal year end (June 30).

The acquisition of Hair Club for Men and Women in December 2004 was the primary driver of the increase in total assets between June 30 and December 31, 2004.

**Total shareholders' equity at December 31, 2004 and June 30, 2004 was as follows:**

**(Dollars in thousands)**

<b>Date (as restated)</b>	<b>Shareholders Equity</b>	<b>\$ Increase Over Prior Period*</b>	<b>% Increase Over Prior Period*</b>
December 31, 2004	\$ 763,787	\$ 81,767	12.0%
June 30, 2004	682,020	123,494	22.1

\* Change as compared to prior fiscal year end (June 30).

During the first six months of fiscal year 2005, equity increased primarily as a result of net income, increased accumulated other comprehensive income due to foreign currency translation adjustments as the result of the strengthening of foreign currencies that underlie our investments in those markets, and additional paid-in capital primarily recorded in connection with the exercise of stock options.

**Table of Contents****Cash Flows***Operating Activities*

Net cash provided by operating activities in the first six months of fiscal year 2005 and 2004 was \$112.5 and \$113.7 million, respectively. The cash flows from operating activities were a result of the following:

<b>(Dollars in thousands)</b>	<b>Operating Cash Flows For the Six Months Ended December 31,</b>	
	<b>2004</b>	<b>2003</b>
Net income (as restated)	\$ 51,676	\$ 52,185
Depreciation and amortization	40,560	36,612
Deferred income taxes (as restated)	4,125	5,604
Accounts payable and accrued expenses	22,296	14,938
Inventories	(8,407)	4,883
Other (as restated)	2,285	(491)
	\$ 112,535	\$ 113,731

During the first six months of fiscal year 2005, inventories increased due to growth in the number of salons, as well as lower than expected same-store product sales. Additionally, accounts payable and accrued expenses increased primarily due to the timing of insurance payments for workers' compensation and payments related to inventory purchases, as well as increased accrued payroll due to the holiday season.

*Investing Activities*

Net cash used in investing activities of \$290.9 and \$67.9 million in the first six months of fiscal year 2005 and 2004, respectively, was the result of the following:

<b>(Dollars in thousands)</b>	<b>Investing Cash Flows For the Six Months Ended December 31,</b>	
	<b>2004</b>	<b>2003</b>
Business and salon acquisitions	\$ (244,743)	\$ (33,611)
Capital expenditures for new salon construction	(22,459)	(14,840)
Capital expenditures for remodels or other additions	(15,612)	(15,086)
Capital expenditures for the corporate office (including all technology-related expenditures)	(8,638)	(4,478)
Proceeds from the sale of assets	602	95
	\$ (290,850)	\$ (67,920)

We constructed 245 company-owned salons, and acquired 134 company-owned salons (67 of which were franchise buybacks) and four company-owned beauty schools during the first six months of fiscal year 2005. Further, we

acquired 42 company-owned and 49 franchise hair restoration centers during December of 2004 (see Note 7 to the Condensed Consolidated Financial Statements). Acquisitions were primarily funded by a combination of operating cash flows and debt. The company-owned constructed and acquired salons consisted of the following number of salons in each concept:

	<b>Six Months Ended December 31, 2004</b>	
	<b>Constructed</b>	<b>Acquired</b>
Regis Salons	21	
MasterCuts	25	
Trade Secret	30	7
SmartStyle	80	7
Strip Center	68	111
International	21	9
	245	134

Additionally, we completed 81 major remodeling projects during the first half of fiscal year 2005.

**Table of Contents***Financing Activities*

Net cash provided by financing activities was \$217.6 million during the first six months of fiscal year 2005 and net cash used in financing activities was \$23.7 million during the first six months of fiscal year 2004, resulting from the following:

<b>(Dollars in thousands)</b>	<b>Financing Cash Flows For the Six Months Ended December 31,</b>	
	<b>2004</b>	<b>2003</b>
Net borrowings (payments) on revolving credit facilities	\$ 129,682	\$ (10,975)
Net proceeds from (repayments of) long-term debt	82,774	(8,250)
Proceeds from the issuance of common stock	6,425	10,390
Dividend payments	(3,555)	(2,631)
Repurchase of common stock	(442)	(3,373)
Other	2,672	(8,838)
	\$ 217,556	\$ (23,677)

The proceeds from the issuance of common stock were related to the exercise of stock options. In the third quarter of fiscal year 2004, the quarterly dividend was increased from its historical rate of \$0.03 per share to \$0.04 per share.

**Acquisitions**

The acquisitions during the first six months of fiscal year 2005 consisted of 67 franchise buybacks, 67 other acquired salons, four acquired beauty schools and 91 acquired hair restoration centers (including 49 franchise locations). These acquisitions individually and in the aggregate are not material to our operations. Therefore, pro forma information is not included in the Notes to the Condensed Consolidated Financial Statements. The acquisitions were funded primarily from operating cash flow and debt.

**Contractual Obligations and Commercial Commitments**

We acquired Hair Club for Men and Women in December 2004 for approximately \$210 million. The acquisition was financed with approximately \$110 million of debt under our existing revolving credit facility and \$100 million of senior term notes issued under an existing agreement, with interest rates ranging from 4.0 to 4.9 percent and maturation dates between November 2007 and November 2010. There have been no other significant changes in our commercial commitments such as commitments under lines of credit or standby letters of credit since June 30, 2004. We are in compliance with all covenants and other requirements of our credit agreements and indentures. Additionally, the credit agreements do not include rating triggers or subjective clauses that would accelerate maturity dates.

As a part of our salon development program, we continue to negotiate and enter into leases and commitments for the acquisition of equipment and leasehold improvements related to future salon locations, and continue to enter into transactions to acquire established hair care salons and businesses. Thus far during the third quarter of fiscal year 2005, we have acquired 53 franchised salons and three beauty schools. We also signed multiple agreements to acquire approximately 200 salons and six beauty schools; these agreements are expected to close during the third quarter ending March 31, 2005. In the beginning of the third quarter of fiscal year 2005, we also made a minority investment

in Cool Cuts 4 Kids, a Dallas, Texas-based company. This investment includes an option to purchase this business in three years. Cool Cuts 4 Kids currently operates 59 children's salons in seven states.

Prior to December 31, 2002, we became guarantor on a limited number of equipment lease agreements between our franchisees and leasing companies. If the franchisee should fail to make payments in accordance with the lease, we will be held liable under such agreements and retain the right to possess the related salon operations. We believe the fair value of the salon operations exceeds the maximum potential amount of future lease payments for which we could be held liable. The existing guaranteed lease obligations, which have an aggregate undiscounted value of \$2.3 million at December 31, 2004, terminate at various dates between June 2006 and April 2009. We have not experienced, and do not expect, any material loss to result from these arrangements.



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### **Financing**

Financing activities are discussed above and derivative activities are discussed in Item 3, Quantitative and Qualitative Disclosures about Market Risk. There were no other significant financing activities during the first six months of fiscal year 2005.

We believe that cash generated from operations and amounts available under our existing debt facilities will be sufficient to fund anticipated capital expenditures, acquisitions and required debt repayments for the foreseeable future.

### **Dividends**

We paid dividends of \$0.08 per share during the first six months of fiscal year 2005. On February 2, 2005, our Board of Directors declared a \$0.04 per share quarterly dividend payable March 2, 2005 to shareholders of record on February 16, 2005.

### **Share Repurchase Program**

Our Board of Directors has approved a stock repurchase program under which up to \$100.0 million could be expended for the repurchase of Regis Corporation common stock. The timing and amounts of any repurchases will depend on many factors, including the market price of the common stock and overall market conditions. The repurchases to date have been made primarily to eliminate the dilutive effect of shares issued in conjunction with acquisitions and stock option exercises. As of December 31, 2004, a total of 1.8 million shares have been repurchased for \$53.9 million, including 10,000 shares for \$0.4 million in the six months ended December 31, 2004. All repurchased shares are immediately retired. This repurchase program has no stated expiration date.

### **Risk Factors**

#### *Impact of Acquisition and Real Estate Availability*

The key driver of our revenue and earnings growth is the number of locations we acquire or construct. While we believe that substantial future acquisition and organic growth opportunities exist, any material decrease in the number of such opportunities would have an impact on our revenue and earnings growth.

#### *Impact of the Economic Environment*

Changes to the United States, Canadian, United Kingdom and other European economies have an impact on our business. Visitation patterns to our salons and hair restoration centers can be adversely impacted by changes in unemployment rates and discretionary income levels.

#### *Impact of Key Relationships*

We maintain key relationships with certain companies. Termination of these relationships could have an adverse impact on our ability to grow or future operating results.

#### *Impact of Fashion*

Changes in consumer tastes and fashion trends can have an impact on our financial performance.

*Impact of Changes in Regulatory and Statutory Laws*

With more than 10,000 locations and an average of 52,000 corporate employees world-wide, our financial results can be adversely impacted by regulatory or statutory changes in laws.

*Impact of Competition*

Competition on a market by market basis remains strong. Therefore, our ability to raise prices in certain markets can be adversely impacted by this competition.

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*Impact of Changes in Manufacturers' Choice of Distribution Channels*

The retail products that we sell are licensed to be carried exclusively by professional salons. Should the various product manufacturers decide to utilize other distribution channels, such as large discount retailers, it could negatively impact the revenue earned from product sales.

*Impact of Changes to Interest Rates and Foreign Currency Exchange Rates*

Changes in interest rates will have an impact on our expected results from operations. Currently, we manage the risk related to fluctuations in interest rates through the use of floating rate debt instruments and other financial instruments. See discussion in Item 3., Quantitative and Qualitative Disclosures about Market Risk, for additional information.

Changes in foreign currency exchange rates will have an impact on our reported results from operations. The majority of the revenue and costs associated with the performance of our foreign operations are denominated in local currencies such as the Canadian dollar, Euro and British pound. Therefore, we do not have significant foreign currency transaction risk; however, the translation at different exchange rates from period to period may impact the amount of reported income from our international operations. For the six months ended December 31, 2004, operations denominated in currencies other than the United States dollar represented approximately 25 percent of consolidated net income before income taxes, and changes in foreign currency exchange rates benefited net income before income taxes by approximately \$1.6 million. This impact was calculated by multiplying current year net income before income taxes in local currencies by the change in the average foreign currency exchange rate between the first six months of the current fiscal year and the corresponding period of the prior fiscal year. Refer the constant currency discussion in Management's Discussion and Analysis for further detail.

*Impact of Seasonality*

Our business is not subject to substantial seasonal variations in demand. However, the timing of Easter may cause a quarterly variation in the third and fourth quarters. Historically, our revenue and net earnings have generally been realized evenly throughout the fiscal year. The service and retail product revenues associated with our corporate salons, as well as our franchise revenues, are of a replenishment nature. We estimate that customer visitation patterns are generally consistent throughout the year.

*Impact of Changes in Securities Laws and Regulations*

The Sarbanes-Oxley Act of 2002 that became law in July 2002 requires changes in some of our corporate governance and securities disclosure or compliance practices. We are presently preparing for our required compliance with the Sarbanes-Oxley Act of 2002, and management's assertion concerning financial reporting controls. While we believe that we can ultimately comply with the new legislated requirements associated with being a registrant with the Securities and Exchange Commission, this process is costly and presents both challenge and risk.

The Sarbanes-Oxley Act of 2002 also requires the SEC to promulgate new rules on a variety of subjects, in addition to rule proposals already made, and the New York Stock Exchange has approved revisions to its requirements for listed companies. We expect these developments to increase our compliance costs. These developments could possibly make it more difficult and more expensive to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These developments could make it more difficult for us to attract and retain qualified members of our board of directors, or qualified executive officers.

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**SAFE HARBOR PROVISIONS UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995**

This quarterly report on Form 10-Q/A, as well as information included in, or incorporated by reference from, future filings by the Company with the Securities and Exchange Commission and information contained in written material, press releases and oral statements issued by or on behalf of the Company contains or may contain forward-looking statements within the meaning of the federal securities laws, including statements concerning anticipated future events and expectations that are not historical facts. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements in this document reflect management's best judgment at the time they are made, but all such statements are subject to numerous risks and uncertainties, which could cause actual results to differ materially from those expressed in or implied by the statements herein. Such forward-looking statements are often identified herein by use of words including, but not limited to, may, believe, project, forecast, expect, estimate, anticipate, and plan. In addition, the following could affect the Company's actual results and cause such results to differ materially from those expressed in forward-looking statements. These factors include competition within the personal hair care industry, which remains strong, both domestically and internationally, and price sensitivity; changes in economic condition; changes in consumer tastes and fashion trends; labor and benefit costs; legal claims; risk inherent to international development (including currency fluctuations); the continued ability of the Company and its franchisees to obtain suitable locations and financing for new salon development; governmental initiatives such as minimum wage rates, taxes and possible franchise legislation; the ability of the Company to successfully identify and acquire salons and beauty schools that support its growth objectives; changes in key relationships with certain companies; changes in regulatory and statutory laws; changes in manufacturers' choice of distribution channels; or other factors not listed above. The ability of the Company to meet its expected revenue growth is dependent on salon acquisitions, new salon construction and same-store sales increases, all of which are affected by many of the aforementioned risks. Additional information concerning potential factors that could affect future financial results is set forth herein and in the Company's Annual Report on Form 10-K/A for the year ended June 30, 2004 and incorporated by reference into Form S-3 Registration Statement filed with the Securities and Exchange Commission on June 4, 2004. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. However, your attention is directed to any further disclosures made in our subsequent annual and periodic reports filed or furnished with the SEC on Forms 10-Q, 10-Q/A and 8-K and Proxy Statements on Schedule 14A.

**Table of Contents****Item 3. Quantitative and Qualitative Disclosures about Market Risk**

The primary market risk exposure of the Company relates to changes in interest rates in connection with its debt, some of which bears interest at floating rates based on LIBOR plus an applicable borrowing margin. Additionally, the Company is exposed to foreign currency translation risk related to its net investments in its foreign subsidiaries. The Company has established policies and procedures that govern the management of these exposures. By policy, the Company does not enter into such contracts for the purpose of speculation. The following details the Company's policies and use of financial instruments.

**Interest Rate Risk:**

The Company has established an interest rate management policy that attempts to minimize its overall cost of debt, while taking into consideration the earnings implications associated with the volatility of short-term interest rates. As part of this policy, the Company has elected to maintain a combination of floating and fixed rate debt. As of December 31, 2004 and June 30, 2004, the Company had the following outstanding debt balances, considering the effect of interest rate swaps and including \$3.4 and \$3.5 million related to the fair value swaps at December 31 and June 30, 2004, respectively:

<b>(Dollars in thousands)</b>	<b>December 31, 2004</b>	<b>June 30, 2004</b>
Fixed rate debt	\$ 303,683	\$ 202,543
Floating rate debt	215,980	98,600
	<b>\$ 519,663</b>	<b>\$ 301,143</b>

In addition, the Company has entered into the following financial instruments:

**Interest Rate Swap Contracts:**

The Company manages its interest rate risk by balancing the amount of fixed and floating rate debt. On occasion, the Company uses interest rate swaps to further mitigate the risk associated with changing interest rates and to maintain its desired balances of fixed and floating rate debt. Generally, the terms of the interest rate swap agreements contain quarterly settlement dates based on the notional amounts of the swap contracts.

**(Pay fixed rates, receive variable rates)**

The Company had interest rate swap contracts that pay fixed rates of interest and receive variable rates of interest (based on the three-month LIBOR rate) on notional amounts of indebtedness of \$11.8 million at December 31, 2004 and June 30, 2004. These swaps are being accounted for as cash flow swaps.

The cumulative tax-effected net loss recorded in other comprehensive income, set forth under the caption shareholders equity in the Condensed Consolidated Balance Sheet, related to the cash flow swap was \$0.3 and \$0.4 million at December 31, 2004 and 2003, respectively. The following table depicts the hedging activity recorded in the accumulated other comprehensive income account related to the cash flow swap for the three and six months ended December 31, 2004 and 2003.

<b>(Dollars in thousands)</b>	<b>For the Periods Ended December 31,</b>			
	<b>Three Months</b>		<b>Six Months</b>	
	<b>2004</b>	<b>2003</b>	<b>2004</b>	<b>2003</b>
Tax-effected (loss) gain on cash flow hedge recorded in other comprehensive income:				
Realized net loss transferred from other comprehensive income to earnings	\$ 125	\$ 96	\$ 213	\$ 194
Unrealized net loss from changes in fair value of cash flow swap	(101)	(35)	(190)	(88)
	\$ 24	\$ 61	\$ 23	\$ 106

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**(Pay variable rates, receive fixed rates)**

The Company has interest rate swap contracts that pay variable rates of interest (based on the three-month and six-month LIBOR rates plus a credit spread) and receive fixed rates of interest on an aggregate \$68.5 and \$81.0 million notional amount at December 31, 2004 and June 30, 2004, respectively, with maturation dates between July 2005 and March 2009. These swaps were designated as hedges of a portion of the Company's senior term notes and are being accounted for as fair value swaps.

The Company's fair value swaps are recorded at fair value within other assets in the Condensed Consolidated Balance Sheet, with a corresponding cumulative adjustment to the underlying senior term note within long-term debt of \$2.4 million at December 31, 2004 and June 30, 2004. Additionally, \$1.0 and \$1.1 million of deferred gain remained in long-term debt at December 31, 2004 and June 30, 2004, respectively, related to the early termination of a fair value swap contract. No hedge ineffectiveness occurred during the first half of fiscal year 2005 or 2004. As a result, the fair value swaps did not have a net impact on earnings.

**Foreign Currency Exchange Risk:**

The majority of the Company's revenue, expense and capital purchasing activities are transacted in United States dollars. However, because a portion of the Company's operations consists of activities outside of the United States, the Company has transactions in other currencies, primarily the Canadian dollar, British pound and Euro. In preparing the Condensed Consolidated Financial Statements, the Company is required to translate the financial statements of its foreign subsidiaries from the currency in which they keep their accounting records, generally the local currency, into United States dollars. Different exchange rates from period to period impact the amounts of reported income and the amount of foreign currency translation recorded in accumulated other comprehensive income. As part of its risk management strategy, the Company frequently evaluates its foreign currency exchange risk by monitoring market data and external factors that may influence exchange rate fluctuations. As a result, the Company may engage in transactions involving various derivative instruments to hedge assets, liabilities and purchases denominated in foreign currencies. As of December 31, 2004, the Company has entered into the following financial instrument:

**Hedge of the Net Investment in Foreign Subsidiaries:**

The Company has a cross-currency swap with a notional amount of \$21.3 million to hedge a portion of its net investments in its foreign operations. The purpose of this hedge is to protect against adverse movements in exchange rates. The cross-currency swap hedged approximately six and seven percent of the Company's net investments in foreign operations at December 31, 2004 and June 30, 2004, respectively.

The Company's cross-currency swap is recorded at fair value within other noncurrent liabilities in the Condensed Consolidated Balance Sheet. At December 31, 2004 and June 30, 2004, the Company's net investment in this derivative financial instrument was in a \$12.3 and \$8.7 million loss position, respectively, based on its estimated fair value. The corresponding tax-effected offset is charged to the cumulative translation adjustment account, which is a component of accumulated other comprehensive income set forth under the caption shareholders' equity in the Condensed Consolidated Balance Sheet. For the quarters ended December 31, 2004 and 2003, \$2.1 and \$1.7 million of tax-effected loss related to this derivative was charged to the cumulative translation adjustment account, respectively. For the six months ended December 31, 2004 and 2003, \$2.6 and \$2.3 million of tax-effected loss related to this derivative was charged to the cumulative translation adjustment account, respectively.

For additional information, including a tabular presentation of the Company's debt obligations and derivative financial instruments, refer to Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk," in the Company's June 30, 2004 Annual Report on Form 10-K/A. Other than the information included above, there have been no

material changes to this information during the six months ended December 31, 2004.



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**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in its Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to management, including the chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure. Management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding management's control objectives.

With the participation of management, the Company's chief executive officer and chief financial officer evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures at the conclusion of the period ended December 31, 2004. Based upon this evaluation, the chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level.

**Management's Consideration of the Restatement**

In coming to the conclusion that our internal control over financial reporting was effective as of December 31, 2004, our management considered, among other things, the control deficiency related to the determination of lease terms, which resulted in the need to restate our previously issued financial statements as disclosed in Note 2 of Notes to Condensed Consolidated Financial Statements included in this Form 10-Q/A. After reviewing and analyzing the Securities and Exchange Commission's Staff Accounting Bulletin (SAB) No. 99, Materiality, Accounting Principles Board Opinion No. 28, Interim Financial Reporting, paragraph 29 and SAB Topic 5-F, Accounting Changes Not Retroactively Applied Due to Immateriality, and taking into consideration (i) that the restatement adjustments did not have a material impact on the financial statements of prior interim or annual periods taken as a whole; (ii) that the cumulative impact of the restatement adjustments on stockholders' equity was not material to the financial statements of prior interim or annual periods; and (iii) that we decided to restate our previously issued financial statements solely because the cumulative impact of the error, if recorded in the current period, would have been material to the current year's reported net income, our management concluded that the control deficiency that resulted in the restatement of the prior period financial statements was not in itself a material weakness.

**Changes in Internal Controls**

There were no changes in the Company's internal controls or, to the knowledge of management of the Company, in other factors that could significantly affect internal controls subsequent to the date of the Company's most recent evaluation, for the quarter ended December 31, 2004, of its disclosure controls and procedures utilized to compile information included in this filing.

**Table of Contents****Part II Other Information****Item 1. Legal Proceedings**

The Company is a defendant in various lawsuits and claims arising out of the normal course of business. Like certain other large retail employers, the Company has been faced with allegations of purported class-wide wage and hour violations. The Company is currently a defendant in a collective action lawsuit in which the plaintiffs allege violations under the Fair Labor Standards Act ( FLSA ). The Company denies these allegations and will actively defend its position. However, litigation is inherently unpredictable and the outcome of these matters cannot presently be determined. Although company counsel believes that the Company has valid defenses in these matters, it could in the future incur judgments or enter into settlements of claims that could have a material adverse effect on its results of operations in any particular period.

**Item 2. Changes in Securities, Use of Proceeds and Issuer Purchases of Equity Securities****(e) Share Repurchase Program**

The Company's Board of Directors approved a stock repurchase program under which up to \$100.0 million can be expended for the repurchase of the Company's common stock. The timing and amounts of any repurchases will depend on many factors, including the market price of the common stock and overall market conditions. All repurchased shares are immediately retired. This repurchase program has no stated expiration date.

All repurchases of the Company's common stock during the quarter ended December 31, 2004 were part of this repurchase program. The following table shows the monthly second quarter fiscal year 2005 stock repurchase activity:

Period		Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased under the Plans or Programs (in thousands)
10/1/04	10/31/04		\$		\$ 46,590
11/1/04	11/30/04	10,000	44.23	10,000	46,148
12/1/04	12/31/04				46,148
Total		10,000	\$ 44.23	10,000	

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

On October 28, 2004, at the annual meeting of the shareholders of the Company, a vote on the election of the Company's directors, the ratification of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm and a proposal to approve the Company's 2004 Long Term Incentive Plan and 2004 Short Term Incentive Plan took place with the following results:

**Election of Directors:**

AUTHORITY	FOR	WITHHOLD
Rolf F. Bjelland	39,067,568	2,096,076
Paul D. Finkelstein	40,047,560	1,116,084
Thomas L. Gregory	39,998,565	1,165,079
Van Zandt Hawn	39,121,723	2,041,921
Susan Hoyt	40,000,089	1,163,555
David B. Kunin	37,880,116	3,283,527
Myron Kunin	39,361,025	1,802,618

**Table of Contents****Ratification of PricewaterhouseCoopers LLP as independent registered public accounting firm:**

For	40,562,822
Against	583,403
Abstain	17,419

**2004 Long Term Incentive Plan:**

Approve	27,438,669
Veto	6,759,542
Abstain	569,100

**2004 Short Term Incentive Plan:**

Approve	37,156,261
Veto	3,438,251
Abstain	569,131

**Item 6. Exhibits and Reports on Form 8-K**

## (a) Exhibits:

- Exhibit 2\* Purchase Agreement between Regis Corporation and Hair Club for Men and Women.
- Exhibit 15 Letter Re: Unaudited Interim Financial Information.
- Exhibit 31.1 Chairman of the Board of Directors, President and Chief Executive Officer of Regis Corporation: Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 31.2 Executive Vice President, Chief Financial and Administrative Officer of Regis Corporation: Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 32.1 Chairman of the Board of Directors, President and Chief Executive Officer of Regis Corporation: Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- Exhibit 32.2 Executive Vice President, Chief Financial and Administrative Officer of Regis Corporation: Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\*Exhibit was previously filed with the original filing of the Quarterly Report on Form 10-Q on February 9, 2005.

## (b) Reports on Form 8-K:

The following reports on Form 8-K were filed during the three months ended December 31, 2004:

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Form 8-K dated October 7, 2004 related to the announcement of the Company's consolidated revenues and consolidated same-store sales for the month and quarter ended September 30, 2004.

Form 8-K dated October 27, 2004 related to the announcement of the Company's financial results for its fiscal first quarter ended September 30, 2004.

Form 8-K dated November 15, 2004 related to the announcement of the Company's acquisition of Hair Club for Men and Women.

Form 8-K dated December 2, 2004 related to the announcement of the closing of the Company's acquisition of Hair Club for Men and Women.

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SIGNATURE

Pursuant to the requirements 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.

REGIS CORPORATION

Date: May 20, 2005

By: /s/ Randy L. Pearce  
Randy L. Pearce  
Executive Vice President  
Chief Financial and Administrative  
Officer

Signing on behalf of the  
registrant and as principal  
accounting officer

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