

CREDIT ACCEPTANCE CORP  
Form 10-Q  
October 30, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-Q  
(Mark One)

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

For the quarterly period ended September 30, 2017

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 000-20202

CREDIT ACCEPTANCE CORPORATION

(Exact name of registrant as specified in its charter)

Michigan

(State or other jurisdiction of incorporation or organization)

38-1999511

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

25505 W. Twelve Mile Road

Southfield, Michigan

(Address of principal executive offices)

248-353-2700

(Registrant's

telephone

number,

including area

code)

Not Applicable

(Former name,

former address

and former

fiscal year, if

changed since

last report)

48034-8339

(Zip Code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>	Emerging growth company <input type="checkbox"/>
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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The number of shares of Common Stock, \$0.01 par value, outstanding on October 23, 2017 was 19,310,211.

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## PART I. - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

CREDIT ACCEPTANCE CORPORATION  
CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)

(Dollars in millions, except per share data)

	As of	
	September 30, 2017	December 31, 2016
<b>ASSETS:</b>		
Cash and cash equivalents	\$4.9	\$ 14.6
Restricted cash and cash equivalents	273.6	224.7
Restricted securities available for sale	46.1	45.3
Loans receivable (including \$1.4 from affiliates as of December 31, 2016)	4,827.6	4,207.0
Allowance for credit losses	(376.2 )	(320.4 )
Loans receivable, net	4,451.4	3,886.6
Property and equipment, net	20.3	18.2
Income taxes receivable	5.5	2.3
Other assets	25.1	26.3
Total Assets	\$4,826.9	\$ 4,218.0
<b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>		
<b>Liabilities:</b>		
Accounts payable and accrued liabilities	\$ 140.5	\$ 143.9
Revolving secured line of credit	130.5	—
Secured financing	2,327.9	2,062.4
Senior notes	542.4	541.3
Deferred income taxes, net	333.6	273.1
Income taxes payable	0.2	23.6
Total Liabilities	3,475.1	3,044.3
Commitments and Contingencies - See Note 15		
<b>Shareholders' Equity:</b>		
Preferred stock, \$0.01 par value, 1,000,000 shares authorized, none issued	—	—
Common stock, \$0.01 par value, 80,000,000 shares authorized, 19,310,226 and 19,877,381 shares issued and outstanding as of September 30, 2017 and December 31, 2016, respectively	0.2	0.2
Paid-in capital	138.4	131.7
Retained earnings	1,213.2	1,042.0
Accumulated other comprehensive loss	—	(0.2 )
Total Shareholders' Equity	1,351.8	1,173.7
Total Liabilities and Shareholders' Equity	\$4,826.9	\$ 4,218.0

See accompanying notes to consolidated financial statements.

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CREDIT ACCEPTANCE CORPORATION  
CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)

(Dollars in millions, except per share data)	For the Three		For the Nine	
	Months Ended		Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Revenue:				
Finance charges	\$259.4	\$ 223.9	\$749.2	\$ 641.9
Premiums earned	10.3	10.7	30.9	32.4
Other income	14.2	12.0	42.6	38.7
Total revenue	283.9	246.6	822.7	713.0
Costs and expenses:				
Salaries and wages	33.7	32.4	101.9	95.2
General and administrative	14.2	11.0	42.1	35.7
Sales and marketing	14.2	12.2	43.7	37.8
Provision for credit losses	25.7	22.8	68.0	62.8
Interest	30.5	25.1	88.0	71.5
Provision for claims	5.5	6.6	17.6	20.4
Total costs and expenses	123.8	110.1	361.3	323.4
Income before provision for income taxes	160.1	136.5	461.4	389.6
Provision for income taxes	59.4	50.6	168.3	144.4
Net income	\$100.7	\$ 85.9	\$293.1	\$ 245.2
Net income per share:				
Basic	\$5.19	\$ 4.22	\$15.01	\$ 12.02
Diluted	\$5.19	\$ 4.21	\$14.99	\$ 12.01
Weighted average shares outstanding:				
Basic	19,407,321	19,379,557	19,528,175	19,398,037
Diluted	19,415,245	19,384,624	19,547,670	19,415,981

See accompanying notes to consolidated financial statements.

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CREDIT ACCEPTANCE CORPORATION  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(UNAUDITED)

(In millions)	For the Three		For the Nine	
	Months Ended	Months Ended	Months Ended	Months Ended
	September 30,	September 30,	September 30,	September 30,
	2017	2016	2017	2016
Net income	\$100.7	\$85.9	\$293.1	\$245.2
Other comprehensive income (loss), net of tax:				
Unrealized gain (loss) on securities, net of tax	—	(0.1 )	0.2	0.4
Other comprehensive income (loss)	—	(0.1 )	0.2	0.4
Comprehensive income	\$100.7	\$85.8	\$293.3	\$245.6



See accompanying notes to consolidated financial statements.

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CREDIT ACCEPTANCE CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

(In millions)	For the Nine Months Ended September 30,	
	2017	2016
<b>Cash Flows From Operating Activities:</b>		
Net income	\$293.1	\$245.2
Adjustments to reconcile cash provided by operating activities:		
Provision for credit losses	68.0	62.8
Depreciation	4.7	4.7
Amortization	7.5	6.8
Loss on retirement of property and equipment	0.1	0.1
Provision for deferred income taxes	60.5	32.0
Stock-based compensation	8.3	5.6
Change in operating assets and liabilities:		
Decrease in accounts payable and accrued liabilities	(2.8 )	(0.9 )
Decrease (increase) in income taxes receivable	(3.2 )	4.6
Increase (decrease) in income taxes payable	(23.4 )	2.0
Decrease in other assets	1.8	0.6
Net cash provided by operating activities	414.6	363.5
<b>Cash Flows From Investing Activities:</b>		
Increase in restricted cash and cash equivalents	(48.9 )	(65.4 )
Purchases of restricted securities available for sale	(28.0 )	(28.3 )
Proceeds from sale of restricted securities available for sale	23.0	25.5
Maturities of restricted securities available for sale	4.3	4.5
Principal collected on Loans receivable	1,657.4	1,493.2
Advances to Dealers	(1,467.2)	(1,476.4)
Purchases of Consumer Loans	(686.7 )	(589.4 )
Accelerated payments of Dealer Holdback	(35.5 )	(43.4 )
Payments of Dealer Holdback	(100.8 )	(109.7 )
Purchases of property and equipment	(6.9 )	(3.6 )
Net cash used in investing activities	(689.3 )	(793.0 )
<b>Cash Flows From Financing Activities:</b>		
Borrowings under revolving secured line of credit	3,076.7	1,280.8
Repayments under revolving secured line of credit	(2,946.2)	(1,253.3)
Proceeds from secured financing	1,664.5	1,433.3
Repayments of secured financing	(1,396.8)	(1,019.0)
Payments of debt issuance costs	(9.1 )	(6.3 )
Repurchase of common stock	(123.5 )	(40.8 )
Excess tax benefits from stock-based compensation plans	—	27.2
Other financing activities	(0.6 )	7.0
Net cash provided by financing activities	265.0	428.9
Net decrease in cash and cash equivalents	(9.7 )	(0.6 )
Cash and cash equivalents, beginning of period	14.6	6.3
Cash and cash equivalents, end of period	\$4.9	\$5.7

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Supplemental Disclosure of Cash Flow Information:

Cash paid during the period for interest	\$88.9	\$73.5
Cash paid during the period for income taxes	\$132.1	\$75.2

See accompanying notes to consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“generally accepted accounting principles” or “GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. The results of operations for interim periods are not necessarily indicative of actual results achieved for full fiscal years. The consolidated balance sheet as of December 31, 2016 has been derived from the audited financial statements at that date but does not include all the information and footnotes required by GAAP for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2016 for Credit Acceptance Corporation (the “Company”, “Credit Acceptance”, “we”, “our” or “us”).

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

We have evaluated events and transactions occurring subsequent to the consolidated balance sheet date of September 30, 2017 for items that could potentially be recognized or disclosed in these financial statements. For additional information regarding subsequent events, see Note 16 of these consolidated financial statements.

Reclassification

Certain amounts for prior periods have been reclassified to conform to the current presentation. We have reclassified certain prior period related party transactions to reflect the June 2016 sale of certain affiliated Dealers by our founder, significant shareholder and former Chairman of the Board. For additional information regarding this change, see Note 10 to the consolidated financial statements.

2. DESCRIPTION OF BUSINESS

Since 1972, Credit Acceptance has offered financing programs that enable automobile dealers to sell vehicles to consumers, regardless of their credit history. Our financing programs are offered through a nationwide network of automobile dealers who benefit from sales of vehicles to consumers who otherwise could not obtain financing; from repeat and referral sales generated by these same customers; and from sales to customers responding to advertisements for our financing programs, but who actually end up qualifying for traditional financing.

Without our financing programs, consumers are often unable to purchase vehicles or they purchase unreliable ones. Further, as we report to the three national credit reporting agencies, an important ancillary benefit of our programs is that we provide consumers with an opportunity to improve their lives by improving their credit score and move on to more traditional sources of financing.

We refer to automobile dealers who participate in our programs and who share our commitment to changing consumers’ lives as “Dealers”. Upon enrollment in our financing programs, the Dealer enters into a Dealer servicing agreement with us that defines the legal relationship between Credit Acceptance and the Dealer. The Dealer servicing

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agreement assigns the responsibilities for administering, servicing, and collecting the amounts due on retail installment contracts (referred to as “Consumer Loans”) from the Dealers to us. We are an indirect lender from a legal perspective, meaning the Consumer Loan is originated by the Dealer and assigned to us.

Substantially all of the Consumer Loans assigned to us are made to consumers with impaired or limited credit histories. The following table shows the percentage of Consumer Loans assigned to us with either FICO® scores below 650 or no FICO® scores:

	For the Three		For the Nine	
	Months Ended		Months Ended	
	September 30,		September 30,	
Consumer Loan Assignment Volume	2017	2016	2017	2016
Percentage of total unit volume with either FICO® scores below 650 or no FICO® scores	95.2%	95.4%	95.7%	95.9%

Table of ContentsNOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)  
(UNAUDITED)

We have two programs: the Portfolio Program and the Purchase Program. Under the Portfolio Program, we advance money to Dealers (referred to as a “Dealer Loan”) in exchange for the right to service the underlying Consumer Loans. Under the Purchase Program, we buy the Consumer Loans from the Dealers (referred to as a “Purchased Loan”) and keep all amounts collected from the consumer. Dealer Loans and Purchased Loans are collectively referred to as “Loans”. The following table shows the percentage of Consumer Loans assigned to us as Dealer Loans and Purchased Loans for each of the last seven quarters:

Three Months Ended	Unit Volume		Dollar Volume (1)	
	Dealer Loans	Purchased Loans	Dealer Loans	Purchased Loans
March 31, 2016	82.4%	17.6%	75.6%	24.4%
June 30, 2016	77.8%	22.2%	69.8%	30.2%
September 30, 2016	76.2%	23.8%	68.5%	31.5%
December 31, 2016	76.9%	23.1%	71.1%	28.9%
March 31, 2017	73.3%	26.7%	67.8%	32.2%
June 30, 2017	72.3%	27.7%	67.9%	32.1%
September 30, 2017	71.9%	28.1%	68.6%	31.4%

Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time (1) payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

## Portfolio Program

As payment for the vehicle, the Dealer generally receives the following:

- a down payment from the consumer;
- a non-recourse cash payment (“advance”) from us; and
- after the advance has been recovered by us, the cash from payments made on the Consumer Loan, net of certain collection costs and our servicing fee (“Dealer Holdback”).

We record the amount advanced to the Dealer as a Dealer Loan, which is classified within Loans receivable in our consolidated balance sheets. Cash advanced to the Dealer is automatically assigned to the Dealer’s open pool of advances. We generally require Dealers to group advances into pools of at least 100 Consumer Loans. At the Dealer’s option, a pool containing at least 100 Consumer Loans can be closed and subsequent advances assigned to a new pool. All advances within a Dealer’s pool are secured by the future collections on the related Consumer Loans assigned to the pool. For Dealers with more than one pool, the pools are cross-collateralized so the performance of other pools is considered in determining eligibility for Dealer Holdback. We perfect our security interest in the Dealer Loans by taking possession of the Consumer Loans, which list us as lien holder on the vehicle title.

The Dealer servicing agreement provides that collections received by us during a calendar month on Consumer Loans assigned by a Dealer are applied on a pool-by-pool basis as follows:

- first, to reimburse us for certain collection costs;
- second, to pay us our servicing fee, which generally equals 20% of collections;
- third, to reduce the aggregate advance balance and to pay any other amounts due from the Dealer to us; and
- fourth, to the Dealer as payment of Dealer Holdback.

If the collections on Consumer Loans from a Dealer's pool are not sufficient to repay the advance balance and any other amounts due to us, the Dealer will not receive Dealer Holdback.

Dealers have an opportunity to receive an accelerated Dealer Holdback payment each time 100 Consumer Loans have been assigned to us. The amount paid to the Dealer is calculated using a formula that considers the forecasted collections and the advance balance on the related Consumer Loans.

Since typically the combination of the advance and the consumer's down payment provides the Dealer with a cash profit at the time of sale, the Dealer's risk in the Consumer Loan is limited. We cannot demand repayment of the advance from the Dealer except in the event the Dealer is in default of the Dealer servicing agreement. Advances are made only after the consumer and Dealer have signed a Consumer Loan contract, we have received the executed Consumer Loan contract and supporting documentation in either physical or electronic form, and we have approved all of the related stipulations for funding. The Dealer can also opt to repurchase Consumer Loans that have been assigned to us under the Portfolio Program, at their discretion, for a fee.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)  
(UNAUDITED)

For accounting purposes, the transactions described under the Portfolio Program are not considered to be loans to consumers. Instead, our accounting reflects that of a lender to the Dealer. The classification as a Dealer Loan for accounting purposes is primarily a result of (1) the Dealer's financial interest in the Consumer Loan and (2) certain elements of our legal relationship with the Dealer.

Purchase Program

The Purchase Program differs from our Portfolio Program in that the Dealer receives a one-time payment from us at the time of assignment to purchase the Consumer Loan instead of a cash advance at the time of assignment and future Dealer Holdback payments. For accounting purposes, the transactions described under the Purchase Program are considered to be originated by the Dealer and then purchased by us.

Program Enrollment

Dealers may enroll in our Portfolio Program by (1) paying an up-front, one-time fee of \$9,850, or (2) agreeing to allow us to retain 50% of their first accelerated Dealer Holdback payment. Access to the Purchase Program is typically only granted to Dealers that meet one of the following:

- received first accelerated Dealer Holdback payment under the Portfolio Program;
- franchise dealership; or
- independent dealership that meets certain criteria upon enrollment.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business Segment Information

We currently operate in one reportable segment which represents our core business of offering financing programs that enable Dealers to sell vehicles to consumers, regardless of their credit history. The consolidated financial statements reflect the financial results of our one reportable operating segment.

Cash and Cash Equivalents

Cash equivalents consist of readily marketable securities with original maturities at the date of acquisition of three months or less. As of September 30, 2017 and December 31, 2016, we had \$4.6 million and \$14.3 million, respectively, in cash and cash equivalents that were not insured by the Federal Deposit Insurance Corporation ("FDIC").

Restricted Cash and Cash Equivalents

Restricted cash and cash equivalents consist of cash pledged as collateral for secured financings and cash held in a trust for future vehicle service contract claims. As of September 30, 2017 and December 31, 2016, we had \$273.1 million and \$224.1 million, respectively, in restricted cash and cash equivalents that were not insured by the FDIC.

Restricted Securities Available for Sale

Restricted securities available for sale consist of amounts held in a trust for future vehicle service contract claims. We determine the appropriate classification of our investments in debt securities at the time of purchase and reevaluate such determinations at each balance sheet date. Debt securities for which we do not have the intent or ability to hold to



maturity are classified as available for sale, and stated at fair value with unrealized gains and losses, net of income taxes included in the determination of comprehensive income and reported as a component of shareholders' equity.

#### Loans Receivable and Allowance for Credit Losses

Consumer Loan Assignment. For legal purposes, a Consumer Loan is considered to have been assigned to us after the following has occurred:

- the consumer and Dealer have signed a Consumer Loan contract; and
- we have received the executed Consumer Loan contract and supporting documentation in either physical or electronic form.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)  
(UNAUDITED)

For accounting and financial reporting purposes, a Consumer Loan is considered to have been assigned to us after the following has occurred:

the Consumer Loan has been legally assigned to us; and  
we have made a funding decision and generally have provided funding to the Dealer in the form of either an advance under the Portfolio Program or one-time purchase payment under the Purchase Program.

Portfolio Segments and Classes. We are considered to be a lender to our Dealers for Consumer Loans assigned under our Portfolio Program and a purchaser of Consumer Loans assigned under our Purchase Program. As a result, our Loan portfolio consists of two portfolio segments: Dealer Loans and Purchased Loans. Each portfolio segment is comprised of one class of Consumer Loan assignments, which is Consumer Loans originated by Dealers to finance purchases of vehicles and related ancillary products by consumers with impaired or limited credit histories.

Dealer Loans. Amounts advanced to Dealers for Consumer Loans assigned under the Portfolio Program are recorded as Dealer Loans and are aggregated by Dealer for purposes of recognizing revenue and evaluating impairment. We account for Dealer Loans based on forecasted cash flows instead of contractual cash flows as we do not expect to collect all of the contractually specified amounts due to the credit quality of the underlying Consumer Loans. The outstanding balance of each Dealer Loan included in Loans receivable is comprised of the following:

the aggregate amount of all cash advances paid;  
finance charges;  
Dealer Holdback payments;  
accelerated Dealer Holdback payments; and  
recoveries.

Less:  
collections (net of certain collection costs); and  
write-offs.

An allowance for credit losses is maintained at an amount that reduces the net asset value (Dealer Loan balance less the allowance) to the value of forecasted future cash flows discounted at the yield established at the time of assignment. This allowance calculation is completed for each individual Dealer. Future cash flows are comprised of estimated future collections on the Consumer Loans, less any estimated Dealer Holdback payments. We write off Dealer Loans once there are no forecasted future cash flows on any of the associated Consumer Loans, which generally occurs 120 months after the last Consumer Loan assignment.

Future collections on Dealer Loans are forecasted for each individual Dealer based on the historical performance of Consumer Loans with similar characteristics, adjusted for recent trends in payment patterns. Dealer Holdback is forecasted for each individual Dealer based on the expected future collections and current advance balance of each Dealer Loan. Cash flows from any individual Dealer Loan are often different than estimated cash flows at the time of assignment. If such difference is favorable, the difference is recognized prospectively into income over the remaining life of the Dealer Loan through a yield adjustment. If such difference is unfavorable, a provision for credit losses is recorded immediately as a current period expense and a corresponding allowance for credit losses is established. Because differences between estimated cash flows at the time of assignment and actual cash flows occur often, an allowance is required for a significant portion of our Dealer Loan portfolio. An allowance for credit losses does not necessarily indicate that a Dealer Loan is unprofitable, and seldom are cash flows from a Dealer Loan insufficient to repay the initial amounts advanced to the Dealer.

Purchased Loans. Amounts paid to Dealers for Consumer Loans assigned under the Purchase Program are recorded as Purchased Loans and are aggregated into pools based on the month of purchase for purposes of recognizing revenue and evaluating impairment. We account for Purchased Loans based on forecasted cash flows instead of contractual cash flows as we do not expect to collect all of the contractually specified amounts due to the credit quality of the assigned Consumer Loans. The outstanding balance of each Purchased Loan pool included in Loans receivable is comprised of the following:

the aggregate amount of all amounts paid during the month of purchase to purchase Consumer Loans from Dealers;  
finance charges; and  
recoveries.

Less:

collections (net of certain collection costs); and  
write-offs.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)  
(UNAUDITED)

An allowance for credit losses is maintained at an amount that reduces the net asset value (Purchased Loan pool balance less the allowance) to the value of forecasted future cash flows discounted at the yield established at the time of assignment. This allowance calculation is completed for each individual monthly pool of Purchased Loans. Future cash flows are comprised of estimated future collections on the pool of Purchased Loans. We write off pools of Purchased Loans once there are no forecasted future cash flows on any of the Purchased Loans included in the pool, which generally occurs 120 months after the month of purchase.

Future collections on Purchased Loans are forecasted for each individual pool based on the historical performance of Consumer Loans with similar characteristics, adjusted for recent trends in payment patterns. Cash flows from any individual pool of Purchased Loans are often different than estimated cash flows at the time of assignment. If such difference is favorable, the difference is recognized prospectively into income over the remaining life of the pool of Purchased Loans through a yield adjustment. If such difference is unfavorable, a provision for credit losses is recorded immediately as a current period expense and a corresponding allowance for credit losses is established.

**Credit Quality.** Substantially all of the Consumer Loans assigned to us are made to individuals with impaired or limited credit histories or higher debt-to-income ratios than are permitted by traditional lenders. Consumer Loans made to these individuals generally entail a higher risk of delinquency, default and repossession and higher losses than loans made to consumers with better credit. Since most of our revenue and cash flows are generated from these Consumer Loans, our ability to accurately forecast Consumer Loan performance is critical to our business and financial results. At the time the Consumer Loan is submitted to us for assignment, we forecast future expected cash flows from the Consumer Loan. Based on these forecasts, an advance or one-time purchase payment is made to the related Dealer at a price designed to maximize economic profit, a non-GAAP financial measure that considers our return on capital, our cost of capital and the amount of capital invested.

We monitor and evaluate the credit quality of Consumer Loans on a monthly basis by comparing our current forecasted collection rates to our initial expectations. We use a statistical model that considers a number of credit quality indicators to estimate the expected collection rate for each Consumer Loan at the time of assignment. The credit quality indicators considered in our model include attributes contained in the consumer's credit bureau report, data contained in the consumer's credit application, the structure of the proposed transaction, vehicle information and other factors. We continue to evaluate the expected collection rate of each Consumer Loan subsequent to assignment primarily through the monitoring of consumer payment behavior. Our evaluation becomes more accurate as the Consumer Loans age, as we use actual performance data in our forecast. Since all known, significant credit quality indicators have already been factored into our forecasts and pricing, we are not able to use any specific credit quality indicators to predict or explain variances in actual performance from our initial expectations. Any variances in performance from our initial expectations are the result of Consumer Loans performing differently than historical Consumer Loans with similar characteristics. We periodically adjust our statistical pricing model for new trends that we identify through our evaluation of these forecasted collection rate variances.

When overall forecasted collection rates underperform our initial expectations, the decline in forecasted collections has a more adverse impact on the profitability of the Purchased Loans than on the profitability of the Dealer Loans. For Purchased Loans, the decline in forecasted collections is absorbed entirely by us. For Dealer Loans, the decline in the forecasted collections is substantially offset by a decline in forecasted payments of Dealer Holdback.

**Methodology Changes.** For the three and nine months ended September 30, 2017 and 2016, we did not make any methodology changes for Loans that had a material impact on our financial statements.



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)  
(UNAUDITED)

Reinsurance

VSC Re Company (“VSC Re”), our wholly-owned subsidiary, is engaged in the business of reinsuring coverage under vehicle service contracts sold to consumers by Dealers on vehicles financed by us. VSC Re currently reinsures vehicle service contracts that are offered through one of our third party providers. Vehicle service contract premiums, which represent the selling price of the vehicle service contract to the consumer, less fees and certain administrative costs, are contributed to a trust account controlled by VSC Re. These premiums are used to fund claims covered under the vehicle service contracts. VSC Re is a bankruptcy remote entity. As such, our exposure to fund claims is limited to the trust assets controlled by VSC Re and our net investment in VSC Re.

Premiums from the reinsurance of vehicle service contracts are recognized over the life of the policy in proportion to expected costs of servicing those contracts. Expected costs are determined based on our historical claims experience. Claims are expensed through a provision for claims in the period the claim was incurred. Capitalized acquisition costs are comprised of premium taxes and are amortized as general and administrative expense over the life of the contracts in proportion to premiums earned.

We have consolidated the trust within our financial statements based on our determination of the following:

We have a variable interest in the trust. We have a residual interest in the assets of the trust, which is variable in nature, given that it increases or decreases based upon the actual loss experience of the related service contracts. In addition, VSC Re is required to absorb any losses in excess of the trust's assets.

The trust is a variable interest entity. The trust has insufficient equity at risk as no parties to the trust were required to contribute assets that provide them with any ownership interest.

We are the primary beneficiary of the trust. We control the amount of premium written and placed in the trust through Consumer Loan assignments under our Programs, which is the activity that most significantly impacts the economic performance of the trust. We have the right to receive benefits from the trust that could potentially be significant. In addition, VSC Re has the obligation to absorb losses of the trust that could potentially be significant.

New Accounting Updates Adopted During the Current Year

Improvements to Employee Share-Based Payment Accounting. In March 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-09, which simplifies the accounting for share-based payment transactions, including income tax consequences, classification of awards as either equity or liabilities, and the classification on the statement of cash flows. ASU 2016-09 is effective for fiscal years, and interim periods, beginning after December 15, 2016, with early adoption permitted. The adoption of ASU 2016-09 on January 1, 2017 changed where we recognize excess tax benefits and deficiencies from stock-based compensation plans in our consolidated financial statements on a prospective basis. We receive a tax deduction upon the vesting of restricted stock and the conversion of restricted stock units to common stock based on the fair value of the shares. The amount that this tax deduction differs from the grant-date fair value that was recognized as stock-based compensation expense is referred to as an excess tax benefit or deficiency. For periods prior to adoption, these excess tax benefits or deficiencies were recognized in paid-in capital in our consolidated balance sheets and reported as a financing activity in our consolidated statements of cash flows. Upon adoption, these excess tax benefits or deficiencies are recognized in provision for income taxes in our consolidated statements of income and reported as an operating activity in our consolidated statements of cash flows. As a result of the adoption, excess tax benefits of \$2.5 million decreased our provision for income taxes, increased our net cash provided by operating activities and decreased our net cash provided by financing activities for the nine months ended September 30, 2017.

New Accounting Updates Not Yet Adopted

Restricted Cash. In November 2016, the FASB issued ASU 2016-18, which amends Topic 230 (Statement of Cash Flows) and requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. ASU 2016-18 is intended to reduce diversity in practice in how restricted cash or restricted cash equivalents are presented and classified in the statement of cash flows. ASU 2016-18 is effective for fiscal years, and interim periods, beginning after December 15, 2017, with early adoption permitted. The standard requires application using a retrospective transition method. The adoption of ASU 2016-18 on January 1, 2018 will change the presentation and classification of restricted cash and restricted cash equivalents in our consolidated statements of cash flows.

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Measurement of Credit Losses on Financial Instruments. In June 2016, the FASB issued ASU 2016-13, which includes an impairment model (known as the current expected credit loss (CECL) model) that is based on expected losses rather than incurred losses. Under the new guidance, an entity recognizes as an allowance its estimate of expected credit losses. ASU 2016-13 is effective for fiscal years, and interim periods, beginning after December 15, 2019. Early application is permitted for fiscal years, and interim periods, beginning after December 15, 2018. While we continue to assess the impact of ASU 2016-13, based on our preliminary assessment, we believe the adoption will have a material impact on our consolidated financial statements and related disclosures.

Revenue from Contracts with Customers. In May 2014, the FASB issued ASU 2014-09, which supersedes the revenue recognition requirements Topic 605 (Revenue Recognition), and most industry-specific guidance. ASU 2014-09 is based on the principle that revenue is recognized to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. ASU 2014-09 also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. ASU 2014-09 permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (modified retrospective method). In August 2015, the FASB issued ASU 2015-14 to defer the effective date of ASU 2014-09 by one year to fiscal years beginning after December 15, 2017. ASU 2015-14 also permits early adoption of ASU 2014-09, but not before the original effective date, which was for fiscal years beginning after December 15, 2016. We plan on adopting ASU 2014-09, as amended by ASU 2015-14, on January 1, 2018 using the modified retrospective method and do not believe the adoption will have a material impact on our consolidated financial statements and related disclosures. Given that the guidance is not applicable to our finance charges and premiums earned sources of revenue, our assessment has focused on our other income source of revenue. Based on our assessment completed to date, we do not expect the adoption of ASU 2014-09, as amended by ASU 2015-14, to have a material impact on the timing of revenue recognition and financial statement presentation of our other income source of revenue.

Leases. In February 2016, the FASB issued ASU 2016-02, which requires lessees to recognize a right-of-use asset and related lease liability for leases classified as operating leases at the commencement date that have lease terms of more than 12 months. This ASU retains the classification distinction between finance leases and operating leases. ASU 2016-02 is effective for fiscal years, and interim periods, beginning after December 15, 2018. Early application is permitted, but we have not yet adopted ASU 2016-02. We are currently assessing the impact the adoption of ASU 2016-02 will have on our consolidated financial statements and related disclosures.

#### 4. FAIR VALUE OF FINANCIAL INSTRUMENTS

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate their value.

Cash and Cash Equivalents and Restricted Cash and Cash Equivalents. The carrying amounts approximate their fair value due to the short maturity of these instruments.

Restricted Securities Available for Sale. The fair value of U.S. Government and agency securities and corporate bonds is based on quoted market values in active markets. For asset-backed securities and mortgage-backed securities, we use model-based valuation techniques for which all significant assumptions are observable in the market.



Loans Receivable, net. The fair value is determined by calculating the present value of future net cash flows estimated by us utilizing a discount rate comparable with the rate used to calculate our allowance for credit losses.

Revolving Secured Line of Credit. The fair value is determined by calculating the present value of the debt instrument based on current rates for debt with a similar risk profile and maturity.

Secured Financing. The fair value of our asset-backed secured financings ("Term ABS") is determined using quoted market prices; however, these instruments trade in a market with a low trading volume. For our warehouse facilities, the fair values are determined by calculating the present value of each debt instrument based on current rates for debt with similar risk profiles and maturities.

Senior Notes. The fair value is determined using quoted market prices in an active market.

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A comparison of the carrying value and estimated fair value of these financial instruments is as follows:  
(In millions)

	As of September 30, 2017		As of December 31, 2016	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Assets</b>				
Cash and cash equivalents	\$4.9	\$ 4.9	\$14.6	\$ 14.6
Restricted cash and cash equivalents	273.6	273.6	224.7	224.7
Restricted securities available for sale	46.1	46.1	45.3	45.3
Loans receivable, net	4,451.4	4,536.9	3,886.6	3,955.9
<b>Liabilities</b>				
Revolving secured line of credit	\$130.5	\$ 130.5	\$—	\$ —
Secured financing	2,327.9	2,348.5	2,062.4	2,072.0
Senior notes	542.4	569.0	541.3	560.5

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. We group assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2 Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates or assumptions that market participants would use in pricing the asset or liability.

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The following table provides the level of measurement used to determine the fair value for each of our financial instruments:

(In millions)

	As of September 30, 2017			Total Fair Value
	Level 1	Level 2	Level 3	
<b>Assets</b>				
Cash and cash equivalents	\$4.9	\$ —	—\$	—\$4.9
Restricted cash and cash equivalents	273.6	—	—	273.6
Restricted securities available for sale (1)	36.9	9.2	—	46.1
Loans receivable, net	—	—	4,536.9	4,536.9
<b>Liabilities</b>				
Revolving secured line of credit	\$130.5	\$ —	—\$	—\$130.5
Secured financing	—	2,348.5	—	2,348.5
Senior notes	569.0	—	—	569.0

(In millions)

	As of December 31, 2016			Total Fair Value
	Level 1	Level 2	Level 3	
<b>Assets</b>				
Cash and cash equivalents	\$14.6	\$ —	—\$	—\$14.6
Restricted cash and cash equivalents	224.7	—	—	224.7
Restricted securities available for sale (1)	37.1	8.2	—	45.3
Loans receivable, net	—	—	3,955.9	3,955.9
<b>Liabilities</b>				
Revolving secured line of credit	\$—	\$ —	—\$	—\$ —
Secured financing	—	2,072.0	—	2,072.0
Senior notes	560.5	—	—	560.5

(1) Measured and recorded at fair value on a recurring basis.

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## 5. RESTRICTED SECURITIES AVAILABLE FOR SALE

Restricted securities available for sale consist of the following:

(In millions)	As of September 30, 2017			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Government and agency securities	\$18.7	\$ —	\$ (0.1 )	\$ 18.6
Corporate bonds	18.2	0.1	—	18.3
Asset-backed securities	6.9	—	—	6.9
Mortgage-backed securities	2.3	—	—	2.3
Total restricted securities available for sale	\$46.1	\$ 0.1	\$ (0.1 )	\$ 46.1

(In millions)	As of December 31, 2016			
	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. Government and agency securities	\$20.4	\$ —	\$ (0.1 )	\$ 20.3
Corporate bonds	16.9	0.1	(0.2 )	16.8
Asset-backed securities	5.0	—	—	5.0
Mortgage-backed securities	3.2	—	—	3.2
Total restricted securities available for sale	\$45.5	\$ 0.1	\$ (0.3 )	\$ 45.3

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The fair value and gross unrealized losses for restricted securities available for sale, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, are as follows:

(In millions)	Securities Available for Sale with Gross Unrealized Losses as of September 30, 2017					
	Less than 12 Months		12 Months or More		Total Estimated Fair Value	Total Gross Unrealized Losses
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses		
U.S. Government and agency securities	\$13.2	\$ (0.1 )	\$ 1.1	\$ —	\$ 14.3	\$ (0.1 )
Corporate bonds	4.0	—	1.4	—	5.4	—
Asset-backed securities	4.2	—	—	—	4.2	—
Mortgage-backed securities	2.3	—	—	—	2.3	—
Total restricted securities available for sale	\$23.7	\$ (0.1 )	\$ 2.5	\$ —	\$ 26.2	\$ (0.1 )

(In millions)	Securities Available for Sale with Gross Unrealized Losses as of December 31, 2016					
	Less than 12 Months		12 Months or More		Total Estimated Fair Value	Total Gross Unrealized Losses
	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses		
U.S. Government and agency securities	\$16.4	\$ (0.1 )	\$ —	\$ —	\$ 16.4	\$ (0.1 )
Corporate bonds	11.8	(0.2 )	—	—	11.8	(0.2 )
Asset-backed securities	2.8	—	—	—	2.8	—
Mortgage-backed securities	2.4	—	—	—	2.4	—
Total restricted securities available for sale	\$33.4	\$ (0.3 )	\$ —	\$ —	\$ 33.4	\$ (0.3 )

The cost and estimated fair values of debt securities by contractual maturity were as follows (securities with multiple maturity dates are classified in the period of final maturity). Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(In millions)	As of			
	September 30, 2017		December 31, 2016	
Contractual Maturity	Cost	Estimated Fair Value	Cost	Estimated Fair Value
Within one year	\$0.7	\$ 0.7	\$ 1.6	\$ 1.6
Over one year to five years	42.5	42.5	39.3	39.1
Over five years to ten years	0.6	0.6	2.2	2.2
Over ten years	2.3	2.3	2.4	2.4
Total restricted securities available for sale	\$46.1	\$ 46.1	\$ 45.5	\$ 45.3



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## 6. LOANS RECEIVABLE

Loans receivable consists of the following:

(In millions)	As of September 30, 2017		
	Dealer Loans	Purchased Loans	Total
Loans receivable	\$3,474.3	\$1,353.3	\$4,827.6
Allowance for credit losses	(354.6 )	(21.6 )	(376.2 )
Loans receivable, net	\$3,119.7	\$1,331.7	\$4,451.4

(In millions)	As of December 31, 2016		
	Dealer Loans	Purchased Loans	Total
Loans receivable	\$3,209.0	\$998.0	\$4,207.0
Allowance for credit losses	(309.3 )	(11.1 )	(320.4 )
Loans receivable, net	\$2,899.7	\$986.9	\$3,886.6

A summary of changes in Loans receivable is as follows:

(In millions)	For the Three Months Ended		
	September 30, 2017		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$3,385.3	\$1,252.4	\$4,637.7
New Consumer Loan assignments (1)	474.0	216.6	690.6
Principal collected on Loans receivable	(424.6 )	(116.5 )	(541.1 )
Accelerated Dealer Holdback payments	11.9	—	11.9
Dealer Holdback payments	32.1	—	32.1
Transfers (2)	(1.9 )	1.9	—
Write-offs	(2.9 )	(1.2 )	(4.1 )
Recoveries (3)	0.4	0.1	0.5
Balance, end of period	\$3,474.3	\$1,353.3	\$4,827.6

(In millions)	For the Three Months Ended		
	September 30, 2016		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$3,049.2	\$762.8	\$3,812.0
New Consumer Loan assignments (1)	475.7	218.6	694.3
Principal collected on Loans receivable	(412.7 )	(77.1 )	(489.8 )
Accelerated Dealer Holdback payments	13.7	—	13.7
Dealer Holdback payments	33.9	—	33.9
Transfers (2)	(5.1 )	5.1	—
Write-offs	(3.1 )	(0.2 )	(3.3 )
Recoveries (3)	0.3	0.1	0.4
Balance, end of period	\$3,151.9	\$909.3	\$4,061.2





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(In millions)	For the Nine Months Ended		
	September 30, 2017		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$3,209.0	\$998.0	\$4,207.0
New Consumer Loan assignments (1)	1,467.2	686.7	2,153.9
Principal collected on Loans receivable	(1,323.8 )	(333.6 )	(1,657.4 )
Accelerated Dealer Holdback payments	35.5	—	35.5
Dealer Holdback payments	100.8	—	100.8
Transfers (2)	(4.1 )	4.1	—
Write-offs	(11.4 )	(2.1 )	(13.5 )
Recoveries (3)	1.1	0.2	1.3
Balance, end of period	\$3,474.3	\$1,353.3	\$4,827.6

(In millions)	For the Nine Months Ended		
	September 30, 2016		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$2,823.4	\$521.7	\$3,345.1
New Consumer Loan assignments (1)	1,476.4	589.4	2,065.8
Principal collected on Loans receivable	(1,284.0 )	(209.2 )	(1,493.2 )
Accelerated Dealer Holdback payments	43.4	—	43.4
Dealer Holdback payments	109.7	—	109.7
Transfers (2)	(7.6 )	7.6	—
Write-offs	(10.4 )	(0.3 )	(10.7 )
Recoveries (3)	1.0	0.1	1.1
Balance, end of period	\$3,151.9	\$909.3	\$4,061.2

The Dealer Loans amount represents advances paid to Dealers on Consumer Loans assigned under our Portfolio (1) Program. The Purchased Loans amount represents one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program.

(2) Under our Portfolio Program, certain events may result in Dealers forfeiting their rights to Dealer Holdback. We transfer the Dealer's outstanding Dealer Loan balance to Purchased Loans in the period this forfeiture occurs.

(3) Represents collections received on previously written off Loans.

Contractual net cash flows are comprised of the contractual repayments of the underlying Consumer Loans for Dealer and Purchased Loans, less the related Dealer Holdback payments for Dealer Loans. The difference between the contractual net cash flows and the expected net cash flows is referred to as the nonaccretable difference. This difference is neither accreted into income nor recorded in our balance sheets. We do not believe that the contractual net cash flows of our Loan portfolio are relevant in assessing our financial position. We are contractually owed repayments on many Consumer Loans, primarily those older than 120 months, where we are not forecasting any future net cash flows.

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The excess of expected net cash flows over the outstanding balance of Loans receivable, net is referred to as the accretable yield and is recognized on a level-yield basis as finance charge income over the remaining lives of the Loans. A summary of changes in the accretable yield is as follows:

(In millions)	For the Three Months Ended		
	September 30, 2017		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$1,038.4	\$ 456.4	\$1,494.8
New Consumer Loan assignments (1)	192.6	92.7	285.3
Accretion (2)	(194.7 )	(67.0 )	(261.7 )
Provision for credit losses	20.2	5.5	25.7
Forecast changes	(1.9 )	7.4	5.5
Transfers (3)	(0.5 )	1.3	0.8
Balance, end of period	\$1,054.1	\$ 496.3	\$1,550.4

(In millions)	For the Three Months Ended		
	September 30, 2016		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$963.2	\$ 283.3	\$1,246.5
New Consumer Loan assignments (1)	196.1	80.6	276.7
Accretion (2)	(183.1 )	(43.1 )	(226.2 )
Provision for credit losses	21.6	1.2	22.8
Forecast changes	(7.6 )	1.6	(6.0 )
Transfers (3)	(0.8 )	2.5	1.7
Balance, end of period	\$989.4	\$ 326.1	\$1,315.5

(In millions)	For the Nine Months Ended		
	September 30, 2017		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$982.6	\$ 348.1	\$1,330.7
New Consumer Loan assignments (1)	599.1	284.6	883.7
Accretion (2)	(575.5 )	(180.3 )	(755.8 )
Provision for credit losses	55.6	12.4	68.0
Forecast changes	(6.8 )	29.2	22.4
Transfers (3)	(0.9 )	2.3	1.4
Balance, end of period	\$1,054.1	\$ 496.3	\$1,550.4

(In millions)	For the Nine Months Ended		
	September 30, 2016		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$874.2	\$ 198.6	\$1,072.8
New Consumer Loan assignments (1)	613.8	218.2	832.0
Accretion (2)	(537.2 )	(111.5 )	(648.7 )
Provision for credit losses	61.3	1.5	62.8

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Forecast changes	(21.1 )	14.9	(6.2 )
Transfers (3)	(1.6 )	4.4	2.8
Balance, end of period	\$989.4	\$ 326.1	\$1,315.5

- The Dealer Loans amount represents the net cash flows expected at the time of assignment on Consumer Loans assigned under our Portfolio Program, less the related advances paid to Dealers. The Purchased Loans amount (1) represents the net cash flows expected at the time of assignment on Consumer Loans assigned under our Purchase Program, less the related one-time payments made to Dealers.
- (2) Represents finance charges excluding the amortization of deferred direct origination costs for Dealer Loans. Under our Portfolio Program, certain events may result in Dealers forfeiting their rights to Dealer Holdback. We (3) transfer the Dealer's outstanding Dealer Loan balance and related expected future net cash flows to Purchased Loans in the period this forfeiture occurs.

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Additional information related to new Consumer Loan assignments is as follows:

(In millions)	For the Three Months Ended September 30, 2017		
	Dealer Loans	Purchased Loans	Total
Contractual net cash flows at the time of assignment (1)	\$754.6	\$476.0	\$1,230.6
Expected net cash flows at the time of assignment (2)	666.6	309.3	975.9
Fair value at the time of assignment (3)	474.0	216.6	690.6

(In millions)	For the Three Months Ended September 30, 2016		
	Dealer Loans	Purchased Loans	Total
Contractual net cash flows at the time of assignment (1)	\$756.5	\$448.2	\$1,204.7
Expected net cash flows at the time of assignment (2)	671.8	299.2	971.0
Fair value at the time of assignment (3)	475.7	218.6	694.3

(In millions)	For the Nine Months Ended September 30, 2017		
	Dealer Loans	Purchased Loans	Total
Contractual net cash flows at the time of assignment (1)	\$2,335.1	\$1,492.0	\$3,827.1
Expected net cash flows at the time of assignment (2)	2,066.3	971.3	3,037.6
Fair value at the time of assignment (3)	1,467.2	686.7	2,153.9

(In millions)	For the Nine Months Ended September 30, 2016		
	Dealer Loans	Purchased Loans	Total
Contractual net cash flows at the time of assignment (1)	\$2,345.2	\$1,197.7	\$3,542.9
Expected net cash flows at the time of assignment (2)	2,090.2	807.6	2,897.8
Fair value at the time of assignment (3)	1,476.4	589.4	2,065.8

The Dealer Loans amount represents the repayments that we were contractually owed at the time of assignment on Consumer Loans assigned under our Portfolio Program, less the related Dealer Holdback payments that we would (1) be required to make if we collected all of the contractual repayments. The Purchased Loans amount represents the repayments that we were contractually owed at the time of assignment on Consumer Loans assigned under our Purchase Program.

The Dealer Loans amount represents the repayments that we expected to collect at the time of assignment on (2) Consumer Loans assigned under our Portfolio Program, less the related Dealer Holdback payments that we expected to make. The Purchased Loans amount represents the repayments that we expected to collect at the time of assignment on Consumer Loans assigned under our Purchase Program.

The Dealer Loans amount represents advances paid to Dealers on Consumer Loans assigned under our Portfolio (3) Program. The Purchased Loans amount represents one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program.



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## Credit Quality

We monitor and evaluate the credit quality of Consumer Loans assigned under our Portfolio and Purchase Programs on a monthly basis by comparing our current forecasted collection rates to our initial expectations. For additional information regarding credit quality, see Note 3 to the consolidated financial statements. The following table compares our forecast of Consumer Loan collection rates as of September 30, 2017, with the forecasts as of June 30, 2017, December 31, 2016 and at the time of assignment, segmented by year of assignment:

Consumer Loan Assignment Year	Forecasted Collection Percentage as of (1)				Current Forecast Variance from			
	September 30, 2017	June 30, 2017	December 31, 2016	Initial Forecast	June 30, 2017	December 31, 2016	Initial Forecast	
2008	70.5%	70.5%	70.4%	% 69.7%	0.0%	0.1%	% 0.8%	%
2009	79.5%	79.5%	79.4%	% 71.9%	0.0%	0.1%	% 7.6%	%
2010	77.6%	77.6%	77.6%	% 73.6%	0.0%	0.0%	% 4.0%	%
2011	74.7%	74.8%	74.7%	% 72.5%	-0.1%	0.0%	% 2.2%	%
2012	73.8%	73.8%	73.7%	% 71.4%	0.0%	0.1%	% 2.4%	%
2013	73.5%	73.5%	73.4%	% 72.0%	0.0%	0.1%	% 1.5%	%
2014	71.7%	71.7%	71.8%	% 71.8%	0.0%	-0.1%	% -0.1%	%
2015	65.5%	65.7%	66.1%	% 67.7%	-0.2%	-0.6%	% -2.2%	%
2016	64.9%	65.1%	65.1%	% 65.4%	-0.2%	-0.2%	% -0.5%	%
2017 (2)	65.5%	65.5%	—	% 64.1%	0.0%	—	% 1.4%	%

Represents the total forecasted collections we expect to collect on the Consumer Loans as a percentage of the repayments that we were contractually owed on the Consumer Loans at the time of assignment. Contractual (1) repayments include both principal and interest. Forecasted collection rates are negatively impacted by canceled Consumer Loans as the contractual amount owed is not removed from the denominator for purposes of computing forecasted collection rates in the table.

The forecasted collection rate for 2017 Consumer Loans as of September 30, 2017 includes both Consumer Loans (2) that were in our portfolio as of June 30, 2017 and Consumer Loans assigned during the most recent quarter. The following table provides forecasted collection rates for each of these segments:

2017 Consumer Loan Assignment Period	Forecasted Collection Percentage as of			Current Forecast Variance from	
	September 30, 2017	June 30, 2017	Initial Forecast	June 30, 2017	Initial Forecast
January 1, 2017 through June 30, 2017	65.6%	65.5%	64.2%	0.1%	1.4%
July 1, 2017 through September 30, 2017	65.3%	—	63.9%	—	1.4%

Consumer Loans assigned in 2009 through 2013 and 2017 have yielded forecasted collection results materially better than our initial estimates, while Consumer Loans assigned in 2015 have yielded forecasted collection results materially worse than our initial estimates. For Consumer Loans assigned in 2008, 2014 and 2016, actual results have been close to our initial estimates. For the three months ended September 30, 2017, forecasted collection rates improved for Consumer Loans assigned in 2017, declined for Consumer Loans assigned in 2015 and 2016 and were generally consistent with expectations at the start of the period for all other assignment years presented. For the nine months ended September 30, 2017, forecasted collection rates improved for Consumer Loans assigned in 2017,

declined for Consumer Loans assigned in 2015 and 2016 and were generally consistent with expectations at the start of the period for all other assignment years presented.

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Advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program are aggregated into pools for purposes of recognizing revenue and evaluating impairment. As a result of this aggregation, we are not able to segment the carrying amounts of the majority of our Loan portfolio by year of assignment. We are able to segment our Loan portfolio by the performance of the Loan pools. Performance considers both the amount and timing of expected net cash flows and is measured by comparing the balance of the Loan pool to the discounted value of the expected future net cash flows of each Loan pool using the yield established at the time of assignment. The following table segments our Loan portfolio by the performance of the Loan pools:

(In millions)	As of September 30, 2017					
	Loan Pool Performance Meets or Exceeds Initial Estimates			Loan Pool Performance Less than Initial Estimates		
	Dealer Loans	Purchased Loans	Total	Dealer Loans	Purchased Loans	Total
Loans receivable	\$1,127.8	\$ 845.8	\$1,973.6	\$2,346.5	\$ 507.5	\$2,854.0
Allowance for credit losses	—	—	—	(354.6 )	(21.6 )	(376.2 )
Loans receivable, net	\$1,127.8	\$ 845.8	\$1,973.6	\$1,991.9	\$ 485.9	\$2,477.8

(In millions)	As of December 31, 2016					
	Loan Pool Performance Meets or Exceeds Initial Estimates			Loan Pool Performance Less than Initial Estimates		
	Dealer Loans	Purchased Loans	Total	Dealer Loans	Purchased Loans	Total
Loans receivable	\$1,002.2	\$ 705.8	\$1,708.0	\$2,206.8	\$ 292.2	\$2,499.0
Allowance for credit losses	—	—	—	(309.3 )	(11.1 )	(320.4 )
Loans receivable, net	\$1,002.2	\$ 705.8	\$1,708.0	\$1,897.5	\$ 281.1	\$2,178.6



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A summary of changes in the allowance for credit losses is as follows:

(In millions)	For the Three Months Ended September 30, 2017		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$336.9	\$ 17.2	\$354.1
Provision for credit losses	20.2	5.5	25.7
Write-offs	(2.9 )	(1.2 )	(4.1 )
Recoveries (1)	0.4	0.1	0.5
Balance, end of period	\$354.6	\$ 21.6	\$376.2

(In millions)	For the Three Months Ended September 30, 2016		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$268.2	\$ 8.7	\$276.9
Provision for credit losses	21.6	1.2	22.8
Write-offs	(3.1 )	(0.2 )	(3.3 )
Recoveries (1)	0.3	0.1	0.4
Balance, end of period	\$287.0	\$ 9.8	\$296.8

(In millions)	For the Nine Months Ended September 30, 2017		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$309.3	\$ 11.1	\$320.4
Provision for credit losses	55.6	12.4	68.0
Write-offs	(11.4 )	(2.1 )	(13.5 )
Recoveries (1)	1.1	0.2	1.3
Balance, end of period	\$354.6	\$ 21.6	\$376.2

(In millions)	For the Nine Months Ended September 30, 2016		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$235.1	\$ 8.5	\$243.6
Provision for credit losses	61.3	1.5	62.8
Write-offs	(10.4 )	(0.3 )	(10.7 )
Recoveries (1)	1.0	0.1	1.1
Balance, end of period	\$287.0	\$ 9.8	\$296.8

(1) Represents collections received on previously written off Loans.

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## 7. REINSURANCE

A summary of reinsurance activity is as follows:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2017	2016	2017	2016
Net assumed written premiums	\$9.7	\$11.0	\$31.6	\$31.9
Net premiums earned	10.3	10.7	30.9	32.4
Provision for claims	5.5	6.6	17.6	20.4
Amortization of capitalized acquisition costs	0.3	0.3	0.8	0.8

The trust assets and related reinsurance liabilities are as follows:

(In millions)	Balance Sheet location	As of	
		September 30, 2017	December 31, 2016
Trust assets	Restricted cash and cash equivalents	\$ 0.7	\$ 0.5
Trust assets	Restricted securities available for sale	46.1	45.3
Unearned premium	Accounts payable and accrued liabilities	33.5	32.8
Claims reserve (1)	Accounts payable and accrued liabilities	1.1	1.0

(1) The claims reserve represents our liability for incurred-but-not-reported claims and is estimated based on historical claims experience.

## 8. DEBT

Debt consists of the following:

(In millions)	As of September 30, 2017			
	Unamortized			
	Principal Debt	Unamortized	Carrying	
	Outstanding	Discount	Amount	
	Costs			
Revolving secured line of credit (1)	\$130.5	\$ —	\$ —	\$130.5
Secured financing (2)	2,339.7	(11.8 )	—	2,327.9
Senior notes	550.0	(6.2 )	(1.4 )	542.4
Total debt	\$3,020.2	\$ (18.0 )	\$ (1.4 )	\$3,000.8

(In millions)	As of December 31, 2016			
	Unamortized			
	Principal Debt	Unamortized	Carrying	
	Outstanding	Discount	Amount	
	Costs			
Revolving secured line of credit (1)	\$—	\$ —	\$ —	\$—
Secured financing (2)	2,072.1	(9.7 )	—	2,062.4

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Senior notes	550.0	(7.1	)	(1.6	)	541.3
Total debt	\$2,622.1	\$ (16.8	)	\$ (1.6	)	\$2,603.7

(1) Excludes deferred debt issuance costs of \$3.1 million and \$2.4 million as of September 30, 2017 and December 31, 2016, respectively, which are included in other assets.

(2) Warehouse facilities and Term ABS.

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General information for each of our financing transactions in place as of September 30, 2017 is as follows:  
(Dollars in millions)

Financings	Wholly-owned Subsidiary	Maturity Date	Financing Amount	Interest Rate as of September 30, 2017
Revolving Secured Line of Credit	n/a	06/22/2020	\$345.0(1)	At our option, either LIBOR plus 187.5 basis points or the prime rate plus 87.5 basis points
Warehouse Facility II (2)	CAC Warehouse Funding Corp. II	06/23/2019(4)	\$400.0	LIBOR plus 225 basis points (3)
Warehouse Facility IV (2)	CAC Warehouse Funding LLC IV	04/30/2020(4)	\$100.0	LIBOR plus 225 basis points (3)
Warehouse Facility V (2)	CAC Warehouse Funding LLC V	08/18/2019(5)	\$100.0	LIBOR plus 225 basis points (3)
Warehouse Facility VI (2)	CAC Warehouse Funding LLC VI	09/30/2020(4)	\$75.0	LIBOR plus 200 basis points
Term ABS 2014-2 (2)	Credit Acceptance Funding LLC 2014-2	09/15/2016(4)	\$349.0	Fixed rate
Term ABS 2015-1 (2)	Credit Acceptance Funding LLC 2015-1	01/16/2017(4)	\$300.6	Fixed rate
Term ABS 2015-2 (2)	Credit Acceptance Funding LLC 2015-2	08/15/2017(4)	\$300.2	Fixed rate
Term ABS 2016-1 (2)	Credit Acceptance Funding LLC 2016-1	02/15/2018(4)	\$385.0	LIBOR plus 195 basis points (3)
Term ABS 2016-2 (2)	Credit Acceptance Funding LLC 2016-2	05/15/2018(4)	\$350.2	Fixed rate
Term ABS 2016-3 (2)	Credit Acceptance Funding LLC 2016-3	10/15/2018(4)	\$350.0	Fixed rate
Term ABS 2017-1 (2)	Credit Acceptance Funding LLC 2017-1	02/15/2019(4)	\$350.0	Fixed rate
Term ABS 2017-2 (2)	Credit Acceptance Funding LLC 2017-2	06/17/2019(4)	\$450.0	Fixed rate
2021 Senior Notes	n/a	02/15/2021	\$300.0	Fixed rate
2023 Senior Notes	n/a	03/15/2023	\$250.0	Fixed rate

(1) Under the terms of the revolving secured line of credit facility as of September 30, 2017, the amount of the facility would decrease to \$300.0 million on June 22, 2019.

(2) Financing made available only to a specified subsidiary of the Company.

(3) Interest rate cap agreements are in place to limit the exposure to increasing interest rates.

(4) Represents the revolving maturity date. The outstanding balance will amortize after the revolving maturity date based on the cash flows of the pledged assets.

(5) Represents the revolving maturity date. The outstanding balance will amortize after the revolving maturity date and any amounts remaining on August 18, 2021 will be due on that date.

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Additional information related to the amounts outstanding on each facility is as follows:

(In millions)	For the Three			
	Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
<b>Revolving Secured Line of Credit</b>				
Maximum outstanding principal balance	\$ 130.5	\$ 92.1	\$ 276.7	\$ 186.4
Average outstanding principal balance	35.7	13.3	92.2	30.6
<b>Warehouse Facility II</b>				
Maximum outstanding principal balance	\$—	\$—	\$ 263.4	\$ 200.1
Average outstanding principal balance	—	—	3.4	3.7
<b>Warehouse Facility IV</b>				
Maximum outstanding principal balance	\$—	\$ 12.0	\$ 12.0	\$ 12.0
Average outstanding principal balance	—	12.0	7.8	12.0
<b>Warehouse Facility V</b>				
Maximum outstanding principal balance	\$—	\$—	\$ 100.0	\$ 100.0
Average outstanding principal balance	—	—	10.4	1.4
<b>Warehouse Facility VI</b>				
Maximum outstanding principal balance	\$—	\$—	\$ 75.0	\$ 49.9
Average outstanding principal balance	—	—	9.8	4.0

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(Dollars in millions)	As of			
	September 30, 2017	December 31, 2016		
<b>Revolving Secured Line of Credit</b>				
Principal balance outstanding	\$ 130.5	\$ —		
Amount available for borrowing (1)	214.5	310.0		
Interest rate	3.11	% —		%
<b>Warehouse Facility II</b>				
Principal balance outstanding	\$—	\$ —		
Amount available for borrowing (1)	400.0	400.0		
Loans pledged as collateral	—	—		
Restricted cash and cash equivalents pledged as collateral	1.2	1.5		
Interest rate	—	% —		%
<b>Warehouse Facility IV</b>				
Principal balance outstanding	\$—	\$ 12.0		
Amount available for borrowing (1)	100.0	63.0		
Loans pledged as collateral	—	23.0		
Restricted cash and cash equivalents pledged as collateral	1.1	0.9		
Interest rate	—	% 2.77		%
<b>Warehouse Facility V</b>				
Principal balance outstanding	\$—	\$ —		
Amount available for borrowing (1)	100.0	100.0		
Loans pledged as collateral	—	—		
Restricted cash and cash equivalents pledged as collateral	1.1	1.0		
Interest rate	—	% —		%
<b>Warehouse Facility VI</b>				
Principal balance outstanding	\$—	\$ —		
Amount available for borrowing (1)	75.0	75.0		
Loans pledged as collateral	—	—		
Restricted cash and cash equivalents pledged as collateral	0.1	0.1		
Interest rate	—	% —		%
<b>Term ABS 2014-1</b>				
Principal balance outstanding	\$—	\$ 106.5		
Loans pledged as collateral	—	307.2		
Restricted cash and cash equivalents pledged as collateral	—	28.3		
Interest rate	—	% 2.02		%
<b>Term ABS 2014-2</b>				
Principal balance outstanding	\$46.7	\$ 267.6		
Loans pledged as collateral	290.7	413.9		
Restricted cash and cash equivalents pledged as collateral	30.6	34.9		
Interest rate	2.67	% 2.10		%
<b>Term ABS 2015-1</b>				
Principal balance outstanding	\$129.5	\$ 300.6		
Loans pledged as collateral	271.6	374.5		
Restricted cash and cash equivalents pledged as collateral	26.7	29.6		
Interest rate	2.60	% 2.26		%



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Term ABS 2015-2			
Principal balance outstanding	\$278.3	\$300.2	
Loans pledged as collateral	351.2	372.6	
Restricted cash and cash equivalents pledged as collateral	30.2	28.1	
Interest rate	2.65	% 2.63	%
Term ABS 2016-1			
Principal balance outstanding	\$385.0	\$385.0	
Loans pledged as collateral	465.0	474.0	
Restricted cash and cash equivalents pledged as collateral	38.5	34.8	
Interest rate	3.18	% 2.65	%
Term ABS 2016-2			
Principal balance outstanding	\$350.2	\$350.2	
Loans pledged as collateral	425.2	490.7	
Restricted cash and cash equivalents pledged as collateral	34.6	34.4	
Interest rate	2.83	% 2.83	%
Term ABS 2016-3			
Principal balance outstanding	\$350.0	\$350.0	
Loans pledged as collateral	425.1	489.6	
Restricted cash and cash equivalents pledged as collateral	33.4	30.6	
Interest rate	2.53	% 2.53	%
Term ABS 2017-1			
Principal balance outstanding	\$350.0	\$—	
Loans pledged as collateral	426.2	—	
Restricted cash and cash equivalents pledged as collateral	33.2	—	
Interest rate	2.78	% —	%
Term ABS 2017-2			
Principal balance outstanding	\$450.0	\$—	
Loans pledged as collateral	550.8	—	
Restricted cash and cash equivalents pledged as collateral	42.2	—	
Interest rate	2.72	% —	%
2021 Senior Notes			
Principal balance outstanding	\$300.0	\$300.0	
Interest rate	6.125	% 6.125	%
2023 Senior Notes			
Principal balance outstanding	\$250.0	\$250.0	
Interest rate	7.375	% 7.375	%

(1) Availability may be limited by the amount of assets pledged as collateral.

## Revolving Secured Line of Credit Facility

We have a revolving secured line of credit facility with a commercial bank syndicate that as of September 30, 2017 provided for borrowings of up to \$345.0 million. Under the terms of the revolving secured line of credit facility as of September 30, 2017, the amount of the facility would decrease to \$300.0 million on June 22, 2019. Borrowings under the revolving secured line of credit facility, including any letters of credit issued under the facility, are subject to a borrowing-base limitation. This limitation equals 80% of the net book value of Loans, less a hedging reserve (not exceeding \$1.0 million), and the amount of other debt secured by the collateral which secures the revolving secured



line of credit facility. Borrowings under the revolving secured line of credit facility agreement are secured by a lien on most of our assets.

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Warehouse Facilities

We have four Warehouse facilities with total borrowing capacity of \$675.0 million. Each of the facilities are with different lenders. Under each Warehouse facility, we can contribute Loans to our wholly-owned subsidiaries in return for cash and equity in each subsidiary. In turn, each subsidiary pledges the Loans as collateral to lenders to secure financing that will fund the cash portion of the purchase price of the Loans. The financing provided to each subsidiary under the applicable facility is limited to the lesser of 80% of the net book value of the contributed Loans plus the restricted cash and cash equivalents pledged as collateral on such Loans or the facility limit.

The financings create indebtedness for which the subsidiaries are liable and which is secured by all the assets of each subsidiary. Such indebtedness is non-recourse to us, even though we are consolidated for financial reporting purposes with the subsidiaries. Because the subsidiaries are organized as legal entities separate from us, their assets (including the contributed Loans) are not available to our creditors.

The subsidiaries pay us a monthly servicing fee equal to 6% of the collections received with respect to the contributed Loans. The fee is paid out of the collections. Except for the servicing fee and holdback payments due to Dealers, if a facility is amortizing, we do not have any rights in any portion of such collections until all outstanding principal, accrued and unpaid interest, fees and other related costs have been paid in full. If a facility is not amortizing, the applicable subsidiary may be entitled to retain a portion of such collections provided that the borrowing base requirements of the facility are satisfied.

Term ABS Financings

We have wholly-owned subsidiaries (the “Funding LLCs”) that have completed secured financing transactions with qualified institutional investors or lenders. In connection with these transactions, we contributed Loans on an arms-length basis to each Funding LLC for cash and the sole membership interest in that Funding LLC. In turn, each Funding LLC, other than that of Term ABS 2016-1, contributed the Loans to a respective trust that issued notes to qualified institutional investors. The Funding LLC for the Term ABS 2016-1 transaction pledged the Loans to lenders. The Term ABS 2014-2, 2015-1, 2015-2, 2016-2, 2016-3, 2017-1 and 2017-2 transactions each consist of three classes of notes. The Class C Notes for Term ABS 2014-2 do not bear interest and have been retained by us.

Each financing at the time of issuance has a specified revolving period during which we may be required, and are likely, to contribute additional Loans to each Funding LLC. If applicable, each Funding LLC will then contribute the Loans to their respective trust. At the end of the revolving period, the debt outstanding under each financing will begin to amortize.

The financings create indebtedness for which the trusts or Funding LLC are liable and which is secured by all the assets of each trust or Funding LLC. Such indebtedness is non-recourse to us, even though we are consolidated for financial reporting purposes with the trusts and the Funding LLCs. Because the Funding LLCs are organized as legal entities separate from us, their assets (including the contributed Loans) are not available to our creditors. We receive a monthly servicing fee on each financing equal to 6% of the collections received with respect to the contributed Loans. The fee is paid out of the collections. Except for the servicing fee and Dealer Holdback payments due to Dealers, if a facility is amortizing, we do not have any rights in any portion of such collections until all outstanding principal, accrued and unpaid interest, fees and other related costs have been paid in full. If a facility is not amortizing, the applicable subsidiary may be entitled to retain a portion of such collections provided that the borrowing base requirements of the facility are satisfied. However, in our capacity as servicer of the Loans, we do have a limited right to exercise a “clean-up call” option to purchase Loans from the Funding LLCs and/or the trusts under certain specified

circumstances. For those Funding LLCs with a trust, when the trust's underlying indebtedness is paid in full, either through collections or through a prepayment of the indebtedness, the trust is to pay any remaining collections over to its Funding LLC as the sole beneficiary of the trust. For all Funding LLCs, after the indebtedness is paid in full, any remaining collections will ultimately be available to be distributed to us as the sole member of the respective Funding LLC.

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The table below sets forth certain additional details regarding the outstanding Term ABS financings:  
(Dollars in millions)

Term ABS Financings	Close Date	Net Book Value of	
		Loans Contributed at Closing	24 month Revolving Period
Term ABS 2014-2	September 25, 2014	\$ 437.6	Through September 15, 2016
Term ABS 2015-1	January 29, 2015	\$ 375.9	Through January 16, 2017
Term ABS 2015-2	August 20, 2015	\$ 375.5	Through August 15, 2017
Term ABS 2016-1	February 26, 2016	\$ 481.4	Through February 15, 2018
Term ABS 2016-2	May 12, 2016	\$ 437.8	Through May 15, 2018
Term ABS 2016-3	October 27, 2016	\$ 437.8	Through October 15, 2018
Term ABS 2017-1	February 23, 2017	\$ 437.8	Through February 15, 2019
Term ABS 2017-2	June 29, 2017	\$ 563.2	Through June 17, 2019

## Senior Notes

On March 30, 2015, we issued \$250.0 million aggregate principal amount of 7.375% senior notes due 2023 (the “2023 senior notes”). The 2023 senior notes were issued pursuant to an indenture, dated as of March 30, 2015, among the Company, as issuer, the Company’s subsidiaries Buyers Vehicle Protection Plan, Inc. and Vehicle Remarketing Services, Inc., as guarantors (collectively, the “Guarantors”), and U.S. Bank National Association, as trustee.

The 2023 senior notes mature on March 15, 2023 and bear interest at a rate of 7.375% per annum, computed on the basis of a 360-day year composed of twelve 30-day months and payable semi-annually on March 15 and September 15 of each year, beginning on September 15, 2015. The 2023 senior notes were issued at a price of 99.266% of their aggregate principal amount, resulting in gross proceeds of \$248.2 million, and a yield to maturity of 7.5% per annum. We used the net proceeds from the offering of the notes for general corporate purposes, including repayment of outstanding borrowings under our revolving secured line of credit facility.

On January 22, 2014, we issued \$300.0 million aggregate principal amount of 6.125% senior notes due 2021 (the “2021 senior notes”). The 2021 senior notes were issued pursuant to an indenture, dated as of January 22, 2014, among the Company, the Guarantors, and U.S. Bank National Association, as trustee.

The 2021 senior notes mature on February 15, 2021 and bear interest at a rate of 6.125% per annum, computed on the basis of a 360-day year composed of twelve 30-day months and payable semi-annually on February 15 and August 15 of each year, beginning on August 15, 2014. We used the net proceeds from the 2021 senior notes, together with borrowings under our revolving credit facilities, to redeem in full the \$350.0 million aggregate principal amount of our 9.125% first priority senior secured notes due 2017 on February 21, 2014.

Both the 2021 and the 2023 senior notes (the “senior notes”) are guaranteed on a senior basis by the Guarantors, which are also guarantors of obligations under our revolving secured line of credit facility. Other existing and future subsidiaries of ours may become guarantors of the senior notes in the future. The indentures for the senior notes provide for a guarantor of the senior notes to be released from its obligations under its guarantee of the senior notes under specified circumstances.

## Debt Covenants

As of September 30, 2017, we were in compliance with our covenants under the revolving secured line of credit facility, including those that require the maintenance of certain financial ratios and other financial conditions. These covenants require a minimum ratio of (1) our net earnings, adjusted for specified items, before income taxes, depreciation, amortization and fixed charges to (2) our fixed charges. These covenants also limit the maximum ratio of our funded debt less unrestricted cash and cash equivalents to tangible net worth. Additionally, we must maintain consolidated net income of not less than \$1 for the two most recently ended fiscal quarters. Some of these covenants may indirectly limit the repurchase of common stock or payment of dividends on common stock.

Our Warehouse facilities and Term ABS financings also contain covenants that measure the performance of the contributed assets. As of September 30, 2017, we were in compliance with all such covenants. As of the end of the quarter, we were also in compliance with our covenants under the senior notes indentures.

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## 9. DERIVATIVE AND HEDGING INSTRUMENTS

Interest Rate Caps. We utilize interest rate cap agreements to manage the interest rate risk on certain secured financings. The following tables provide the terms of our interest rate cap agreements that were in effect as of September 30, 2017 and December 31, 2016:

(Dollars in millions)

As of September 30, 2017

Facility Amount	Facility Name	Purpose	Start	End	Notional	Cap Interest Rate (1)
\$400.0	Warehouse Facility II	Cap Floating Rate	06/2016	12/2017	\$ 325.0	5.50 %
100.0	Warehouse Facility IV	Cap Floating Rate	04/2016	04/2019	75.0	5.50 %
		Cap Floating Rate	05/2017	04/2021	25.0	6.50 %
					100.0	
100.0	Warehouse Facility V	Cap Floating Rate	06/2015	07/2018	75.0	5.50 %
385.0	Term ABS 2016-1	Cap Floating Rate	04/2016	02/2019	385.0	5.00 %

(Dollars in millions)

As of December 31, 2016

Facility Amount	Facility Name	Purpose	Start	End	Notional	Cap Interest Rate (1)
\$400.0	Warehouse Facility II	Cap Floating Rate	06/2016	12/2017	\$ 325.0	5.50 %
75.0	Warehouse Facility IV	Cap Floating Rate	03/2014	03/2017	18.8	5.50 %
		Cap Floating Rate	04/2016	04/2019	56.2	5.50 %
					75.0	
100.0	Warehouse Facility V	Cap Floating Rate	06/2015	07/2018	75.0	5.50 %
385.0	Term ABS 2016-1	Cap Floating Rate	04/2016	02/2019	385.0	5.00 %

(1)Rate excludes the spread over the LIBOR rate.

The interest rate caps have not been designated as hedging instruments. As of September 30, 2017 and December 31, 2016, the interest rate caps had a fair value of \$0.0 million as the capped rates were significantly above market rates.

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## 10. RELATED PARTY TRANSACTIONS

In the normal course of our business, affiliated Dealers assigned Consumer Loans to us under the Portfolio and Purchase Programs. Dealer Loans and Purchased Loans with affiliated Dealers were on the same terms as those with non-affiliated Dealers. Affiliated Dealers were comprised of Dealers owned or controlled by: (1) Donald Foss, our founder, significant shareholder and former Chairman of the Board; and (2) a member of Mr. Foss's immediate family.

On January 3, 2017, Mr. Foss retired as officer, director and employee of the Company and entered into a shareholder agreement with the Company. Under the shareholder agreement, Mr. Foss agreed, until the final adjournment of the tenth annual meeting of shareholders held by the Company after the date of the shareholder agreement, to cause all shares of the Company beneficially owned by him or any of his affiliates or associates to be voted in accordance with the recommendation of the Company's Board of Directors with respect to election and removal of directors, certain routine matters and any other proposal to be submitted to the Company's shareholders with respect to any extraordinary transaction providing for the acquisition of all of the Company's outstanding common stock. As a result, effective January 3, 2017, we no longer consider the remaining Dealers owned or controlled by Mr. Foss or a member of Mr. Foss's immediate family to be affiliated with us while Mr. Foss's voting interests in the Company are subject to the voting restrictions under the shareholder agreement and accordingly, we have excluded these Dealers from the affiliated amounts reported effective January 3, 2017.

On June 7, 2016, Mr. Foss sold certain affiliated Dealers previously owned or controlled by him to a third party. As a result, we no longer consider these Dealers to be affiliated and accordingly, we have excluded these Dealers from the affiliated amounts reported effective June 7, 2016.

Affiliated Dealer Loan balances were \$0.0 million and \$1.4 million as of September 30, 2017 and December 31, 2016, respectively. As of September 30, 2017 and December 31, 2016, affiliated Dealer Loan balances were 0.0% of total consolidated Dealer Loan balances.

There was no related party Loan activity during 2017. The following table summarizes our related party Loan activity for the three and nine months ended September 30, 2016:

(Dollars in millions)	For the Three Months Ended September 30, 2016		For the Nine Months Ended September 30, 2016	
	Affiliated % of Dealer consolidated activity		Affiliated % of Dealer consolidated activity	
Dealer Loan revenue (1)	\$ —	%	\$ 1.2	0.2 %
New Consumer Loan assignments (1) (2)	—	%	8.9	0.4 %
Accelerated Dealer Holdback payments (1)	—	%	0.2	0.5 %
Dealer Holdback payments (1)	0.2	0.6 %	0.8	0.7 %

(1) We have reclassified related party transactions to reflect the June 2016 sale of certain affiliated Dealers by our founder, significant shareholder and former Chairman of the Board.

(2) Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program.





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(UNAUDITED)

## 11. INCOME TAXES

A reconciliation of the U.S. federal statutory rate to our effective tax rate is as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2017	2016	2017	2016
U.S. federal statutory rate	35.0%	35.0%	35.0 %	35.0%
State income taxes	1.9 %	1.7 %	1.8 %	1.8 %
Excess tax benefits from stock-based compensation plans	— %	— %	-0.5 %	— %
Other	0.2 %	0.4 %	0.2 %	0.3 %
Effective tax rate	37.1%	37.1%	36.5 %	37.1%

The differences between the U.S. federal statutory rate and our effective tax rate are primarily due to state income taxes and excess tax benefits from stock-based compensation plans. The decrease in the effective tax rate for the nine months ended September 30, 2017 is primarily due to the adoption of ASU 2016-09 on January 1, 2017, which changed where we recognize excess tax benefits and deficiencies from stock-based compensation plans in our consolidated financial statements on a prospective basis. We receive a tax deduction upon the vesting of restricted stock and the conversion of restricted stock units to common stock based on the fair value of the shares. The amount that this tax deduction differs from the grant-date fair value that was recognized as stock-based compensation expense is referred to as an excess tax benefit or deficiency. For the nine months ended September 30, 2017, excess tax benefits of \$2.5 million were recognized in provision for income taxes, thus reducing our effective tax rate. For the nine months ended September 30, 2016, excess tax benefits of \$27.2 million were recognized in paid-in capital in our consolidated balance sheets, which had no impact on our effective tax rate.

## 12. NET INCOME PER SHARE

Basic net income per share has been computed by dividing net income by the basic number of weighted average shares outstanding. Diluted net income per share has been computed by dividing net income by the diluted number of weighted average shares outstanding using the treasury stock method. The share effect is as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2017	2016	2017	2016
Weighted average shares outstanding:				
Common shares	19,150,749	20,159,197	19,277,014	20,116,250
Vested restricted stock units	256,595	220,360	251,161	281,787
Basic number of weighted average shares outstanding	19,407,344	20,379,557	19,528,175	20,398,037
Dilutive effect of restricted stock and restricted stock units	8,201	5,067	19,499	17,944
Dilutive number of weighted average shares outstanding	19,415,545	20,384,624	19,547,674	20,415,981

For the three months ended September 30, 2017 and September 30, 2016, there were no shares of restricted stock or restricted stock units that would have been anti-dilutive. For the nine months ended September 30, 2017 and September 30, 2016, there were 250 and 7,368 shares of restricted stock, respectively, that were not included in the

computation of diluted net income per share because their inclusion would have been anti-dilutive.

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## 13. STOCK REPURCHASES

There were no stock repurchases for the three months ended September 30, 2017 and 2016. The following table summarizes our stock repurchases for the nine months ended September 30, 2017 and 2016:

(Dollars in millions)	For the Nine Months Ended			
	September 30, 2017		2016	
	Number of Shares	Cost	Number of Shares	Cost
Stock Repurchases	Repurchased	Repurchased	Repurchased	Repurchased
Open Market (1)	588,580	\$119.1	45,300	\$7.6
Other (2)	21,680	4.4	170,668	33.2
Total	610,260	\$123.5	215,968	\$40.8

Represents repurchases under authorizations by the board of directors for the repurchase of shares by us from time to time in the open market or in privately negotiated transactions. On February 13, 2017, the board of directors

(1) authorized the repurchase of up to one million shares of our common stock in addition to the board's prior authorizations. As of September 30, 2017, we had authorization to repurchase 776,208 shares of our common stock.

(2) Represents shares of common stock released to us by team members as payment of tax withholdings upon the vesting of restricted stock and restricted stock units and the conversion of restricted stock units to common stock.

## 14. STOCK-BASED COMPENSATION PLANS

Stock-based compensation expense consists of the following:

(In millions)	For the Three Months Ended September 30, 2017		For the Nine Months Ended September 30, 2016	
	2017	2016	2017	2016
Restricted stock	\$0.8	\$0.7	\$2.2	\$2.1
Restricted stock units	2.1	1.1	6.1	3.5
Total	\$2.9	\$1.8	\$8.3	\$5.6

## 15. COMMITMENTS AND CONTINGENCIES

## Litigation and Other Legal Matters

In the normal course of business and as a result of the consumer-oriented nature of the industry in which we operate, we and other industry participants are frequently subject to various consumer claims, litigation and regulatory investigations seeking damages, fines and statutory penalties. The claims allege, among other theories of liability, violations of state, federal and foreign truth-in-lending, credit availability, credit reporting, consumer protection, warranty, debt collection, insurance and other consumer-oriented laws and regulations, including claims seeking damages for physical and mental damages relating to the repossession and sale of consumers' vehicles and other debt

collection activities. As the assignee of Consumer Loans originated by Dealers, we may also be named as a co-defendant in lawsuits filed by consumers principally against Dealers. We may also have disputes and litigation with Dealers. The claims may allege, among other theories of liability, that we breached our Dealer servicing agreement. The damages, fines and penalties that may be claimed by consumers, regulatory agencies or Dealers in these types of matters can be substantial. The relief requested by plaintiffs varies but may include requests for compensatory, statutory and punitive damages and injunctive relief, and plaintiffs may seek treatment as purported class actions. An adverse ultimate disposition in any action to which we are a party or otherwise subject could have a material adverse impact on our financial position, liquidity and results of operations. The following matters include current actions to which we are a party and updates to matters that were disclosed in our Annual Report on Form 10-K for the year ended December 31, 2016.

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(UNAUDITED)

On August 14, 2017, we received a subpoena from the Attorney General of the State of Mississippi, relating to the origination and collection of non-prime auto loans in the state of Mississippi. We are cooperating with the inquiry and cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this investigation.

On June 14, 2017, we were informed that the Consumer Financial Protection Bureau's Office of Fair Lending and Equal Opportunity is investigating whether the Company may have violated the Equal Credit Opportunity Act and Regulation B. We are cooperating with the inquiry and cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this inquiry.

On November 7, 2016, we received a civil investigative demand from the Federal Trade Commission seeking information on the Company's policies, practices and procedures in allowing car dealers to use GPS Starter Interrupters on consumer vehicles. We are cooperating with the inquiry and cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this investigation.

On March 18, 2016, we received a subpoena from the Attorney General of the State of Maryland, relating to the Company's repossession and sale policies and procedures in the state of Maryland. We are cooperating with the inquiry and cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this investigation.

On February 19, 2016, we received a First Amended Complaint filed by Westlake Services d/b/a Westlake Financial Service and Nowcom Corporation, alleging that the Company has attempted to monopolize the indirect financing profit sharing program market in violation of Section 2 of the Sherman Act and seeking, among other things, injunctive relief and unspecified money damages, which, if awarded, would likely be trebled pursuant to the Sherman Act. The case was filed in the United States District Court, Central District of California, Western Division. On April 6, 2016, the Court dismissed the claims brought by Nowcom Corporation. We cannot predict the duration or outcome of this lawsuit at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this lawsuit. The Company intends to vigorously defend itself in this matter.

On September 18, 2015, we received a subpoena from the Attorney General of the State of New York, Civil Rights Bureau relating to the Company's origination and collection of Consumer Loans in the state of New York. We have cooperated with the inquiry, but cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this investigation.

On December 9, 2014, we received a civil investigative subpoena from the U.S. Department of Justice pursuant to the Financial Institutions Reform, Recovery, and Enforcement Act of 1989 directing us to produce certain information relating to subprime automotive finance and related securitization activities. We have cooperated with the inquiry, but cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this investigation.

On December 4, 2014, we received a civil investigative demand from the Office of the Attorney General of the Commonwealth of Massachusetts relating to the origination and collection of non-prime auto loans in Massachusetts. We are cooperating with the inquiry and cannot predict the eventual scope, duration or outcome at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from this

investigation.

16. SUBSEQUENT EVENTS

On October 26, 2017, we completed a \$350.0 million Term ABS financing, which was used to repay outstanding indebtedness. The financing has an expected annualized cost of approximately 3.2% (including the initial purchaser's fees and other costs), and it will revolve for 24 months, after which it will amortize based upon the cash flows on the contributed Loans.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes included in Item 8 - Financial Statements and Supplementary Data, of our 2016 Annual Report on Form 10-K, as well as Item 1 - Financial Statements, of this Form 10-Q, which is incorporated herein by reference.

Overview

We offer financing programs that enable automobile dealers to sell vehicles to consumers, regardless of their credit history. Our financing programs are offered through a nationwide network of automobile dealers who benefit from sales of vehicles to consumers who otherwise could not obtain financing; from repeat and referral sales generated by these same customers; and from sales to customers responding to advertisements for our financing programs, but who actually end up qualifying for traditional financing.

For the three months ended September 30, 2017, consolidated net income was \$100.7 million, or \$5.19 per diluted share, compared to \$85.9 million, or \$4.21 per diluted share, for the same period in 2016. For the nine months ended September 30, 2017, consolidated net income was \$293.1 million, or \$14.99 per diluted share, compared to \$245.2 million, or \$12.01 per diluted share, for the same period in 2016. The increases in consolidated net income for the three and nine months ended September 30, 2017 were primarily due to an increase in the average balance of our Loan portfolio.

Critical Success Factors

Critical success factors include our ability to accurately forecast Consumer Loan performance, access capital on acceptable terms, and maintain or grow Consumer Loan volume at the level and on the terms that we anticipate, with an objective to maximize economic profit. Economic profit is a non-GAAP financial measure we use to evaluate our financial results and determine incentive compensation. Economic profit measures how efficiently we utilize our total capital, both debt and equity, and is a function of the return on capital in excess of the cost of capital and the amount of capital invested in the business.

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## Consumer Loan Metrics

At the time a Consumer Loan is submitted to us for assignment, we forecast future expected cash flows from the Consumer Loan. Based on the amount and timing of these forecasts and expected expense levels, an advance or one-time purchase payment is made to the related Dealer at a price designed to maximize economic profit.

We use a statistical model to estimate the expected collection rate for each Consumer Loan at the time of assignment. We continue to evaluate the expected collection rate of each Consumer Loan subsequent to assignment. Our evaluation becomes more accurate as the Consumer Loans age, as we use actual performance data in our forecast. By comparing our current expected collection rate for each Consumer Loan with the rate we projected at the time of assignment, we are able to assess the accuracy of our initial forecast. The following table compares our forecast of Consumer Loan collection rates as of September 30, 2017, with the forecasts as of June 30, 2017, December 31, 2016 and at the time of assignment, segmented by year of assignment:

Consumer Loan Assignment Year	Forecasted Collection Percentage as of (1)				Current Forecast Variance from			
	September 30, 2017	June 30, 2017	December 31, 2016	Initial Forecast	June 30, 2017	December 31, 2016	Initial Forecast	
2008	70.5%	70.5%	70.4 %	69.7 %	0.0 %	0.1 %	0.8 %	
2009	79.5%	79.5%	79.4 %	71.9 %	0.0 %	0.1 %	7.6 %	
2010	77.6%	77.6%	77.6 %	73.6 %	0.0 %	0.0 %	4.0 %	
2011	74.7%	74.8%	74.7 %	72.5 %	-0.1 %	0.0 %	2.2 %	
2012	73.8%	73.8%	73.7 %	71.4 %	0.0 %	0.1 %	2.4 %	
2013	73.5%	73.5%	73.4 %	72.0 %	0.0 %	0.1 %	1.5 %	
2014	71.7%	71.7%	71.8 %	71.8 %	0.0 %	-0.1 %	-0.1 %	
2015	65.5%	65.7%	66.1 %	67.7 %	-0.2 %	-0.6 %	-2.2 %	
2016	64.9%	65.1%	65.1 %	65.4 %	-0.2 %	-0.2 %	-0.5 %	
2017 (2)	65.5%	65.5%	—	64.1 %	0.0 %	—	1.4 %	

Represents the total forecasted collections we expect to collect on the Consumer Loans as a percentage of the repayments that we were contractually owed on the Consumer Loans at the time of assignment. Contractual (1) repayments include both principal and interest. Forecasted collection rates are negatively impacted by canceled Consumer Loans as the contractual amount owed is not removed from the denominator for purposes of computing forecasted collection rates in the table.

The forecasted collection rate for 2017 Consumer Loans as of September 30, 2017 includes both Consumer Loans (2) that were in our portfolio as of June 30, 2017 and Consumer Loans assigned during the most recent quarter. The following table provides forecasted collection rates for each of these segments:

2017 Consumer Loan Assignment Period	Forecasted Collection Percentage as of			Current Forecast Variance from	
	September 30, 2017	June 30, 2017	Initial Forecast	June 30, 2017	Initial Forecast
January 1, 2017 through June 30, 2017	65.6%	65.5%	64.2 %	0.1 %	1.4 %
July 1, 2017 through September 30, 2017	65.3%	—	63.9 %	—	1.4 %



Consumer Loans assigned in 2009 through 2013 and 2017 have yielded forecasted collection results materially better than our initial estimates, while Consumer Loans assigned in 2015 have yielded forecasted collection results materially worse than our initial estimates. For Consumer Loans assigned in 2008, 2014 and 2016, actual results have been close to our initial estimates. For the three months ended September 30, 2017, forecasted collection rates improved for Consumer Loans assigned in 2017, declined for Consumer Loans assigned in 2015 and 2016 and were generally consistent with expectations at the start of the period for all other assignment years presented. For the nine months ended September 30, 2017, forecasted collection rates improved for Consumer Loans assigned in 2017, declined for Consumer Loans assigned in 2015 and 2016 and were generally consistent with expectations at the start of the period for all other assignment years presented.

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The changes in forecasted collection rates for the three and nine months ended September 30, 2017 and 2016 impacted forecasted net cash flows (forecasted collections less forecasted Dealer Holdback payments) as follows:

(In millions)	For the Three		For the Nine	
	Months Ended	September 30,	Months Ended	September 30,
Increase (decrease) in forecasted net cash flows	2017	2016	2017	2016
Dealer Loans	\$(1.9)	\$(7.6)	\$(6.8)	\$(21.1)
Purchased Loans	7.4	1.6	29.2	14.9
Total Loans	\$5.5	\$(6.0)	\$22.4	\$(6.2)

The following table presents information on the average Consumer Loan assignment for each of the last 10 years:

Consumer Loan Assignment Year	Average Consumer Loan (1)	Advance (2)	Initial Loan Term (in months)
2008	\$14,518	\$ 6,479	42
2009	12,689	5,565	38
2010	14,480	6,473	41
2011	15,686	7,137	46
2012	15,468	7,165	47
2013	15,445	7,344	47
2014	15,692	7,492	47
2015	16,354	7,272	50
2016	18,218	7,976	53
2017 (3)	19,882	8,586	54

(1) Represents the repayments that we were contractually owed on Consumer Loans at the time of assignment, which include both principal and interest.

Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time

(2) payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

The averages for 2017 Consumer Loans include both Consumer Loans that were in our portfolio as of June 30,

(3) 2017 and Consumer Loans assigned during the most recent quarter. The following table provides averages for each of these segments:

2017 Consumer Loan Assignment Period	Average Consumer Loan	Advance	Initial Loan Term (in months)
January 1, 2017 through June 30, 2017	\$ 19,672	\$ 8,496	54
July 1, 2017 through September 30, 2017	20,340	8,781	55

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Forecasting collection rates accurately at Loan inception is difficult. With this in mind, we establish advance rates that are intended to allow us to achieve acceptable levels of profitability, even if collection rates are less than we initially forecast.

The following table presents forecasted Consumer Loan collection rates, advance rates, the spread (the forecasted collection rate less the advance rate), and the percentage of the forecasted collections that had been realized as of September 30, 2017. All amounts, unless otherwise noted, are presented as a percentage of the initial balance of the Consumer Loan (principal + interest). The table includes both Dealer Loans and Purchased Loans.

Consumer Loan Assignment Year	As of September 30, 2017			
	Forecasted Collection %	Advance % (1)	Spread %	% of Forecast Realized (2)
2008	70.5%	44.6 %	25.9%	99.7 %
2009	79.5%	43.9 %	35.6%	99.7 %
2010	77.6%	44.7 %	32.9%	99.4 %
2011	74.7%	45.5 %	29.2%	98.7 %
2012	73.8%	46.3 %	27.5%	98.0 %
2013	73.5%	47.6 %	25.9%	95.0 %
2014	71.7%	47.7 %	24.0%	86.3 %
2015	65.5%	44.5 %	21.0%	68.2 %
2016	64.9%	43.8 %	21.1%	40.9 %
2017 (3)	65.5%	43.2 %	22.3%	11.5 %

(1) Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program as a percentage of the initial balance of the Consumer Loans. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

(2) Presented as a percentage of total forecasted collections.

(3) The forecasted collection rate, advance rate and spread for 2017 Consumer Loans as of September 30, 2017 include both Consumer Loans that were in our portfolio as of June 30, 2017 and Consumer Loans assigned during the most recent quarter. The following table provides forecasted collection rates, advance rates and spreads for each of these segments:

2017 Consumer Loan Assignment Period	As of September 30, 2017		
	Forecasted Collection %	Advance %	Spread %
January 1, 2017 through June 30, 2017	65.6%	43.2 %	22.4%
July 1, 2017 through September 30, 2017	65.3%	43.2 %	22.1%

The risk of a material change in our forecasted collection rate declines as the Consumer Loans age. For 2013 and prior Consumer Loan assignments, the risk of a material forecast variance is modest, as we have currently realized in excess of 90% of the expected collections. Conversely, the forecasted collection rates for more recent Consumer Loan assignments are less certain as a significant portion of our forecast has not been realized.

The spread between the forecasted collection rate and the advance rate has ranged from 21.0% to 35.6% over the last 10 years. The spread was at the high end of this range in 2009 and 2010, when the competitive environment was unusually favorable, and much lower during other years (2014 through 2017) when competition was more intense. The decline in the advance rate from 2016 to 2017 reflects the lower initial forecast on Consumer Loan assignments received in 2017, partially offset by an increase in Purchased Loans as a percentage of total unit volume. The increase in the spread from 2016 to 2017 was the result of the performance of 2017 Consumer Loans, which has materially exceeded our initial estimates, partially offset by a change in the mix of Consumer Loan assignments received during 2017, including an increase in Purchased Loans as a percentage of total unit volume.

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The following table compares our forecast of Consumer Loan collection rates as of September 30, 2017 with the forecasts at the time of assignment, for Dealer Loans and Purchased Loans separately:

Consumer Loan Assignment Year	Dealer Loans			Purchased Loans		
	Forecasted Collection Percentage as of September 30, 2017	Initial Forecast	Variance	Forecasted Collection Percentage as of September 30, 2017	Initial Forecast	Variance
2008	70.9%	70.2 %	0.7 %	69.8%	68.8 %	1.0 %
2009	79.4%	72.1 %	7.3 %	79.6%	70.5 %	9.1 %
2010	77.7%	73.6 %	4.1 %	77.5%	73.1 %	4.4 %
2011	74.7%	72.4 %	2.3 %	75.2%	72.7 %	2.5 %
2012	73.8%	71.3 %	2.5 %	74.0%	71.4 %	2.6 %
2013	73.5%	72.1 %	1.4 %	73.1%	71.6 %	1.5 %
2014	71.6%	71.9 %	-0.3 %	72.5%	70.9 %	1.6 %
2015	64.8%	67.5 %	-2.7 %	69.7%	68.5 %	1.2 %
2016	64.0%	65.1 %	-1.1 %	67.6%	66.5 %	1.1 %
2017	64.9%	63.8 %	1.1 %	67.0%	64.7 %	2.3 %

The following table presents forecasted Consumer Loan collection rates, advance rates, and the spread (the forecasted collection rate less the advance rate) as of September 30, 2017 for Dealer Loans and Purchased Loans separately. All amounts are presented as a percentage of the initial balance of the Consumer Loan (principal + interest).

Consumer Loan Assignment Year	Dealer Loans			Purchased Loans		
	Forecasted Collection % (1)	Advance % (1)(2)	Spread %	Forecasted Collection % (1)	Advance % (1)(2)	Spread %
2008	70.9%	43.3 %	27.6%	69.8%	46.7 %	23.1%
2009	79.4%	43.4 %	36.0%	79.6%	45.3 %	34.3%
2010	77.7%	44.4 %	33.3%	77.5%	46.2 %	31.3%
2011	74.7%	45.2 %	29.5%	75.2%	47.4 %	27.8%
2012	73.8%	46.1 %	27.7%	74.0%	47.6 %	26.4%
2013	73.5%	47.1 %	26.4%	73.1%	49.7 %	23.4%
2014	71.6%	47.2 %	24.4%	72.5%	51.2 %	21.3%
2015	64.8%	43.4 %	21.4%	69.7%	50.0 %	19.7%
2016	64.0%	42.1 %	21.9%	67.6%	48.5 %	19.1%
2017	64.9%	42.0 %	22.9%	67.0%	46.0 %	21.0%

The forecasted collection rates and advance rates presented for each Consumer Loan assignment year change over time due to the impact of transfers between Dealer and Purchased Loans. Under our Portfolio Program, certain (1) events may result in Dealers forfeiting their rights to Dealer Holdback. We transfer the Dealer's Consumer Loans from the Dealer Loan portfolio to the Purchased Loan portfolio in the period this forfeiture occurs.

Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time (2) payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program as a percentage of the initial balance of the Consumer Loans. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

Although the advance rate on Purchased Loans is higher as compared to the advance rate on Dealer Loans, Purchased Loans do not require us to pay Dealer Holdback.

The spread on Dealer Loans increased from 21.9% in 2016 to 22.9% in 2017 as a result of the performance of 2017 Consumer Loans in our Dealer Loan portfolio, which has exceeded our initial estimates, while those assigned to us in 2016 have declined from our initial estimates, partially offset by a change in the mix of Consumer Loan assignments.

The spread on Purchased Loans increased from 19.1% in 2016 to 21.0% in 2017 primarily as a result of the performance of 2017 Consumer Loans in our Purchased Loan portfolio, which has exceeded our initial estimates by a greater margin than those assigned to us in 2016, partially offset by a change in the mix of Consumer Loan assignments.

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## Access to Capital

Our strategy for accessing capital on acceptable terms needed to maintain and grow the business is to: (1) maintain consistent financial performance; (2) maintain modest financial leverage; and (3) maintain multiple funding sources. Our funded debt to equity ratio was 2.2 to 1 as of September 30, 2017. We currently utilize the following primary forms of debt financing: (1) a revolving secured line of credit; (2) Warehouse facilities; (3) Term ABS financings; and (4) senior notes.

## Consumer Loan Volume

The following table summarizes changes in Consumer Loan assignment volume in each of the last seven quarters as compared to the same period in the previous year:

Three Months Ended	Year over Year Percent Change			
	Unit	Dollar		
	Volume	Volume	Volume	Volume
March 31, 2016	21.1 %	18.8 %		
June 30, 2016	15.1 %	27.6 %		
September 30, 2016	12.0 %	33.4 %		
December 31, 2016	-5.6 %	7.8 %		
March 31, 2017	-6.6 %	6.4 %		
June 30, 2017	1.0 %	7.1 %		
September 30, 2017	-4.7 %	-0.5 %		

Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time (1) payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

Consumer Loan assignment volumes depend on a number of factors including (1) the overall demand for our financing programs, (2) the amount of capital available to fund new Loans, and (3) our assessment of the volume that our infrastructure can support. Our pricing strategy is intended to maximize the amount of economic profit we generate, within the confines of capital and infrastructure constraints.

Unit and dollar volumes declined 4.7% and 0.5%, respectively, during the third quarter of 2017 as the number of active Dealers grew 5.7% while average volume per active Dealer declined 9.7%. Dollar volume declined slower than unit volume during the third quarter of 2017 due to an increase in the average advance paid per unit. This increase was the result of an increase in the average size of the Consumer Loans assigned primarily due to an increase in the average vehicle selling price and an increase in Purchased Loans as a percentage of total unit volume, partially offset by a decrease in the average advance rate due to a decrease in the average initial forecast of the Consumer Loans assigned.

For three out of the four most recent quarters, unit volumes declined as compared to the same periods of the prior year. This trend reflects the difficulty of growing the number of active dealers fast enough to offset the impact of the competitive environment on attrition and per dealer volumes. In addition, in response to the decline in forecasted collection rates experienced in 2016, we adjusted our initial collection forecasts downward during 2016. While the

adjustments have been modest, we believe these adjustments have had an adverse impact on unit volumes.

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The following table summarizes the changes in Consumer Loan unit volume and active Dealers:

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2017	2016	% Change	2017	2016	% Change
Consumer Loan unit volume	78,589	82,460	-4.7 %	250,715	260,531	-3.8 %
Active Dealers (1)	7,737	7,320	5.7 %	10,484	9,646	8.7 %
Average volume per active Dealer	10.2	11.3	-9.7 %	23.9	27.0	-11.5 %
Consumer Loan unit volume from Dealers active both periods	57,354	62,884	-8.8 %	204,255	227,345	-10.2 %
Dealers active both periods	4,551	4,551	—	6,721	6,721	—
Average volume per Dealers active both periods	12.6	13.8	-8.8 %	30.4	33.8	-10.2 %
Consumer Loan unit volume from Dealers not active both periods	21,235	19,576	8.5 %	46,460	33,186	40.0 %
Dealers not active both periods	3,186	2,769	15.1 %	3,763	2,925	28.6 %
Average volume per Dealers not active both periods	6.7	7.1	-5.6 %	12.3	11.3	8.8 %

(1) Active Dealers are Dealers who have received funding for at least one Consumer Loan during the period.

The following table provides additional information on the changes in Consumer Loan unit volume and active Dealers:

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2017	2016	% Change	2017	2016	% Change
Consumer Loan unit volume from new Dealers	4,063	3,506	15.9 %	29,409	30,330	-3.0 %
New active Dealers (1)	946	794	19.1 %	2,821	2,636	7.0 %
Average volume per new active Dealers	4.3	4.4	-2.3 %	10.4	11.5	-9.6 %
Attrition (2)	-23.7 %	-18.4 %		-12.7 %	-10.0 %	

(1) New active Dealers are Dealers who enrolled in our program and have received funding for their first Loan from us during the period.

(2) Attrition is measured according to the following formula: decrease in Consumer Loan unit volume from Dealers who have received funding for at least one Loan during the comparable period of the prior year but did not receive funding for any Loans during the current period divided by prior year comparable period Consumer Loan unit volume.

The following table shows the percentage of Consumer Loans assigned to us as Dealer Loans and Purchased Loans for each of the last seven quarters:

Three Months Ended	Unit Volume		Dollar Volume (1)	
	Dealer Loans	Purchased Loans	Dealer Loans	Purchased Loans
March 31, 2016	82.4%	17.6 %	75.6%	24.4 %
June 30, 2016	77.8%	22.2 %	69.8%	30.2 %
September 30, 2016	76.2%	23.8 %	68.5%	31.5 %

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December 31, 2016	76.9%	23.1	%	71.1%	28.9	%
March 31, 2017	73.3%	26.7	%	67.8%	32.2	%
June 30, 2017	72.3%	27.7	%	67.9%	32.1	%
September 30, 2017	71.9%	28.1	%	68.6%	31.4	%

Represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program and one-time (1) payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

As of September 30, 2017 and December 31, 2016, the net Dealer Loans receivable balance was 70.1% and 74.6%, respectively, of the total net Loans receivable balance.

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## Results of Operations

Three Months Ended September 30, 2017 Compared to Three Months Ended September 30, 2016

The following is a discussion of our results of operations and income statement data on a consolidated basis.

(Dollars in millions, except per share data)	For the Three Months Ended		Change	% Change
	2017	2016		
Revenue:				
Finance charges	\$259.4	\$ 223.9	\$ 35.5	15.9 %
Premiums earned	10.3	10.7	(0.4 )	-3.7 %
Other income	14.2	12.0	2.2	18.3 %
Total revenue	283.9	246.6	37.3	15.1 %
Costs and expenses:				
Salaries and wages (1)	33.7	32.4	1.3	4.0 %
General and administrative (1)	14.2	11.0	3.2	29.1 %
Sales and marketing (1)	14.2	12.2	2.0	16.4 %
Provision for credit losses	25.7	22.8	2.9	12.7 %
Interest	30.5	25.1	5.4	21.5 %
Provision for claims	5.5	6.6	(1.1 )	-16.7 %
Total costs and expenses	123.8	110.1	13.7	12.4 %
Income before provision for income taxes	160.1	136.5	23.6	17.3 %
Provision for income taxes	59.4	50.6	8.8	17.4 %
Net income	\$100.7	\$ 85.9	\$ 14.8	17.2 %
Net income per share:				
Basic	\$5.19	\$ 4.22	\$ 0.97	23.0 %
Diluted	\$5.19	\$ 4.21	\$ 0.98	23.3 %
Weighted average shares outstanding:				
Basic	19,407,320	19,379,557	(972,213)	-4.8 %
Diluted	19,415,245	19,384,624	(969,079)	-4.8 %
(1) Operating expenses	\$62.1	\$ 55.6	\$ 6.5	11.7 %

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Finance Charges. The increase of \$35.5 million, or 15.9%, was primarily the result of an increase in the average net Loans receivable balance partially offset by a decrease in the average yield on our Loan portfolio, as follows:

(Dollars in millions)	For the Three Months Ended		
	September 30,		
	2017	2016	Change
Average net Loans receivable balance	\$4,365.8	\$3,653.6	\$712.2
Average yield on our Loan portfolio	23.8	% 24.5	% -0.7 %

The following table summarizes the impact each component had on the overall increase in finance charges for the three months ended September 30, 2017:

(In millions)	Year over Year Change For the Three Months Ended September 30, 2017
Impact on finance charges:	
Due to an increase in the average net Loans receivable balance	\$ 43.6
Due to a decrease in the average yield	(8.1 )
Total increase in finance charges	\$ 35.5

The increase in the average net Loans receivable balance was primarily due to the dollar volume of new Consumer Loan assignments exceeding the principal collected on Loans receivable. The average yield on our Loan portfolio for the three months ended September 30, 2017 decreased as compared to the same period in 2016 due to lower yields on more recent Consumer Loan assignments.

Other Income. The increase of \$2.2 million, or 18.3%, was primarily due to an increase in ancillary product profit sharing income due to growth in our Loan portfolio.

Operating Expenses. The increase of \$6.5 million, or 11.7%, was primarily due to the following:

- An increase in general and administrative expense of \$3.2 million, or 29.1%, primarily as a result of an increase in legal fees.

- An increase in sales and marketing expense of \$2.0 million, or 16.4%, primarily due to an increase in the size of our sales force.

- An increase in salaries and wages expense of \$1.3 million, or 4.0%, primarily related to our servicing function as a result of an increase in the number of team members.

Provision for Credit Losses. Under GAAP, when the present value of forecasted future cash flows declines relative to our expectations at the time of assignment, a provision for credit losses is recorded immediately as a current period expense and a corresponding allowance for credit losses is established. For purposes of calculating the required allowance, Dealer Loans are grouped by Dealer and Purchased Loans are grouped by month of purchase. As a result, regardless of the overall performance of the portfolio of Consumer Loans, a provision can be required if any individual Loan pool performs worse than expected. Conversely, a previously recorded provision can be reversed if any previously impaired individual Loan pool experiences an improvement in performance.

During the three months ended September 30, 2017, overall Consumer Loan performance was generally consistent with our expectations at the start of the period. However, the performance of certain Loan pools declined from our expectations during the period, resulting in a provision for credit losses of \$25.7 million for the three months ended September 30, 2017, of which \$20.2 million related to Dealer Loans and \$5.5 million related to Purchased Loans. During the three months ended September 30, 2016, overall Consumer Loan performance declined from our expectations at the start of the period, resulting in a provision for credit losses of \$22.8 million for the three months ended September 30, 2016, of which \$21.6 million related to Dealer Loans and \$1.2 million related to Purchased Loans.

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Interest. The increase of \$5.4 million, or 21.5%, was primarily due to an increase in the average outstanding debt principal balance due to debt proceeds used to fund the growth in our Loan portfolio and stock repurchases. The following table shows interest expense, the average outstanding debt balance, and the average cost of debt for the three months ended September 30, 2017 and 2016:

(Dollars in millions)	For the Three Months Ended September 30,		
	2017	2016	Change
Interest expense	\$30.5	\$25.1	\$5.4
Average outstanding debt principal balance (1)	2,997.8	2,513.0	484.8
Average cost of debt	4.1 %	4.0 %	0.1 %

(1) Includes the unamortized debt discount and excludes deferred debt issuance costs.

Provision for Claims. The decrease of \$1.1 million, or 16.7%, was due to a decrease in claims paid per reinsured vehicle service contract and a decrease in the size of our reinsurance portfolio.

Provision for Income Taxes. For the three months ended September 30, 2017 and 2016, our effective tax rate was 37.1%.

#### Nine Months Ended September 30, 2017 Compared to Nine Months Ended September 30, 2016

The following is a discussion of our results of operations and income statement data on a consolidated basis.

(Dollars in millions, except per share data)	For the Nine Months Ended September 30,			
	2017	2016	Change	% Change
<b>Revenue:</b>				
Finance charges	\$749.2	\$ 641.9	107.3	16.7 %
Premiums earned	30.9	32.4	(1.5 )	-4.6 %
Other income	42.6	38.7	3.9	10.1 %
Total revenue	822.7	713.0	109.7	15.4 %
<b>Costs and expenses:</b>				
Salaries and wages (1)	101.9	95.2	6.7	7.0 %
General and administrative (1)	42.1	35.7	6.4	17.9 %
Sales and marketing (1)	43.7	37.8	5.9	15.6 %
Provision for credit losses	68.0	62.8	5.2	8.3 %
Interest	88.0	71.5	16.5	23.1 %
Provision for claims	17.6	20.4	(2.8 )	-13.7 %
Total costs and expenses	361.3	323.4	37.9	11.7 %
Income before provision for income taxes	461.4	389.6	71.8	18.4 %
Provision for income taxes	168.3	144.4	23.9	16.6 %
Net income	\$293.1	\$ 245.2	\$ 47.9	19.5 %
<b>Net income per share:</b>				
Basic	\$15.01	\$ 12.02	\$ 2.99	24.9 %

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Diluted	\$ 14.99	\$ 12.01	\$ 2.98	24.8	%
Weighted average shares outstanding:					
Basic	19,528,175	19,398,037	(869,862)	-4.3	%
Diluted	19,547,670	19,415,981	(868,307)	-4.3	%
(1) Operating expenses	\$ 187.7	\$ 168.7	19.0	11.3	%

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Finance Charges. The increase of \$107.3 million, or 16.7%, was primarily the result of an increase in the average net Loans receivable balance partially offset by a decrease in the average yield on our Loan portfolio, as follows:

(Dollars in millions)	For the Nine Months Ended		
	September 30,		
	2017	2016	Change
Average net Loans receivable balance	\$4,184.3	\$3,436.2	\$748.1
Average yield on our Loan portfolio	23.9	% 24.9	% -1.0 %

The following table summarizes the impact each component had on the overall increase in finance charges for the nine months ended September 30, 2017:

(In millions)	Year over Year Change For the Nine Months Ended September 30, 2017
Impact on finance charges:	
Due to an increase in the average net Loans receivable balance	\$ 139.7
Due to a decrease in the average yield	(32.4 )
Total increase in finance charges	\$ 107.3

The increase in the average net Loans receivable balance was primarily due to the dollar volume of new Consumer Loan assignments exceeding the principal collected on Loans receivable. The average yield on our Loan portfolio for the nine months ended September 30, 2017 decreased as compared to the same period in 2016 due to lower yields on more recent Consumer Loan assignments.

Other Income. The increase of \$3.9 million, or 10.1%, was primarily due to an increase in ancillary product profit sharing income due to growth in our Loan portfolio, partially offset by a decrease in GPS Starter Interrupt Device fee income due to a decrease in the number of units purchased by Dealers from third party providers in the current year.

Operating Expenses. The increase of \$19.0 million, or 11.3%, was primarily due to the following:

- An increase in salaries and wages expense of \$6.7 million, or 7.0%, primarily related to our servicing function as a result of an increase in the number of team members.

- An increase in general and administrative expense of \$6.4 million, or 17.9%, primarily as a result of an increase in legal fees.

- An increase in sales and marketing expense of \$5.9 million, or 15.6%, primarily due to an increase in the size of our sales force.

Provision for Credit Losses. During the nine months ended September 30, 2017, overall Consumer Loan performance was generally consistent with our expectations at the start of the period. However, the performance of certain Loan pools declined from our expectations during the period, resulting in a provision for credit losses of \$68.0 million for the nine months ended September 30, 2017, of which \$55.6 million related to Dealer Loans and \$12.4 million related to Purchased Loans. During the nine months ended September 30, 2016, overall Consumer Loan performance declined from our expectations at the start of the period, resulting in a provision for credit losses of \$62.8 million for



the nine months ended September 30, 2016, of which \$61.3 million related to Dealer Loans and \$1.5 million related to Purchased Loans.

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Interest. The increase of \$16.5 million, or 23.1%, as compared to the same period in 2016 was primarily due to an increase in the average outstanding debt principal balance due to debt proceeds used to fund the growth in our Loan portfolio and stock repurchases. The following table shows interest expense, the average outstanding debt balance, and the average cost of debt for the nine months ended September 30, 2017 and 2016:

(Dollars in millions)	For the Nine Months		
	Ended September 30,		
	2017	2016	Change
Interest expense	\$88.0	\$71.5	\$16.5
Average outstanding debt principal balance (1)	2,890.8	2,395.1	495.7
Average cost of debt	4.1 %	4.0 %	0.1 %

(1) Includes the unamortized debt discount and excludes deferred debt issuance costs.

Provision for Income Taxes. For the nine months ended September 30, 2017, the effective tax rate decreased to 36.5% from 37.1% in the same period in 2016. The decrease was primarily due to the adoption of new accounting guidance on January 1, 2017, which reduced our current year provision for income taxes by \$2.5 million for tax benefits related to our stock-based compensation plans. For additional information, see Note 3 and Note 11 to the consolidated financial statements contained in Item 1 of this Form 10-Q, which is incorporated herein by reference.

### Liquidity and Capital Resources

We need capital to maintain and grow our business. Our primary sources of capital are cash flows from operating activities, collections of Consumer Loans and borrowings under: (1) a revolving secured line of credit; (2) Warehouse facilities; (3) Term ABS financings; and (4) senior notes. There are various restrictive covenants to which we are subject under each financing arrangement and we were in compliance with those covenants as of September 30, 2017. For information regarding these financings and the covenants included in the related documents, see Note 8 to the consolidated financial statements contained in Item 1 of this Form 10-Q, which is incorporated herein by reference.

On February 23, 2017, we completed a \$350.0 million Term ABS financing, which was used to repay outstanding indebtedness. The financing has an expected annualized cost of approximately 3.1% (including the initial purchaser's fees and other costs), and it will revolve for 24 months, after which it will amortize based upon the cash flows on the contributed Loans.

On April 28, 2017, we increased the financing amount on Warehouse Facility IV from \$75.0 million to \$100.0 million and extended the date on which the facility will cease to revolve from April 30, 2018 to April 30, 2020. The interest rate on borrowings under the facility increased from LIBOR plus 200 basis points to LIBOR plus 225 basis points. There were no other material changes to the terms of the facility.

On June 28, 2017, we extended the maturity of our revolving secured line of credit facility with a commercial bank syndicate from June 22, 2019 to June 22, 2020. We also increased the amount of the facility from \$310.0 million to \$345.0 million until June 22, 2019, when the amount of the facility would decrease to \$300.0 million. There were no other material changes to the terms of the facility. On October 19, 2017, we further increased the amount of the facility to \$350.0 million until June 22, 2019 and changed the amount to which the facility will decrease on that date from \$310.0 million to \$315.0 million. There were no material changes to the terms of the facility.

On June 29, 2017, we completed a \$450.0 million Term ABS financing, which was used to repay outstanding indebtedness. The financing has an expected annualized cost of approximately 3.0% (including the initial purchaser's fees and other costs), and it will revolve for 24 months, after which it will amortize based upon the cash flows on the contributed Loans.

On July 18, 2017, we extended the date on which Warehouse Facility VI will cease to revolve from September 30, 2018 to September 30, 2020. There were no other material changes to the terms of the facility.

On October 26, 2017, we completed a \$350.0 million Term ABS financing, which was used to repay outstanding indebtedness. The financing has an expected annualized cost of approximately 3.2% (including the initial purchaser's fees and other costs), and it will revolve for 24 months, after which it will amortize based upon the cash flows on the contributed Loans.

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Cash and cash equivalents as of September 30, 2017 and December 31, 2016 was \$4.9 million and \$14.6 million, respectively. As of September 30, 2017 and December 31, 2016, we had \$889.5 million and \$948.0 million in unused and available lines of credit, respectively. Our total balance sheet indebtedness increased \$397.1 million to \$3,000.8 million as of September 30, 2017 from \$2,603.7 million as of December 31, 2016 primarily due to the growth in new Consumer Loan assignments and stock repurchases.

## Contractual Obligations

A summary of our scheduled principal debt maturities as of September 30, 2017 is as follows:  
(In millions)

Year	Scheduled Principal Debt Maturities (1)
Remainder of 2017	\$ 174.7
2018	818.4
2019	1,023.5
2020	453.6
2021	300.0
Over five years	250.0
Total	\$ 3,020.2

(1) The principal maturities of certain financings are estimated based on forecasted collections.

Based upon anticipated cash flows, management believes that cash flows from operations and its various financing alternatives will provide sufficient financing for debt maturities and for future operations. Our ability to borrow funds may be impacted by economic and financial market conditions. If the various financing alternatives were to become limited or unavailable to us, our operations and liquidity could be materially and adversely affected.

## Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we review our accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in accordance with GAAP. Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2016 discusses several critical accounting estimates, which we believe involve a high degree of judgment and complexity. There have been no material changes to the estimates and assumptions associated with these accounting estimates from those discussed in our Annual Report on Form 10-K for the year ended December 31, 2016.

## Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a material current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

## Forward-Looking Statements

We make forward-looking statements in this report and may make such statements in future filings with the Securities and Exchange Commission (“SEC”). We may also make forward-looking statements in our press releases or other public or shareholder communications. Our forward-looking statements are subject to risks and uncertainties and include information about our expectations and possible or assumed future results of operations. When we use any of the words “may,” “will,” “should,” “believe,” “expect,” “anticipate,” “assume,” “forecast,” “estimate,” “intend,” “plan,” “target” expressions, we are making forward-looking statements.

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We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for all of our forward-looking statements. These forward-looking statements represent our outlook only as of the date of this report. While we believe that our forward-looking statements are reasonable, actual results could differ materially since the statements are based on our current expectations, which are subject to risks and uncertainties. Factors that might cause such a difference include, but are not limited to, the factors set forth in Item 1A of our Form 10-K for the year ended December 31, 2016, other risk factors discussed herein or listed from time to time in our reports filed with the SEC and the following:

• Our inability to accurately forecast and estimate the amount and timing of future collections could have a material adverse effect on results of operations.

• We may be unable to execute our business strategy due to current economic conditions.

• We may be unable to continue to access or renew funding sources and obtain capital needed to maintain and grow our business.

• The terms of our debt limit how we conduct our business.

• A violation of the terms of our Term ABS facilities or Warehouse facilities could have a material adverse impact on our operations.

The conditions of the U.S. and international capital markets may adversely affect lenders with which we have relationships, causing us to incur additional costs and reducing our sources of liquidity, which may adversely affect our financial position, liquidity and results of operations.

• Our substantial debt could negatively impact our business, prevent us from satisfying our debt obligations and adversely affect our financial condition.

• Due to competition from traditional financing sources and non-traditional lenders, we may not be able to compete successfully.

• We may not be able to generate sufficient cash flows to service our outstanding debt and fund operations and may be forced to take other actions to satisfy our obligations under such debt.

• Interest rate fluctuations may adversely affect our borrowing costs, profitability and liquidity.

• Reduction in our credit rating could increase the cost of our funding from, and restrict our access to, the capital markets and adversely affect our liquidity, financial condition and results of operations.

• We may incur substantially more debt and other liabilities. This could exacerbate further the risks associated with our current debt levels.

• The regulation to which we are or may become subject could result in a material adverse effect on our business.

Adverse changes in economic conditions, the automobile or finance industries, or the non-prime consumer market could adversely affect our financial position, liquidity and results of operations, the ability of key vendors that we depend on to supply us with services, and our ability to enter into future financing transactions.

Litigation we are involved in from time to time may adversely affect our financial condition, results of operations and cash flows.

- Changes in tax laws and the resolution of uncertain income tax matters could have a material adverse effect on our results of operations and cash flows from operations.

Our dependence on technology could have a material adverse effect on our business.

Our use of electronic contracts could impact our ability to perfect our ownership or security interest in Consumer Loans.

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Reliance on third parties to administer our ancillary product offerings could adversely affect our business and financial results.

We are dependent on our senior management and the loss of any of these individuals or an inability to hire additional team members could adversely affect our ability to operate profitably.

Our reputation is a key asset to our business, and our business may be affected by how we are perceived in the marketplace.

The concentration of our Dealers in several states could adversely affect us.

Failure to properly safeguard confidential consumer and team member information could subject us to liability, decrease our profitability and damage our reputation.

A small number of our shareholders have the ability to significantly influence matters requiring shareholder approval and such shareholders have interests which may conflict with the interests of our other security holders.

Reliance on our outsourced business functions could adversely affect our business.

Our ability to hire and retain foreign information technology personnel could be hindered by immigration restrictions.

Natural disasters, acts of war, terrorist attacks and threats or the escalation of military activity in response to these attacks or otherwise may negatively affect our business, financial condition and results of operations.

Other factors not currently anticipated by management may also materially and adversely affect our results of operations. We do not undertake, and expressly disclaim any obligation, to update or alter our statements whether as a result of new information, future events or otherwise, except as required by applicable law.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Refer to our Annual Report on Form 10-K for the year ended December 31, 2016 for a complete discussion of our market risk. There have been no material changes to the market risk information included in our 2016 Annual Report on Form 10-K.

**ITEM 4. CONTROLS AND PROCEDURES.**

(a) Disclosure Controls and Procedures. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act and are effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.



(b) Internal Control Over Financial Reporting. There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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## PART II. - OTHER INFORMATION

## ITEM 1. LEGAL PROCEEDINGS

In the normal course of business and as a result of the consumer-oriented nature of the industry in which we operate, we and other industry participants are frequently subject to various consumer claims, litigation and regulatory investigations seeking damages, fines and statutory penalties. The claims allege, among other theories of liability, violations of state, federal and foreign truth-in-lending, credit availability, credit reporting, consumer protection, warranty, debt collection, insurance and other consumer-oriented laws and regulations, including claims seeking damages for physical and mental damages relating to the repossession and sale of consumers' vehicles and other debt collection activities. As the assignee of Consumer Loans originated by Dealers, we may also be named as a co-defendant in lawsuits filed by consumers principally against Dealers. We may also have disputes and litigation with Dealers. The claims may allege, among other theories of liability, that we breached our Dealer servicing agreement. The damages, fines and penalties that may be claimed by consumers, regulatory agencies or Dealers in these types of matters can be substantial. The relief requested by plaintiffs varies but may include requests for compensatory, statutory and punitive damages and injunctive relief, and plaintiffs may seek treatment as purported class actions. An adverse ultimate disposition in any action to which we are a party or otherwise subject could have a material adverse impact on our financial position, liquidity and results of operations.

For a description of significant litigation to which we are a party, see Note 15 to the consolidated financial statements contained in Part I - Item 1 of this Form 10-Q, which is incorporated herein by reference.

## ITEM 6. EXHIBITS

## Exhibit

No.	Description
<u>4.73</u>	Indenture dated as of February 23, 2017, between Credit Acceptance Auto Loan Trust 2017-1 and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 23, 2017).
<u>4.74</u>	Sale and Servicing Agreement dated as of February 23, 2017 among the Company, Credit Acceptance Auto Loan Trust 2017-1, Credit Acceptance Funding LLC 2017-1, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 23, 2017).
<u>4.75</u>	Backup Servicing Agreement dated as of February 23, 2017, among the Company, Credit Acceptance Funding LLC 2017-1, Credit Acceptance Auto Loan Trust 2017-1, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 23, 2017).
<u>4.76</u>	Amended and Restated Trust Agreement dated as of February 23, 2017, between Credit Acceptance Funding LLC 2017-1 and U.S. Bank Trust National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 23, 2017).
<u>4.77</u>	Sale and Contribution Agreement dated as of February 23, 2017, between the Company and Credit Acceptance Funding LLC 2017-1 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 23, 2017).
<u>4.78</u>	Amended and Restated Intercreditor Agreement dated February 23, 2017, among the Company, CAC Warehouse Funding Corporation II, CAC Warehouse Funding LLC IV, CAC Warehouse Funding LLC V, CAC Warehouse Funding LLC VI, Credit Acceptance Funding LLC 2017-1, Credit Acceptance Funding LLC 2016-3, Credit Acceptance Funding LLC 2016-2, Credit Acceptance Funding LLC 2016-1, Credit

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Acceptance Funding LLC 2015-2, Credit Acceptance Funding LLC 2015-1, Credit Acceptance Funding LLC 2014-2, Credit Acceptance Funding LLC 2014-1, Credit Acceptance Auto Loan Trust 2017-1, Credit Acceptance Auto Loan Trust 2016-3, Credit Acceptance Auto Loan Trust 2016-2, Credit Acceptance Auto Loan Trust 2015-2, Credit Acceptance Auto Loan Trust 2015-1, Credit Acceptance Auto Loan Trust 2014-2, Credit Acceptance Auto Loan Trust 2014-1, Wells Fargo Bank, National Association, as agent, Fifth Third Bank, as agent, Bank of Montreal, as agent, Flagstar Bank, FSB, as agent and Comerica Bank, as agent (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated February 23, 2017).

4.79 Fourth Amendment to Loan and Security Agreement dated as of April 28, 2017 among the Company, CAC Warehouse Funding LLC IV, Bank of Montreal, BMO Capital Markets Corp., and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated April 28, 2017).

4.80 Third Amendment to Sixth Amended and Restated Credit Agreement and Extension Agreement dated as of June 28, 2017 among the Company, the Banks which are parties thereto from time to time, and Comerica Bank as Administrative Agent and Collateral Agent for the Banks (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 28, 2017).

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- Indenture dated as of June 29, 2017, between Credit Acceptance Auto Loan Trust 2017-2 and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 29, 2017).  
4.81
- Sale and Servicing Agreement dated as of June 29, 2017 among the Company, Credit Acceptance Auto Loan Trust 2017-2, Credit Acceptance Funding LLC 2017-2, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 29, 2017).  
4.82
- Backup Servicing Agreement dated as of June 29, 2017, among the Company, Credit Acceptance Funding LLC 2017-2, Credit Acceptance Auto Loan Trust 2017-2, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 29, 2017).  
4.83
- Amended and Restated Trust Agreement dated as of June 29, 2017, between Credit Acceptance Funding LLC 2017-2 and U.S. Bank Trust National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 29, 2017).  
4.84
- Sale and Contribution Agreement dated as of June 29, 2017, between the Company and Credit Acceptance Funding LLC 2017-2 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 29, 2017).  
4.85
- Amended and Restated Intercreditor Agreement dated June 29, 2017, among the Company, CAC Warehouse Funding Corporation II, CAC Warehouse Funding LLC IV, CAC Warehouse Funding LLC V, CAC Warehouse Funding LLC VI, Credit Acceptance Funding LLC 2017-2, Credit Acceptance Funding LLC 2017-1, Credit Acceptance Funding LLC 2016-3, Credit Acceptance Funding LLC 2016-2, Credit Acceptance Funding LLC 2016-1, Credit Acceptance Funding LLC 2015-2, Credit Acceptance Funding LLC 2015-1, Credit Acceptance Funding LLC 2014-2, Credit Acceptance Auto Loan Trust 2017-2, Credit Acceptance Auto Loan Trust 2017-1, Credit Acceptance Auto Loan Trust 2016-3, Credit Acceptance Auto Loan Trust 2016-2, Credit Acceptance Auto Loan Trust 2015-2, Credit Acceptance Auto Loan Trust 2015-1, Credit Acceptance Auto Loan Trust 2014-2, Wells Fargo Bank, National Association, as agent, Fifth Third Bank, as agent, Bank of Montreal, as agent, Flagstar Bank, FSB, as agent and Comerica Bank, as agent (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated June 29, 2017).  
4.86
- First Amendment to Loan and Security Agreement dated as of July 18, 2017 among the Company, CAC Warehouse Funding LLC VI and Flagstar Bank, FSB (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 26, 2017).  
4.87
- Indenture dated as of October 26, 2017, between Credit Acceptance Auto Loan Trust 2017-3 and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 26, 2017).  
4.88
- Sale and Servicing Agreement dated as of October 26, 2017 among the Company, Credit Acceptance Auto Loan Trust 2017-3, Credit Acceptance Funding LLC 2017-3, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 26, 2017).  
4.89
- Backup Servicing Agreement dated as of October 26, 2017, among the Company, Credit Acceptance Funding LLC 2017-3, Credit Acceptance Auto Loan Trust 2017-3, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 26, 2017).  
4.90
- Amended and Restated Trust Agreement dated as of October 26, 2017, between Credit Acceptance Funding LLC 2017-3 and U.S. Bank Trust National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 26, 2017).  
4.91
- 4.92

Sale and Contribution Agreement dated as of October 26, 2017, between the Company and Credit Acceptance Funding LLC 2017-3 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 26, 2017).

4.93 Amended and Restated Intercreditor Agreement dated October 26, 2017, among the Company, CAC Warehouse Funding Corporation II, CAC Warehouse Funding LLC IV, CAC Warehouse Funding LLC V, CAC Warehouse Funding LLC VI, Credit Acceptance Funding LLC 2017-3, Credit Acceptance Funding LLC 2017-2, Credit Acceptance Funding LLC 2017-1, Credit Acceptance Funding LLC 2016-3, Credit Acceptance Funding LLC 2016-2, Credit Acceptance Funding LLC 2016-1, Credit Acceptance Funding LLC 2015-2, Credit Acceptance Funding LLC 2015-1, Credit Acceptance Auto Loan Trust 2017-3, Credit Acceptance Auto Loan Trust 2017-2, Credit Acceptance Auto Loan Trust 2017-1, Credit Acceptance Auto Loan Trust 2016-3, Credit Acceptance Auto Loan Trust 2016-2, Credit Acceptance Auto Loan Trust 2015-2, Credit Acceptance Auto Loan Trust 2015-1, Wells Fargo Bank, National Association, as agent, Fifth Third Bank, as agent, Bank of Montreal, as agent, Flagstar Bank, FSB, as agent and Comerica Bank, as agent (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated October 26, 2017).

4.94 New Bank Addendum to the Sixth Amended and Restated Credit Agreement dated as of October 19, 2017 among the Company, each of the Banks which are parties thereto, and Comerica Bank, as agent.

4.95 Assignment Agreement to the Sixth Amended and Restated Credit Agreement dated as of October 19, 2017 among the Company, the Banks signatory thereto, and Comerica Bank, as agent.

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<u>10.19</u>	Amendment to Shareholder Agreement dated as of September 15, 2017, between Credit Acceptance Corporation and Donald A. Foss *
<u>31.1</u>	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<u>31.2</u>	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<u>32.1</u>	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
<u>32.2</u>	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101(INS)	XBRL Instance Document.
101(SCH)	XBRL Taxonomy Extension Schema Document.
101(CAL)	XBRL Taxonomy Extension Calculation Linkbase Document.
101(DEF)	XBRL Taxonomy Extension Definition Linkbase Document.
101(LAB)	XBRL Taxonomy Extension Label Linkbase Document.
101(PRE)	XBRL Taxonomy Extension Presentation Linkbase Document.

\* Management contract or compensatory plan or arrangement.

Unless otherwise noted, the Company's commission file number for all exhibits incorporated by reference herein is 000-20202.

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SIGNATURES

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.

CREDIT ACCEPTANCE CORPORATION  
(Registrant)

By: /s/ Kenneth S. Booth  
Kenneth S. Booth  
Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)  
Date: October 30, 2017