

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**  
**FORM 10-K**

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2019**

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)*

**48034-8339**

*(Zip Code)*

Registrant's telephone number, including area code: **(248) 353-2700**

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

**Title of each class**

**Trading symbol(s)**

**Name of each exchange on which registered**

Common Stock, \$0.01 par value

CACC

The Nasdaq Stock Market

Securities registered pursuant to section 12(g) of the Act:

**None**

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

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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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 ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

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 aggregate market value of 10,249,544 shares of the registrant's common stock held by non-affiliates on June 30, 2019 was approximately \$4,959.0 million. For purposes of this computation all officers, directors and 10% beneficial owners of the registrant are assumed to be affiliates. Such determination should not be deemed an admission that such officers, directors and beneficial owners are, in fact, affiliates of the registrant.

At February 4, 2020, there were 18,151,092 shares of the registrant's common stock issued and outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive proxy statement pertaining to the 2020 Annual Meeting of Shareholders (the "Proxy Statement") filed pursuant to Regulation 14A are incorporated herein by reference into Part III of this Annual Report on Form 10-K (this "Form 10-K").

**CREDIT ACCEPTANCE CORPORATION**  
**YEAR ENDED DECEMBER 31, 2019**

**INDEX TO FORM 10-K**

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## PART I

### ITEM 1. BUSINESS

#### General

Since 1972, Credit Acceptance Corporation (referred to as the “Company”, “Credit Acceptance”, “we”, “our” or “us”) 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.

Credit Acceptance was founded to collect retail installment contracts (referred to as “Consumer Loans”) originated by automobile dealerships owned by Donald Foss, our founder, significant shareholder and former Chairman of the Board. During the 1980s, we began to market this service to non-affiliated dealers and, at the same time, began to offer dealers a non-recourse cash payment (referred to as an “advance”) against anticipated future collections on Consumer Loans serviced for that dealer.

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 agreement assigns the responsibilities for administering, servicing, and collecting the amounts due on 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:

Consumer Loan Assignment Volume	For the Years Ended December 31,		
	2019	2018	2017
Percentage of total unit volume with either FICO® scores below 650 or no FICO® scores	95.9%	95.6%	95.6%

#### Business Segment Information

We currently operate in one reportable segment which represents our core business of offering Dealers financing programs and related products and services that enable them to sell vehicles to consumers, regardless of their credit history. For information regarding our one reportable segment and related entity-wide disclosures, see Note 15 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

## Principal Business

We offer our Dealers financing programs that enable them to sell vehicles to consumers, regardless of their credit history. 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 under each of the programs for each of the last three years:

For the Years Ended December 31,	Unit Volume		Dollar Volume (1)	
	Portfolio Program	Purchase Program	Portfolio Program	Purchase Program
2017	72.5%	27.5%	68.5%	31.5%
2018	69.7%	30.3%	67.2%	32.8%
2019	67.2%	32.8%	64.3%	35.7%

(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. Payments of Dealer Holdback (as defined below) 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 cash advance from us; and
- after the advance balance (cash advance and related Dealer Loan fees and costs) 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. Prior to August 5, 2019, we generally required Dealers to group advances into pools of at least 100 Consumer Loans. Beginning August 5, 2019, Dealers may also elect to close a pool containing at least 50 Consumer Loans and assign subsequent advances to a new pool. Unless we receive a request from the Dealer to keep a pool open, we automatically close each pool based on the Dealer’s election. 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 with respect to the Dealer Loans by obtaining control or 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. Certain events may also result in Dealers forfeiting their rights to Dealer Holdback, including becoming inactive before assigning 100 Consumer Loans.

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

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.

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

Beginning August 5, 2019, Dealers may enroll in our Portfolio Program without incurring an enrollment fee. Prior to August 5, 2019, Dealers enrolled 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 accelerated Dealer Holdback payment(s) on the first 100 Consumer Loan assignments.

Access to the Purchase Program is typically only granted to Dealers that meet one of the following:

- assigned at least 100 Consumer Loans under the Portfolio Program;
- franchise dealership; or
- independent dealership that meets certain criteria upon enrollment.

#### Revenue Sources

Credit Acceptance derives its revenues from the following principal sources:

- Finance charges, which are comprised of: (1) servicing fees earned as a result of servicing Consumer Loans assigned to us by Dealers under the Portfolio Program; (2) finance charge income from Purchased Loans; (3) fees earned from our third party ancillary product offerings; (4) monthly program fees of \$599, charged to Dealers under the Portfolio Program; and (5) fees associated with certain Loans;
- Premiums earned on the reinsurance of vehicle service contracts; and
- Other income, which primarily consists of ancillary product profit sharing, remarketing fees, interest, Dealer enrollment fees, Dealer support products and services and GPS Starter Interrupt Devices ("GPS-SID") fees. For additional information, see Note 8 to the consolidated financial statements contained in Item 8 to this Form 10-K, which is incorporated herein by reference.

The following table sets forth the percent relationship to total revenue of each of these sources:

Percent of Total Revenue	For the Years Ended December 31,		
	2019	2018	2017
Finance charges	92.0%	91.5%	91.1%
Premiums earned	3.4%	3.6%	3.7%
Other income	4.6%	4.9%	5.2%
Total revenue	100.0%	100.0%	100.0%

## Operations

**Sales and Marketing.** Our target market is approximately 60,000 independent and franchised automobile dealers in the United States. We have market area managers located throughout the United States that market our programs to prospective Dealers, enroll new Dealers, and support active Dealers. The number of Dealer enrollments and active Dealers for each of the last three years are presented in the table below:

For the Years Ended December 31,	Dealer Enrollments	Active Dealers (1)
2017	4,491	11,551
2018	4,671	12,528
2019	4,482	13,399

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

Once Dealers have enrolled in our programs, the market area managers work closely with the newly enrolled Dealers to help them successfully launch our programs within their dealerships. Market area managers also provide active Dealers with ongoing support and consulting focused on improving the Dealers' success on our programs, including assistance with increasing the volume and performance of Consumer Loan assignments.

**Dealer Servicing Agreement.** As a part of the enrollment process, a new Dealer is required to enter into a Dealer servicing agreement with Credit Acceptance that defines the legal relationship between Credit Acceptance and the Dealer. The Dealer servicing agreement assigns the responsibilities for administering, servicing, and collecting the amounts due on Consumer Loans from the Dealers to us. Under the typical Dealer servicing agreement, a Dealer represents that it will only assign Consumer Loans to us that satisfy criteria established by us, meet certain conditions with respect to their binding nature and the status of the security interest in the purchased vehicle, and comply with applicable state and federal laws and regulations.

The typical Dealer servicing agreement may be terminated by us or by the Dealer upon written notice. We may terminate the Dealer servicing agreement immediately in the case of an event of default by the Dealer. Events of default include, among other things:

- the Dealer's refusal to allow us to audit its records relating to the Consumer Loans assigned to us;
- the Dealer, without our consent, is dissolved; merges or consolidates with an entity not affiliated with the Dealer; or sells a material part of its assets outside the course of its business to an entity not affiliated with the Dealer; or
- the appointment of a receiver for, or the bankruptcy or insolvency of, the Dealer.

While a Dealer can cease assigning Consumer Loans to us at any time without terminating the Dealer servicing agreement, if the Dealer elects to terminate the Dealer servicing agreement or in the event of a default, we have the right to require that the Dealer immediately pay us:

- any unreimbursed collection costs on Dealer Loans;
- any unpaid advances and all amounts owed by the Dealer to us; and
- a termination fee equal to 15% of the then outstanding amount of the Consumer Loans assigned to us.

Upon receipt of such amounts in full, we reassign the Consumer Loans and our security interest in the financed vehicles to the Dealer.

In the event of a termination of the Dealer servicing agreement by us, we may continue to service Consumer Loans assigned by Dealers accepted prior to termination in the normal course of business without charging a termination fee.

**Consumer Loan Assignment.** Once a Dealer has enrolled in our programs, the Dealer may begin assigning Consumer Loans to us. 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.

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.

A Consumer Loan is originated by the Dealer when a consumer enters into a contract with a Dealer that sets forth the terms of the agreement between the consumer and the Dealer for the payment of the purchase price of the vehicle. The amount of the Consumer Loan consists of the total principal and interest that the consumer is required to pay over the term of the Consumer Loan. Consumer Loans are written on a contract form provided by us. Although the Dealer is named in the Consumer Loan contract, the Dealer generally does not have legal ownership of the Consumer Loan for more than a moment and we, not the Dealer, are listed as lien holder on the vehicle title. Consumers are obligated to make payments on the Consumer Loan directly to us, and any failure to make such payments will result in our pursuing payment through collection efforts.

All Consumer Loans submitted to us for assignment are processed through our Credit Approval Processing System ("CAPS"). CAPS allows Dealers to input a consumer's credit application and view the response from us via the Internet. CAPS allows Dealers to: (1) receive a quick approval from us; (2) interact with our proprietary credit scoring system to optimize the structure of each transaction prior to delivery; and (3) create, electronically execute and print Consumer Loan documents. All responses include the amount of funding (advance for a Dealer Loan or purchase price for a Purchased Loan), as well as any stipulations required for funding. The amount of funding is determined using a formula which considers a number of factors including the timing and amount of cash flows expected on the related Consumer Loan and our target return on capital at the time the Consumer Loan is submitted to us for assignment. The estimated future cash flows are determined based upon our proprietary credit scoring system, which considers numerous variables, including 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, to calculate a composite credit score that corresponds to an expected collection rate. Our proprietary credit scoring system forecasts the collection rate based upon the historical performance of Consumer Loans in our portfolio that share similar characteristics. The performance of our proprietary credit scoring system is evaluated monthly by comparing projected to actual Consumer Loan performance. Adjustments are made to our proprietary credit scoring system as necessary. For additional information on adjustments to forecasted collection rates, please see the Critical Accounting Estimates section in Item 7 of this Form 10-K, which is incorporated herein by reference.

While a Dealer can submit any legally compliant Consumer Loan to us for assignment, the decision whether to provide funding to the Dealer and the amount of any funding is made solely by us. Through our Dealer Service Center, we perform all significant functions relating to the processing of the Consumer Loan applications and bear certain costs of Consumer Loan assignment, including the cost of assessing the adequacy of Consumer Loan documentation, compliance with underwriting and legal guidelines and the cost of verifying employment, residence and other information provided by the Dealer.

We audit Consumer Loan files for legal and underwriting guidelines on a daily basis in order to assess whether our Dealers are operating in accordance with the terms and conditions of our Dealer servicing agreement. We occasionally identify breaches of the Dealer servicing agreement and depending upon the circumstances, and at our discretion, we may:

- change pricing or charge the Dealer fees for future Consumer Loan assignments;
- reassign the Consumer Loans back to the Dealer and require repayment of the related advances and/or purchase payments; or
- terminate our relationship with the Dealer.

Consumer Loans that have been assigned to us can be reassigned back to the Dealer, at the Dealer's discretion, as follows:

- an individual Consumer Loan may be reassigned within 180 days of assignment. We require repayment of the related advance or purchase payment and, if requested more than 90 days after assignment, payment of a fee; and
- all Consumer Loans assigned under the Portfolio Program may be reassigned through termination of the Dealer servicing agreement, as described under "Dealer Servicing Agreement," above.

Our business model allows us to share the risk and reward of collecting on the Consumer Loans with the Dealers, more so with the Portfolio Program than the Purchase Program. Such sharing is intended to motivate the Dealer to assign better quality Consumer Loans, follow our underwriting guidelines, comply with various legal regulations, meet our credit compliance requirements and provide appropriate service and support to the consumer after the sale. In addition, our Dealer Service Center works closely with Dealers to assist them in resolving any documentation deficiencies or funding stipulations. We believe this arrangement causes the interests of the Dealer, the consumer and us to all be aligned.

We measure various criteria for each Dealer against other Dealers in their geographic area as well as the top performing Dealers. Dealers are assigned a Dealer rating based upon the performance of their Consumer Loans in both the Portfolio and Purchase Programs as well as other criteria. The Dealer rating is one of the factors used to determine the amount paid to Dealers as an advance or to acquire a Purchased Loan. We provide each Dealer under the Portfolio Program with a monthly statement summarizing all activity that occurred on their Consumer Loan assignments.

*Servicing.* Our largest group of collectors services Consumer Loans that are in the early stages of delinquency. Collection efforts typically consist of placing a call to the consumer within one day of the missed payment due date, although efforts may begin later for some segments of accounts. Consumer Loans are segmented into dialing pools by various phone contact profiles in an effort to efficiently contact the consumer. We utilize text messaging as an additional means to contact the consumer. Our collectors work with consumers to attempt to reach a solution that will help them avoid becoming further past due and get them current where possible.

The decision to repossess a vehicle is based on policy-based criteria. When a Consumer Loan is approved for repossession, we continue to service the Consumer Loan while it is being assigned to a third party repossession contractor, who works on a contingency fee basis. Once a vehicle has been repossessed, the consumer can negotiate to redeem the vehicle, whereupon the vehicle is returned to the consumer in exchange for paying off the Consumer Loan balance; or, where appropriate or if required by law, the vehicle is returned to the consumer and the Consumer Loan is reinstated in exchange for a payment that reduces or eliminates the past due balance. If this process is unsuccessful, the vehicle is sold at a wholesale automobile auction. Prior to sale, the vehicle is typically inspected by a representative at the auction who provides repair and reconditioning recommendations. Alternatively, our remarketing representatives may inspect the vehicle directly. Our remarketing representatives then authorize any repair and reconditioning work in order to maximize the net sale proceeds at auction.

If the vehicle sale proceeds are not sufficient to satisfy the balance owing on the Consumer Loan, the Consumer Loan is serviced by either: (1) our internal collection team, in the event the consumer is willing to make payments on the deficiency balance; or (2) where permitted by law, our external collection team, if it is believed that legal action is required to reduce the deficiency balance owing on the Consumer Loan. Our external collection team generally assigns Consumer Loans to third party collection attorneys who work on a contingency fee basis.

Collectors service Consumer Loans through our servicing platform, which consists of the following two systems:

- The collection system, which assigns Consumer Loans to collectors through a predictive dialer and records all collection activity, including:
  - details of past phone conversations with the consumer;
  - collection letters sent;
  - promises to pay;
  - broken promises;
  - repossession orders; and
  - collection attorney activity.
- The servicing system, which maintains a record of all transactions relating to Consumer Loan assignments and is a primary source of data utilized to:
  - determine the outstanding balance of the Consumer Loans;
  - forecast future collections;
  - analyze the profitability of our program; and
  - evaluate our proprietary credit scoring system.



## Ancillary Products

We provide Dealers the ability to offer vehicle service contracts to consumers through our relationships with Third Party Providers (“TPPs”). A vehicle service contract provides the consumer protection by paying for the repair or replacement of certain components of the vehicle in the event of a mechanical failure. The retail price of the vehicle service contract is included in the principal balance of the Consumer Loan. The wholesale cost of the vehicle service contract is paid to the TPP, net of an administrative fee retained by us. We recognize our fee as part of finance charges on a level-yield basis based upon forecasted cash flows. The difference between the wholesale cost and the retail price to the consumer is paid to the Dealer as a commission. Under the Portfolio Program, the wholesale cost of the vehicle service contract and the commission paid to the Dealer are charged to the Dealer’s advance balance. TPPs process claims on vehicle service contracts that are underwritten by third party insurers. We bear the risk of loss for claims on certain vehicle service contracts that are reinsured by us. We market the vehicle service contracts directly to our Dealers. Our agreement with one of our TPPs allows us to receive profit sharing payments depending on the performance of the vehicle service contracts.

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 TPPs. 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 trust accounts 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.

We provide Dealers the ability to offer Guaranteed Asset Protection (“GAP”) to consumers through our relationships with TPPs. GAP provides the consumer protection by paying the difference between the loan balance and the amount covered by the consumer’s insurance policy in the event of a total loss of the vehicle due to severe damage or theft. The retail price of GAP is included in the principal balance of the Consumer Loan. The wholesale cost of GAP is paid to the TPP, net of an administrative fee retained by us. We recognize our fee as part of finance charges on a level-yield basis based upon forecasted cash flows. The difference between the wholesale cost and the retail price to the consumer is paid to the Dealer as a commission. Under the Portfolio Program, the wholesale cost of GAP and the commission paid to the Dealer are charged to the Dealer’s advance balance. TPPs process claims on GAP contracts that are underwritten by third party insurers. Our agreement with one of our TPPs allow us to receive profit sharing payments depending on the performance of the GAP contracts.

Under our Purchase Program, we provide Dealers that meet certain criteria the ability to offer vehicle service contracts and GAP to consumers through the Dealers’ relationships with TPPs. The retail price of the vehicle service contract and/or GAP is included in the principal balance of the Consumer Loan and is paid to the Dealer. Under this arrangement, we do not receive an administrative fee and the Dealers’ TPPs process claims.

We provided Dealers in certain states the ability to purchase GPS-SID through our relationship with a TPP. Through this program, Dealers could install GPS-SID on vehicles financed by us that can be activated if the consumer fails to make payments on their account, and can result in the prompt repossession of the vehicle. Dealers purchased GPS-SID directly from the TPP. The TPP paid us a fee for each device sold, at which time the fee revenue was recognized in other income within our consolidated statements of income. Effective during the second quarter of 2019, we no longer provide Dealers the ability to purchase GPS-SID through this program. We allowed Dealers to install previously purchased GPS-SID on vehicles financed by us until September 1, 2019.

## Competition

The market for consumers who do not qualify for conventional automobile financing is large and highly competitive. The market is currently served by “buy here, pay here” dealerships, banks, captive finance affiliates of automobile manufacturers, credit unions and independent finance companies both publicly and privately owned. Many of these companies are much larger and have greater resources than us. We compete by offering a profitable and efficient method for Dealers to finance consumers who would be more difficult or less profitable to finance through other methods. In addition, we compete on the basis of the level of service provided by our Dealer Service Center and sales personnel.

## Customer and Geographic Concentrations

No single Dealer accounted for more than 10% of total revenues during any of the last three years. Additionally, no single Dealer's Loans receivable balance accounted for more than 10% of total Loans receivable balance as of December 31, 2019 or 2018. The following tables provide information regarding the five states that were responsible for the largest dollar volume of Consumer Loan assignments and the related number of active Dealers during 2019, 2018 and 2017:

(Dollars in millions)	For the Year Ended December 31, 2019			
	Consumer Loan Assignments		Active Dealers (2)	
	Dollar Volume (1)	% of Total	Number	% of Total
Michigan	\$ 359.9	9.5%	838	6.3%
Ohio	265.2	7.0%	898	6.7%
New York	245.6	6.5%	778	5.8%
Texas	201.5	5.3%	918	6.9%
New Jersey	188.7	5.0%	363	2.7%
All other states	2,511.3	66.7%	9,604	71.6%
Total	\$ 3,772.2	100.0%	13,399	100.0%

(Dollars in millions)	For the Year Ended December 31, 2018			
	Consumer Loan Assignments		Active Dealers (2)	
	Dollar Volume (1)	% of Total	Number	% of Total
Michigan	\$ 364.1	10.1%	804	6.4%
Ohio	260.1	7.2%	858	6.8%
New York	229.4	6.4%	726	5.8%
Texas	196.7	5.5%	847	6.8%
Indiana	167.4	4.7%	428	3.4%
All other states	2,378.1	66.1%	8,865	70.8%
Total	\$ 3,595.8	100.0%	12,528	100.0%

(Dollars in millions)	For the Year Ended December 31, 2017			
	Consumer Loan Assignments		Active Dealers (2)	
	Dollar Volume (1)	% of Total	Number	% of Total
Michigan	\$ 285.7	10.0%	792	6.9%
Ohio	209.8	7.3%	777	6.7%
Texas	189.7	6.6%	847	7.3%
New York	176.4	6.1%	690	6.0%
Maryland	132.0	4.6%	291	2.5%
All other states	1,879.5	65.4%	8,154	70.6%
Total	\$ 2,873.1	100.0%	11,551	100.0%

- (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. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.
- (2) Active Dealers are Dealers who have received funding for at least one Loan during the year.

## Geographic Financial Information

For the three years ended December 31, 2019, 2018 and 2017, all of our revenues were derived from the United States. As of December 31, 2019 and 2018, all of our long-lived assets were located in the United States.

## Seasonality

Our business is seasonal with peak Consumer Loan assignments and collections occurring during the first quarter of the year. Historically, this seasonality has not had a material impact on our interim results. However, upon adoption of the current expected credit loss ("CECL") impairment model on January 1, 2020, this seasonality is expected to have a material impact on our interim results, as we will be required to recognize a significant provision for credit losses expense at the time of assignment. For additional information, see Note 2 to the consolidated financial statements contained in Part II - Item 8 of this Form 10-K, which is incorporated herein by reference.

## Regulation

Our business is subject to laws and regulations, including the Truth in Lending Act, the Equal Credit Opportunity Act, the Fair Credit Reporting Act and various other state and federal laws and regulations. These laws and regulations, among other things, require licensing and qualification; limit interest rates, fees and other charges associated with the Consumer Loans assigned to us; require specified disclosures by Dealers to consumers; govern the sale and terms of ancillary products; and define the rights to repossess and sell collateral. Failure to comply with these laws or regulations could have a material adverse effect on us by, among other things, limiting the jurisdictions in which we may operate, restricting our ability to realize the value of the collateral securing the Consumer Loans, making it more costly or burdensome to do business or resulting in potential liability. The volume of new or modified laws and regulations has increased in recent years and has increased significantly in response to issues arising with respect to consumer lending. From time to time, legislation and regulations are enacted which increase the cost of doing business, limit or expand permissible activities or affect the competitive balance among financial services providers. Proposals to change the laws and regulations governing the operations and taxation of financial institutions and financial services providers are frequently made in the U.S. Congress, in the state legislatures and by various regulatory agencies. This legislation may change our operating environment in substantial and unpredictable ways and may have a material adverse effect on our business.

In July 2010 the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") was enacted and a number of its provisions became effective in July 2011. The Dodd-Frank Act restructured and enhanced the regulation and supervision of the financial services industry and created the Bureau of Consumer Financial Protection (the "Bureau"). We are subject to supervision by the Bureau. The Bureau has rulemaking and enforcement authority over certain non-depository institutions, including us. The Bureau is specifically authorized, among other things, to take actions to prevent companies providing consumer financial products or services and their service providers from engaging in unfair, deceptive or abusive acts or practices in connection with consumer financial products and services, and to issue rules requiring enhanced disclosures for consumer financial products or services. Under the Dodd-Frank Act, the Bureau also may restrict the use of pre-dispute mandatory arbitration clauses in contracts between covered persons and consumers for a consumer financial product or service. The Bureau also has authority to interpret, enforce and issue regulations implementing enumerated consumer laws, including certain laws that apply to our business. Further, the Bureau has issued rules allowing it to supervise non-depository "larger participants" in certain markets for consumer financial services and products. On June 10, 2015, the Bureau released its larger participant rule defining which nonbank automotive finance companies will be subject to supervision. The rule provides that nonbank auto finance companies that make, acquire or refinance 10,000 or more loans or leases in a year will come under Bureau supervision. The rule was officially published in the Federal Register on June 30, 2015, and became effective on August 31, 2015.

The Dodd-Frank Act and regulations promulgated thereunder, including by the Bureau, are likely to affect our cost of doing business, may limit or expand our permissible activities, may affect the competitive balance within our industry and market areas and could have a material adverse effect on us. Our management continues to assess the Dodd-Frank Act's probable impact on our business, financial condition and results of operations, and to monitor developments involving the entities charged with promulgating regulations thereunder. However, the ultimate effect of the Dodd-Frank Act on the financial services industry in general, and on us in particular, is uncertain at this time.

In addition to the Bureau, other state and federal agencies have the ability to regulate aspects of our business. For example, the Dodd-Frank Act provides a mechanism for state attorneys general to investigate us. Separately, state attorneys general and certain state regulators have authority under their respective rules and laws, to investigate and/or regulate aspects of the business. In addition, the Federal Trade Commission has jurisdiction to investigate aspects of our business. We expect that regulatory investigations by both state and federal agencies will continue and that the results of these investigations could have a material adverse impact on us.

We are cooperating with the following inquiries and cannot predict the eventual scopes, durations or outcomes at this time. As a result, we are unable to estimate the reasonably possible loss or range of reasonably possible loss arising from these investigations.

- On May 7, 2019, we received a subpoena from the Office of the New York State Attorney General, relating to the Company's origination and collection policies and procedures in the state of New York.
- On April 22, 2019, we received a civil investigative demand from the Bureau of Consumer Financial Protection (the "Bureau") seeking, among other things, certain information relating to the Company's origination and collection of Consumer Loans, TPPs and credit reporting.
- 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. The Company cooperated with the inquiry. On April 23, 2019, the Attorney General of the State of Mississippi, on behalf of the State of Mississippi, filed a complaint in the Chancery Court of the First Judicial District of Hinds County, Mississippi, alleging that the Company engaged in unfair and deceptive trade practices in subprime auto lending, loan servicing, vehicle repossession and debt collection in the State of Mississippi in violation of the Mississippi Consumer Protection Act. The complaint seeks injunctive relief, including civil penalties and disgorgement, and payment of the State's attorney's fees and costs. The Company intends to vigorously defend itself in this matter.
- 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.
- 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.
- 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. On November 20, 2017 we received a second civil investigation demand from the Office of the Attorney General seeking updated information on its original civil investigation demand, additional information related to the Company's origination and collection of Consumer Loans, and information regarding securitization activities. In connection with this inquiry, we were informed by representatives of the Office of the Attorney General that it believes that the Company may have engaged in unfair and deceptive acts or practices related to the origination and collection of auto loans, which may have caused some of the Company's representations and warranties contained in securitization documents to be inaccurate. The investigation relating to the origination, collection and securitization of non-prime auto loans and securities transactions by the Office of the Attorney General remains ongoing.

In addition, governmental regulations which would deplete the supply of used vehicles, such as environmental protection regulations governing emissions or fuel consumption, could have a material adverse effect on us.

Our Dealers must also comply with credit and trade practice statutes and regulations. Failure of our Dealers to comply with these statutes and regulations could result in consumers having rights of rescission and other remedies that could have a material adverse effect on us.

The sale of vehicle service contracts and GAP by Dealers in connection with Consumer Loans assigned to us from Dealers is also subject to state laws and regulations. As we are the holder of the Consumer Loans that may, in part, finance these products, some of these state laws and regulations may apply to our servicing and collection of the Consumer Loans. Although these laws and regulations do not significantly affect our business, there can be no assurance that insurance or other regulatory authorities in the jurisdictions in which these products are offered by Dealers will not seek to regulate or restrict the operation of our business in these jurisdictions. Any regulation or restriction of our business in these jurisdictions could materially adversely affect the income received from these products.

We believe that we maintain all material licenses and permits required for our current operations and are in substantial compliance with all applicable laws and regulations. Our agreements with Dealers provide that the Dealer shall indemnify us with respect to any loss or expense we incur as a result of the Dealer's failure to comply with applicable laws and regulations.

## Team Members

Our team members are organized into three operating functions: Originations, Servicing and Support.

*Originations.* The originations function includes team members that are responsible for marketing our programs to prospective Dealers, enrolling new Dealers and supporting active Dealers. Originations also includes team members responsible for processing new Consumer Loan assignments.

*Servicing.* The servicing function includes team members that are responsible for servicing the Consumer Loans. The majority of these team members are responsible for collection activities on delinquent Consumer Loans.

*Support.* The support function includes team members that are responsible for information technology, finance, human resources, analytics, credit reporting, corporate legal and compliance activities.

As of December 31, 2019, we had 2,016 full and part-time team members. Our team members have no union affiliations and we believe our relationship with our team members is in good standing. The table below presents team members by operating function:

Operating Function	Number of Team Members As of December 31,		
	2019	2018	2017
Originations	577	584	517
Servicing	812	884	810
Support	627	572	490
Total	2,016	2,040	1,817

## Available Information

Our Internet address is *creditacceptance.com*. We make available free of charge on our Internet web site our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (the “SEC”).

## ITEM 1A. RISK FACTORS

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

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 from operations 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 of assignment, we forecast future expected cash flows from the Consumer Loan. Based on these forecasts, which include estimates for wholesale vehicle prices in the event of vehicle repossession and sale, we make an advance or one-time purchase payment to the related Dealer at a level designed to maximize economic profit, a non-GAAP financial measure. We continue to forecast the expected collection rate of each Consumer Loan subsequent to assignment. These forecasts also serve as a critical assumption in our accounting for recognizing finance charge income and determining our allowance for credit losses. Please see the Critical Accounting Estimates – Finance Charge Revenue & Allowance for Credit Losses section in Item 7 of this Form 10-K, which is incorporated herein by reference. Actual cash flows from any individual Consumer Loan are often different from cash flows estimated at the time of assignment. There can be no assurance that our forecasts will be accurate or that Consumer Loan performance will be as expected. In periods with changing economic conditions, accurately forecasting the performance of Consumer Loans is more difficult. In the event that our forecasts are not accurate, our financial position, liquidity and results of operations could be materially adversely affected.

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

Our financial position, liquidity and results of operations depend on management's ability to execute our business strategy. Key factors involved in the execution of our business strategy include achieving our desired Consumer Loan assignment volume, continued and successful use of CAPS and pricing strategy, the use of effective credit risk management techniques and servicing strategies, continued investment in technology to support operating efficiency and continued access to funding and liquidity sources. Although our pricing strategy is intended to maximize the amount of economic profit we generate, within the confines of capital and infrastructure constraints, there can be no assurance that this strategy will have its intended effect. Please see the Consumer Loan Volume section in Item 7 of this Form 10-K, which is incorporated herein by reference. Our failure or inability to execute any element of our business strategy could materially adversely affect our financial position, liquidity and results of operations.

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

We use debt financing to maintain and grow our business. We currently utilize the following primary forms of debt financing: (1) a revolving secured line of credit; (2) revolving secured warehouse ("Warehouse") facilities; (3) asset-backed secured financings ("Term ABS"); and (4) senior notes. We cannot guarantee that the revolving secured line of credit or the Warehouse facilities will continue to be available beyond their current maturity dates, on acceptable terms, or at all, or that we will be able to obtain additional financing on acceptable terms or at all. The availability of additional financing will depend on a variety of factors such as market conditions, the general availability of credit, our financial position, our results of operations, and the capacity for additional borrowing under our existing financing arrangements. If our various financing alternatives were to become limited or unavailable, we may be unable to maintain or grow Consumer Loan volume at the level that we anticipate and our operations could be materially adversely affected.

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

The agreements that govern our debt contain covenants that restrict our ability to, among other things:

- incur and guarantee debt;
- pay dividends or make other distributions on or redeem or repurchase our stock;
- make investments or acquisitions;
- create liens on our assets;
- sell assets;
- merge with or into other companies; and
- enter into transactions with stockholders and other affiliates.

Some of our debt agreements also impose requirements that we maintain specified financial measures not in excess of, or not below, specified levels. In particular, our revolving credit facility requires, among other things, that we maintain (i) as of the end of each fiscal quarter, a ratio of consolidated funded debt less unrestricted cash and cash equivalents to consolidated tangible net worth at or below a specified maximum; (ii) as of the end of each fiscal quarter calculated for the two fiscal quarters then ending, consolidated net income of not less than a specified minimum; and (iii) as of the end of each fiscal quarter, a ratio of consolidated income available for fixed charges for the period of four consecutive fiscal quarters most recently ended to consolidated fixed charges for that period of not less than a specified minimum. These covenants limit the manner in which we can conduct our business and could prevent us from engaging in favorable business activities or financing future operations and capital needs and impair our ability to successfully execute our strategy and operate our business.

A breach of any of the covenants in our debt instruments would result in an event of default thereunder if not promptly cured or waived. Any continuing default would permit the creditors to accelerate the related debt, which could also result in the acceleration of other debt containing a cross-acceleration or cross-default provision. In addition, an event of default under our revolving credit facility would permit the lenders thereunder to terminate all commitments to extend further credit under our revolving credit facility. Furthermore, if we were unable to repay the amounts due and payable under our revolving credit facility or other secured debt, the lenders thereunder could cause the collateral agent to proceed against the collateral securing that debt. In the event our creditors accelerate the repayment of our debt, there can be no assurance that we would have sufficient assets to repay that debt, and our financial condition, liquidity and results of operations would suffer.

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

Under our Term ABS facilities and our Warehouse facilities, (1) we have various obligations and covenants as servicer and custodian of the Consumer Loans contributed thereto and in our individual capacity and (2) the special purpose subsidiaries to which we contribute Consumer Loans have various obligations and covenants. A violation of any of these obligations or covenants by us or the special purpose subsidiaries, respectively, may result in our being unable to obtain additional funding under our Warehouse facilities, the termination of our servicing rights and the loss of servicing fees, and may result in amounts outstanding under our Term ABS financings and our Warehouse facilities becoming immediately due and payable. In addition, the violation of any financial covenant under our revolving secured line of credit facility is an event of default or termination event under certain of the Term ABS facilities and our Warehouse facilities. The lack of availability from any or all of these Term ABS facilities and Warehouse facilities may have a material adverse effect on our financial position, liquidity, and results of 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.**

Periodically, there has been uncertainty in the global capital markets and the overall economy. Such uncertainty can result in disruptions in the financial sector and affect lenders with which we have relationships. Disruptions in the financial sector may increase our exposure to credit risk and adversely affect the ability of lenders to perform under the terms of their lending arrangements with us. Failure by our lenders to perform under the terms of our lending arrangements could cause us to incur additional costs that may adversely affect our liquidity, financial condition and results of operations. There can be no assurance that future disruptions in the financial sector will not occur that could have similar adverse effects on our business.

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

We have a substantial amount of debt, which could have negative consequences, including the following:

- our ability to obtain additional financing for Consumer Loan assignments, working capital, debt refinancing or other purposes could be impaired;
- a substantial portion of our cash flows from operations will be dedicated to paying principal and interest on our debt, reducing funds available for other purposes;
- we may be vulnerable to interest rate increases, as some of our borrowings, including those under our revolving credit facility, bear interest at variable rates;
- we could be more vulnerable to adverse developments in our industry or in general economic conditions;
- we may be restricted from taking advantage of business opportunities or making strategic acquisitions; and
- we may be limited in our flexibility in planning for, or reacting to, changes in our business and the industries in which we operate.

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

The automobile finance market for consumers who do not qualify for conventional automobile financing is large and highly competitive. The market is served by a variety of companies including "buy here, pay here" dealerships. The market is also currently served by banks, captive finance affiliates of automobile manufacturers, credit unions and independent finance companies both publicly and privately owned. Many of these companies are much larger and have greater financial resources than are available to us, and many have long standing relationships with automobile dealerships. Providers of automobile financing have traditionally competed based on the interest rate charged, the quality of credit accepted, the flexibility of loan terms offered and the quality of service provided to dealers and consumers. We may be unable to compete successfully in the automobile finance market or, due to the intense competition in this market, our results of operations, cash flows and financial condition may be adversely affected as we adjust our business in response to competitive pressures. Increasing advance rates on Loans has the impact of reducing the return on capital we expect to earn on Loans. Additionally, if we are unsuccessful in maintaining and expanding our relationships with Dealers, we may be unable to accept Consumer Loans in the volume and on the terms that we anticipate.

**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.**

Our ability to make payments of principal and interest on indebtedness will depend in part on our cash flows from operations, which are subject to economic, financial, competitive and other factors beyond our control. We cannot assure you that we will maintain a level of cash flows from operations sufficient to permit us to meet our debt service obligations. If we are unable to generate sufficient cash flows from operations to service our debt, we may be required to sell assets, refinance all or a portion of our existing debt or obtain additional financing. There can be no assurance that any refinancing will be possible or that any asset sales or additional financing can be completed on acceptable terms or at all.

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

Our profitability may be directly affected by the level of and fluctuations in interest rates, whether caused by changes in economic conditions or other factors, which affect our borrowing costs. Our profitability and liquidity could be materially adversely affected during any period of higher interest rates. We monitor the interest rate environment and employ strategies designed to mitigate the impact of increases in interest rates. We can provide no assurance, however, that our strategies will mitigate the impact of increases in interest rates.

**The phaseout of the London Interbank Offered Rate ("LIBOR"), or the replacement of LIBOR with a different reference rate, could result in a material adverse effect on our business.**

In July 2017, the United Kingdom Financial Conduct Authority (the authority that regulates LIBOR) announced that it would phase out LIBOR by the end of 2021. It is unclear whether new methods of calculating LIBOR will be established or if alternative rates or benchmarks will be adopted. Our revolving secured line of credit, certain Warehouse facilities, and our interest rate cap agreements utilize LIBOR as a benchmark for calculating the applicable interest rates. Changes in the method of calculating LIBOR, the elimination of LIBOR or the replacement of LIBOR with an alternative rate or benchmark, such as the Secured Overnight Financing Rate, may require us to renegotiate or amend these facilities, which may adversely affect interest rates and result in higher borrowing costs. This could materially adversely affect our financial position, liquidity and results of operations.

**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.**

Credit rating agencies evaluate us, and their ratings of our debt and creditworthiness are based on a number of factors. These factors include our financial strength and other factors not entirely within our control, including conditions affecting the financial services industry generally. As the financial services industry and the financial markets periodically face difficulties, there can be no assurance that we will maintain our current ratings. Failure to maintain those ratings could, among other things, adversely limit our access to the capital markets and affect the cost and other terms upon which we are able to obtain financing.

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

We may be able to incur substantial additional debt in the future. Although the terms of our debt instruments contain restrictions on our ability to incur additional debt, these restrictions are subject to exemptions that could permit us to incur a substantial amount of additional debt. In addition, our debt instruments do not prevent us from incurring liabilities that do not constitute indebtedness as defined for purposes of those debt instruments. If new debt or other liabilities are added to our current debt levels, the risks associated with our having substantial debt could intensify.

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

Reference should be made to Item 1. Business "Regulation" for a discussion of regulatory risk factors.



**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.**

We are subject to general economic conditions which are beyond our control. During periods of economic slowdown or recession, delinquencies, defaults, repossessions and losses may increase on our Consumer Loans and Consumer Loan prepayments may decline. These periods are also typically accompanied by decreased consumer demand for automobiles and declining values of automobiles securing outstanding Consumer Loans, which weakens collateral coverage and increases the amount of a loss in the event of default. Significant increases in the inventory of used automobiles during periods of economic recession may also depress the prices at which repossessed automobiles may be sold or delay the timing of these sales. Additionally, higher gasoline prices, declining stock market values, unstable real estate values, resets of adjustable rate mortgages to higher interest rates, increasing unemployment levels, general availability of consumer credit or other factors that impact consumer confidence or disposable income could increase loss frequency and decrease consumer demand for automobiles as well as weaken collateral values of automobiles. Because our business is focused on consumers who do not qualify for conventional automobile financing, the actual rates of delinquencies, defaults, repossessions and losses on these Consumer Loans could be higher than that of those experienced in the general automobile finance industry, and could be more dramatically affected by a general economic downturn.

We rely on Dealers to originate Consumer Loans for assignment under our programs. High levels of Dealer attrition, due to a general economic downturn or otherwise, could materially adversely affect our operations. In addition, we rely on vendors to provide us with services we need to operate our business. Any disruption in our operations due to the untimely or discontinued supply of these services could substantially adversely affect our operations. Finally, during an economic slowdown or recession, our servicing costs may increase without a corresponding increase in finance charge revenue. Any sustained period of increased delinquencies, defaults, repossessions or losses or increased servicing costs could also materially adversely affect our financial position, liquidity and results of operations and our ability to enter into future financing transactions.

Technological advancements or changes to trends in the automobile industry such as new autonomous driving technologies or car- and ride-sharing programs could decrease consumer demand for automobiles. Decreased consumer demand for automobiles could negatively impact demand for our financing programs as well as weaken collateral values of automobiles, which could materially adversely affect our financial position, liquidity and results of operations.

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

As a result of the consumer-oriented nature of the industry in which we operate and uncertainties with respect to the application of various laws and regulations in some circumstances, we are subject to various consumer claims, litigation and regulatory investigations seeking damages, fines and statutory penalties, based upon, among other things, usury, disclosure inaccuracies, wrongful repossession, violations of bankruptcy stay provisions, certificate of title disputes, fraud and breach of contract. 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. We may also have disputes and litigation with vendors and other third parties. The claims may allege, among other theories of liability, that we breached a license agreement or contract. The damages, fines and penalties that may be claimed by consumers, regulatory agencies, Dealers, vendors or other third parties 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. A significant judgment against us in connection with any litigation or arbitration could have a material adverse effect on our financial position, liquidity and results of operations.

For a description of significant litigation to which we are a party, see Note 16 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

**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.**

We are subject to income tax in many of the various jurisdictions in which we operate. Increases in statutory income tax rates and other adverse changes in applicable law in these jurisdictions could have an adverse effect on our results of operations. In the ordinary course of business, there are transactions and calculations where the ultimate tax determination is uncertain. At any one time, multiple tax years are subject to audit by various taxing jurisdictions. We provide reserves for potential payments of tax to various tax authorities related to uncertain tax positions. Please see the Critical Accounting Estimates – Uncertain Tax Positions section in Item 7 of this Form 10-K, which is incorporated herein by reference. We adjust these liabilities as a result of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. Such payments 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.**

All Consumer Loans submitted to us for assignment are processed through our internet-based CAPS application, which enables our Dealers to interact with our proprietary credit scoring system. Our Consumer Loan servicing platform is also technology based. We rely on these systems to record and process significant amounts of data quickly and accurately and believe that these systems provide us with a competitive advantage. All of these systems are dependent upon computer and telecommunications equipment, software systems and Internet access. The temporary or permanent loss of any components of these systems through hardware failures, software errors, operating malfunctions, the vulnerability of the Internet or otherwise could interrupt our business operations, harm our business and adversely affect our competitive advantage. In addition, our competitors could create or acquire systems similar to ours, which would adversely affect our competitive advantage.

Our systems, and the equipment, software and Internet access on which they depend, may be subject to cyber attacks, security breaches and other cybersecurity incidents. Although the cybersecurity incidents we have experienced to date have not had a material effect on our business, financial condition or results of operations, there can be no assurance that cybersecurity incidents will not have a material adverse effect on us in the future.

We rely on a variety of measures to protect our technology and proprietary information, including copyrights and a comprehensive information security program. However, these measures may not prevent misappropriation or infringement of our intellectual property or proprietary information, which would adversely affect us. In addition, our competitors or other third parties may allege that our systems, processes or technologies infringe their intellectual property rights.

Our ability to integrate computer and telecommunications technologies into our business is essential to our success. Computer and telecommunications technologies are evolving rapidly and are characterized by short product life cycles. We may not be successful in anticipating, managing or adopting technological changes on a timely basis. While we believe that our existing information systems are sufficient to meet our current demands and continued expansion, our future growth may require additional investment in these systems. We cannot assure that adequate capital resources will be available to us at the appropriate time.

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

Our systems permit origination and assignment of Consumer Loans in electronic form. We have engaged a TPP to facilitate the process of creating, establishing control of and storing electronic contracts in a manner that enables us to perfect our ownership or security interest in the electronic contracts by satisfying the requirements for “control” of electronic chattel paper under the Uniform Commercial Code.

Although the law governing the perfection of ownership and security interests in electronic contracts was enacted in 2001, the statutory requirements for the relevant control arrangements have not been meaningfully tested in court. In addition, market practices regarding control of electronic contracts are still developing. As a result, there is a risk that the systems employed by us or any TPP to maintain control of the electronic contracts may not be sufficient as a matter of law to give us a perfected ownership or security interest in the Consumer Loans evidenced by electronic contracts. In addition, technological failure, including failure in the security or access restrictions with respect to the systems, and operational failure, such as the failure to implement and maintain adequate internal controls and procedures, could also affect our ability to obtain or maintain a perfected ownership or security interest in the Consumer Loans evidenced by electronic contracts (or the priority of such interests). Our failure or inability to perfect our ownership or security interest in the Consumer Loans could materially adversely affect our financial position, liquidity and results of operations.

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

We have relationships with TPPs to administer vehicle service contracts and GAP underwritten by third party insurers and financed by us. We depend on these TPPs to evaluate and pay claims in an accurate and timely manner. We also have a relationship with a TPP to administer GPS-SID. If our relationships with these TPPs were modified, disrupted, or terminated, we would need to obtain these services from an alternative administrator or provide them using our internal resources. We may be unable to replace these TPPs with a suitable alternative in a timely and efficient manner on terms we consider acceptable, or at all. In the event we were unable to effectively administer our ancillary products offerings, we may need to eliminate or suspend our ancillary product offerings from our future business, we may experience a decline in the performance of our Consumer Loans, our reputation in the marketplace could be undermined, and our financial position, liquidity and results of operations could be adversely affected.

**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 senior management average over 16 years of experience with us. Our success is dependent upon the management and the leadership skills of this team. In addition, competition from other companies to hire our team members possessing the necessary skills and experience required could contribute to an increase in team member turnover. The loss of any of these individuals or an inability to attract and retain additional qualified team members could adversely affect us. There can be no assurance that we will be able to retain our existing senior management or attract additional qualified team members.

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

Our reputation is a key asset to our business. Our ability to attract consumers through our Dealers is highly dependent upon external perceptions of our level of service, trustworthiness, business practices and financial condition. Negative publicity regarding these matters could damage our reputation among existing and potential consumers and Dealers, which could make it difficult for us to attract new consumers and Dealers and maintain existing Dealers. Adverse developments with respect to our industry may also, by association, negatively impact our reputation or result in greater regulatory or legislative scrutiny or litigation against us.

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

Dealers are located throughout the United States. During the year ended December 31, 2019, our five largest states (measured by 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) contained 28.4% of our Dealers. While we believe we have a diverse geographic presence, for the near term, we expect that significant amounts of Consumer Loan assignments will continue to be generated by Dealers in these five states due to the number of Dealers in these states and currently prevailing economic, demographic, regulatory, competitive and other conditions in these states. Changes to conditions in these states could lead to an increase in Dealer attrition or a reduction in demand for our service that could materially adversely affect our financial position, liquidity and results of operations.

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

In the ordinary course of our business, we collect and store sensitive data, including our proprietary business information and personally identifiable information of our consumers and team members, on our computer networks. The secure processing, maintenance and transmission of this information is critical to our operations and business strategy.

If third parties or our team members are able to breach our network security, the network security of a third party that we share information with or otherwise misappropriate our consumers' and team members' personal information, or if we give third parties or our team members improper access to our consumers' and team members' personal information, we could be subject to liability. This liability could include identity theft or other similar fraud-related claims. This liability could also include claims for other misuses or losses of personal information, including for unauthorized marketing purposes. Other liabilities could include claims alleging misrepresentation of our privacy and data security practices.

We rely on encryption and authentication technology licensed from third parties to provide the security and authentication necessary to secure online transmission of confidential consumer and team member information. Advances in computer capabilities, new discoveries in the field of cryptography or other events or developments may result in a compromise or breach of the algorithms that we use to protect sensitive consumer transaction data. A party who is able to circumvent our security measures could misappropriate proprietary information or cause interruptions in our operations. We may be required to expend capital and other resources to protect against, or alleviate problems caused by, security breaches or other cybersecurity incidents. Although we have experienced cybersecurity incidents from time to time that have not had a material effect on our business, financial condition or results of operations, there can be no assurance that a cyber attack, security breach or other cybersecurity incident will not have a material adverse effect on us in the future. Our security measures are designed to protect against security breaches, but our failure to prevent security breaches 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.**

As of December 31, 2019, based on filings made with the SEC and other information made available to us, Prescott General Partners, LLC and its affiliates beneficially owned 16.3% of our common stock, Jill Foss Watson beneficially owned 13.4% of our common stock and Donald Foss, our founder and former Chairman of the Board, beneficially owned 11.0% of our common stock. As a result, these few shareholders are able to significantly influence matters presented to shareholders, including the election and removal of directors, the approval of significant corporate transactions, such as any reclassification, reorganization, merger, consolidation or sale of all or substantially all of our assets, and the control of our management and affairs, including executive compensation arrangements. Their interests may conflict with the interests of our other security holders.

On January 3, 2017, Mr. Foss retired as an 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 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.

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

We outsource certain business functions to third party service providers, which increases our operational complexity and decreases our control. We rely on these service providers to provide a high level of service and support, which subjects us to risks associated with inadequate or untimely service. In addition, if these outsourcing arrangements were not renewed or were terminated or the services provided to us were otherwise disrupted, we would have to obtain these services from an alternative provider or provide them using our internal resources. We may be unable to replace, or be delayed in replacing these sources and there is a risk that we would be unable to enter into a similar agreement with an alternate provider on terms that we consider favorable or in a timely manner. In the future, we may outsource additional business functions. If any of these or other risks related to outsourcing were realized, our financial position, liquidity and results of operations could be adversely affected.

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

A significant portion of our information technology team is composed of foreign nationals whose ability to work for us depends on obtaining the necessary H-1B visas. The H-1B visa category allows U.S. employers to hire qualified foreign nationals to perform services in specialty occupations that require the attainment of at least a bachelor's degree or its equivalent. Our ability to hire and retain these foreign nationals and their ability to remain and work in the United States are affected by various laws and regulations, including limitations on the number of available H-1B visas, which the U.S. government allocates by lottery. Changes in the laws or regulations affecting the availability, allocation and/or cost of H-1B visas, eligibility for the H-1B visa category, or otherwise affecting the admission or retention of skilled foreign nationals by U.S. employers, or any increase in demand for H-1B visas relative to the limited supply of those visas, may adversely affect our ability to hire or retain foreign information technology personnel and may, as a result, increase our operating costs and impair our business operations.

**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.**

Natural disasters, acts of war, terrorist attacks and the escalation of military activity in response to these attacks or otherwise may have negative and significant effects, such as imposition of increased security measures, changes in applicable laws, market disruptions and job losses. These events may have an adverse effect on the economy in general. Moreover, the potential for future terrorist attacks and the national and international responses to these threats could affect the business in ways that cannot be predicted. The effect of any of these events or threats could have a material adverse effect on our business, financial condition and results of operations.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 2. PROPERTIES**

Our headquarters is located in Southfield, Michigan, in an office building we purchased in 1993, which includes approximately 136,000 square feet of space. Additionally, in August 2018, we purchased a second office building in Southfield, which includes approximately 297,000 square feet of space, that was used to consolidate operations from our current and previous Southfield leased locations and that we intend to use to accommodate future growth. We have a mortgage loan from a commercial bank that is secured by a first mortgage lien on the second office property.

We lease approximately 54,000 square feet of office space in Southfield and approximately 31,000 square feet of office space in Henderson, Nevada. The lease for the Southfield space expires in July 2021. The lease for the Henderson space expires in December 2022. We have renewal options on both of our office space leases. Additionally, there currently is a significant amount of unoccupied office space available for lease in the markets where we operate.

#### **ITEM 3. 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 alleged physical and mental harm 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. We may also have disputes and litigation with vendors and other third parties. The claims may allege, among other theories of liability, that we breached a license agreement or contract. The damages, fines and penalties that may be claimed by consumers, regulatory agencies, Dealers, vendors or other third parties 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 16 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

#### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

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

#### Market Information

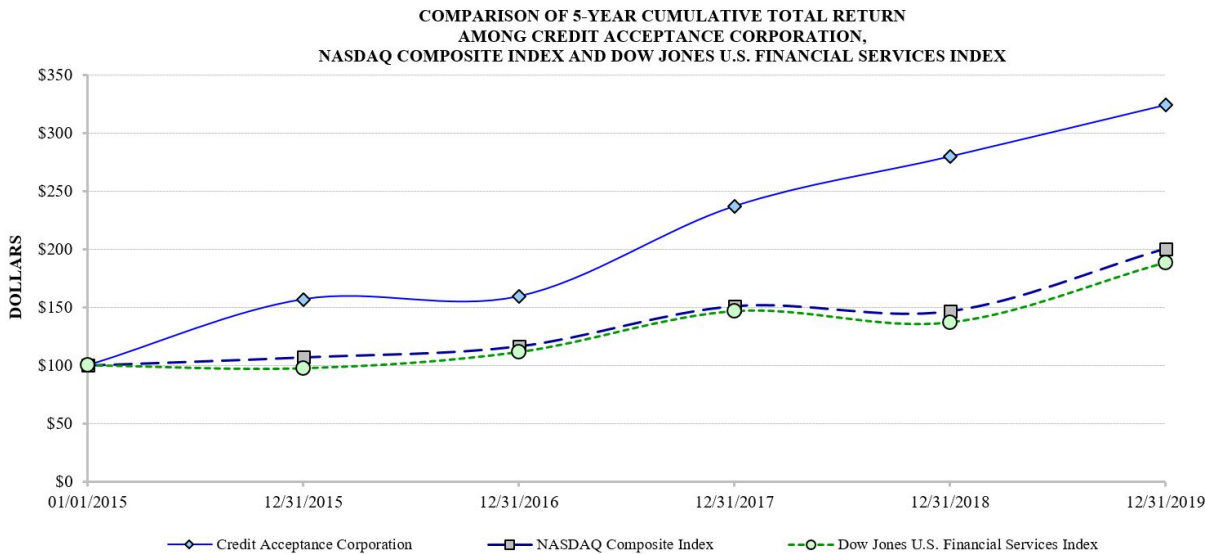
Our common stock is traded on The Nasdaq Global Select Market<sup>®</sup> under the symbol "CACC".

#### Holders

As of February 4, 2020, we had 255 shareholders of record and approximately 24,400 beneficial holders of our common stock based upon securities position listings furnished to us.

#### Stock Performance Graph

The following graph compares the percentage change in the cumulative total shareholder return on our common stock during the period beginning January 1, 2015 and ending on December 31, 2019 with the cumulative total return on the NASDAQ Composite Index and a peer group index based upon approximately 100 companies included in the Dow Jones U.S. Financial Services Index. The comparison assumes that \$100 was invested on January 1, 2015 in our common stock and in the foregoing indices and assumes the reinvestment of dividends.



#### Stock Repurchases

The following table summarizes our stock repurchases for the three months ended December 31, 2019:

#### ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
October 1 through October 31, 2019	—	\$ —	—	213,550
November 1 through November 30, 2019	309,526	430.40	309,526	904,024
December 1 through December 31, 2019	134,311	432.07	134,311	769,713
	<u>443,837</u>	<u>\$ 430.90</u>	<u>443,837</u>	

- (1) On November 7, 2019, our board of directors authorized the repurchase by us from time to time in the open market or in privately negotiated transactions of up to one million shares of our common stock. The authorization, which was announced on November 13, 2019, does not have a specified expiration date.

## ITEM 6. SELECTED FINANCIAL DATA

The selected financial data presented below are derived from our audited consolidated financial statements and should be read in conjunction with our consolidated financial statements as of December 31, 2019 and 2018 and for the years ended December 31, 2019, 2018 and 2017, and notes thereto, and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, which are included elsewhere in this Form 10-K, and are incorporated herein by reference.

(Dollars in millions, except per share data)

	Years Ended December 31,				
	2019	2018	2017	2016	2015
<b>Income Statement Data:</b>					
<b>Revenue:</b>					
Finance charges	\$ 1,369.4	\$ 1,176.8	\$ 1,011.5	\$ 874.3	\$ 730.5
Premiums earned	51.0	46.6	41.1	43.0	48.2
Other income	68.6	62.4	57.4	51.9	46.6
Total revenue	1,489.0	1,285.8	1,110.0	969.2	825.3
<b>Costs and expenses:</b>					
Salaries and wages	193.3	167.8	140.1	126.5	116.4
General and administrative	65.1	55.7	55.5	48.2	37.8
Sales and marketing	70.2	67.7	58.4	49.4	45.9
Provision for credit losses	76.4	56.9	129.3	90.2	41.5
Interest	196.2	156.6	120.2	97.7	76.0
Provision for claims	30.1	26.0	22.7	26.0	33.2
Loss on extinguishment of debt	1.8	—	—	—	—
Total costs and expenses	633.1	530.7	526.2	438.0	350.8
Income before provision for income taxes	855.9	755.1	583.8	531.2	474.5
Provision for income taxes	199.8	181.1	113.6	198.4	174.8
Net income	\$ 656.1	\$ 574.0	\$ 470.2	\$ 332.8	\$ 299.7
<b>Net income per share:</b>					
Basic	\$ 34.71	\$ 29.52	\$ 24.12	\$ 16.37	\$ 14.35
Diluted	\$ 34.57	\$ 29.39	\$ 24.04	\$ 16.31	\$ 14.28
<b>Weighted average shares outstanding:</b>					
Basic	18,900,256	19,446,067	19,497,719	20,331,769	20,891,695
Diluted	18,976,560	19,532,312	19,558,936	20,410,116	20,980,753
<b>Balance Sheet Data:</b>					
Loans receivable, net	\$ 6,685.2	\$ 5,763.3	\$ 4,619.6	\$ 3,886.6	\$ 3,101.5
All other assets	738.0	474.1	366.0	331.4	271.1
Total assets	\$ 7,423.2	\$ 6,237.4	\$ 4,985.6	\$ 4,218.0	\$ 3,372.6
Total debt	\$ 4,538.8	\$ 3,820.9	\$ 3,070.8	\$ 2,603.7	\$ 2,067.8
Other liabilities	529.1	425.6	379.0	440.6	376.7
Total liabilities	5,067.9	4,246.5	3,449.8	3,044.3	2,444.5
Shareholders' equity (1)	2,355.3	1,990.9	1,535.8	1,173.7	928.1
Total liabilities and shareholders' equity	\$ 7,423.2	\$ 6,237.4	\$ 4,985.6	\$ 4,218.0	\$ 3,372.6

(1) No dividends were paid during the periods presented.

## ITEM 7. 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 contained in Item 8 of this Form 10-K, 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 year ended December 31, 2019, consolidated net income was \$656.1 million, or \$34.57 per diluted share, compared to \$574.0 million, or \$29.39 per diluted share, for the same period in 2018 and \$470.2 million, or \$24.04 per diluted share, for the same period in 2017. The growth in 2019 consolidated net income was primarily due to an increase in the average balance of our Loan portfolio. The growth in 2018 consolidated net income was primarily due to an increase in the average balance of our Loan portfolio and an improvement in Consumer Loan performance, partially offset by an increase in our effective tax rate. The increase in our effective tax rate in 2018 was primarily due to the enactment of the Tax Cuts and Jobs Act (the "2017 Tax Act") in December 2017, which resulted in a one-time reversal of \$99.8 million of provision for income taxes in 2017.

The Financial Accounting Standards Board issued a new accounting standard (known as CECL) that will change how we account for our Loans effective January 1, 2020. The net Loan income (finance charge revenue less provision for credit losses) that we will recognize over the life of a Loan equals the cash we collect from the underlying Consumer Loan less the cash we pay to the Dealer. While the total amount of net Loan income we will recognize over the life of the Loan is not impacted by CECL, the timing of when we will recognize this income changes significantly. We believe that recognizing net Loan income on a level-yield basis over the life of the Loan based on expected future net cash flows matches the economics of our business. CECL diverges from economic reality by requiring us to recognize a significant provision for credit losses at the time of assignment for amounts we never expected to realize and finance charge revenue in subsequent periods that is significantly in excess of our expected yields. Given the significant change in timing of net Loan income recognition, we believe the amount of net income that we will report in 2020 under CECL will be significantly lower than what would be reported under current accounting principles generally accepted in the United States of America ("GAAP"). The ultimate financial statement impact of CECL will depend on Consumer Loan assignment volume and the percentage of Consumer Loans assigned to us as Purchased Loans, the size and composition of our Loan portfolio, the Loan portfolio's credit quality and economic conditions at the time of adoption as well as any refinements to our models, methodologies and judgements. Using reasonable estimates for the preceding factors, we believe net income for the year ended December 31, 2020 will be approximately 30% to 60% lower under CECL than what would be reported under current GAAP, with the greatest impact occurring in the quarter of adoption (approximately 50% to 80% lower). To the extent those factors differ from our current estimates, the actual impact of CECL on 2020 net income could vary from this expectation, and such variance could be material. For additional information, see Note 2 to the consolidated financial statements contained in Part II - Item 8 of this Form 10-K, which is incorporated herein by reference.

### 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.



## 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 December 31, 2019, with the forecasts as of December 31, 2018, as of December 31, 2017, 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		
	December 31, 2019	December 31, 2018	December 31, 2017	Initial Forecast	December 31, 2018	December 31, 2017	Initial Forecast
2010	77.8%	77.7%	77.6%	73.6%	0.1 %	0.2 %	4.2 %
2011	74.8%	74.7%	74.7%	72.5%	0.1 %	0.1 %	2.3 %
2012	73.9%	73.8%	73.8%	71.4%	0.1 %	0.1 %	2.5 %
2013	73.5%	73.5%	73.5%	72.0%	0.0 %	0.0 %	1.5 %
2014	71.7%	71.7%	71.7%	71.8%	0.0 %	0.0 %	-0.1 %
2015	65.4%	65.4%	65.5%	67.7%	0.0 %	-0.1 %	-2.3 %
2016	64.1%	64.2%	64.8%	65.4%	-0.1 %	-0.7 %	-1.3 %
2017	64.8%	65.5%	65.6%	64.0%	-0.7 %	-0.8 %	0.8 %
2018	65.1%	65.0%	—	63.6%	0.1 %	—	1.5 %
2019	64.6%	—	—	64.0%	—	—	0.6 %

(1) 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 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.

Consumer Loans assigned in 2010 through 2013 and 2018 have yielded forecasted collection results materially better than our initial estimates, while Consumer Loans assigned in 2015 and 2016 have yielded forecasted collection results materially worse than our initial estimates. For Consumer Loans assigned in 2014, 2017 and 2019, actual results have been close to our initial estimates.

For the year ended December 31, 2019, forecasted collection rates improved for Consumer Loans assigned in 2019, declined for Consumer Loans assigned in 2017 and were generally consistent with expectations at the start of the period for all other assignment years presented.

For the year ended December 31, 2018, forecasted collection rates improved for Consumer Loans assigned in 2018, declined for Consumer Loans assigned in 2016 and were generally consistent with expectations at the start of the period for all other assignment years presented.

The changes in forecasted collection rates impacted forecasted net cash flows (forecasted collections less forecasted Dealer Holdback payments) as follows:

Increase (decrease) in forecasted net cash flows	For the years ended December 31,		
	2019	2018	2017
Dealer Loans	\$ (7.9)	\$ 2.0	\$ (5.6)
Purchased Loans	22.5	40.3	41.7
Total Loans	\$ 14.6	\$ 42.3	\$ 36.1

In addition to the statistical model used to forecast collection rates, we use a model to forecast the timing of future net cash flows. During the fourth quarter of 2017, we updated our net cash flow timing model to incorporate more recent data. The revised forecast resulted in an expected cash flow stream with a lower net present value as compared to the prior forecast, as less cash flows were expected in earlier periods and more cash flows were expected in later periods.

The reduction in net present value was primarily the result of a change in the expected timing of cash flows from longer-term Consumer Loans. Due to our limited historical experience with longer-term Consumer Loans, our prior model relied on extrapolations from the historical performance of shorter-term Consumer Loans to predict the timing of future net cash flows on longer-term Consumer Loans. We used our additional historical experience on these longer-term loans to refine our estimate.

The revision to our net cash flow timing forecast did not impact the amount of undiscounted net cash flows we expected to receive. As a result, the dollar amount of future net portfolio revenue (finance charges less provision for credit losses) was not impacted by the revision. However, the revision did impact the period in which those net revenues are recorded as a portion of the impact of the revised timing estimate was recorded as a current period expense and a portion was recorded as a yield adjustment. For the fourth quarter of 2017, the revision increased provision for credit losses by \$41.6 million, reduced finance charge revenue by \$7.3 million and reduced net income by \$30.8 million. The revision reduced the yield on our Loan portfolio by 90 basis points, which impacts the timing of revenue recognition in future periods.

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)
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	20,230	8,746	55
2018	22,158	9,635	57
2019	23,139	10,174	57

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

(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. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

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 December 31, 2019. 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 December 31, 2019			
	Forecasted Collection %	Advance % (1)	Spread %	% of Forecast Realized (2)
2010	77.8%	44.7%	33.1%	99.8%
2011	74.8%	45.5%	29.3%	99.6%
2012	73.9%	46.3%	27.6%	99.3%
2013	73.5%	47.6%	25.9%	98.8%
2014	71.7%	47.7%	24.0%	98.0%
2015	65.4%	44.5%	20.9%	94.5%
2016	64.1%	43.8%	20.3%	84.8%
2017	64.8%	43.2%	21.6%	68.8%
2018	65.1%	43.5%	21.6%	44.9%
2019	64.6%	44.0%	20.6%	15.4%

- (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.

The risk of a material change in our forecasted collection rate declines as the Consumer Loans age. For 2015 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 20.3% to 33.1% over the last 10 years. The spread was at the high end of this range in 2010, when the competitive environment was unusually favorable, and much lower during other years (2015 through 2019) when competition was more intense. The decrease in the spread from 2018 to 2019 was primarily the result of the performance of 2018 Consumer Loans, which has exceeded our initial estimates by a greater margin than those assigned to us in 2019.

The following table compares our forecast of Consumer Loan collection rates as of December 31, 2019 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 (1)			Forecasted Collection Percentage as of (1)		
	December 31, 2019	Initial Forecast	Variance	December 31, 2019	Initial Forecast	Variance
2010	77.6%	73.6%	4.0 %	78.7%	73.1%	5.6%
2011	74.6%	72.4%	2.2 %	76.4%	72.7%	3.7%
2012	73.7%	71.3%	2.4 %	75.9%	71.4%	4.5%
2013	73.4%	72.1%	1.3 %	74.4%	71.6%	2.8%
2014	71.6%	71.9%	-0.3 %	72.5%	70.9%	1.6%
2015	64.8%	67.5%	-2.7 %	69.3%	68.5%	0.8%
2016	63.2%	65.1%	-1.9 %	66.6%	66.5%	0.1%
2017	64.2%	63.8%	0.4 %	66.3%	64.6%	1.7%
2018	64.7%	63.6%	1.1 %	66.0%	63.5%	2.5%
2019	64.4%	63.9%	0.5 %	65.1%	64.2%	0.9%

(1) The forecasted collection rates presented for Dealer Loans and Purchased Loans reflect the Consumer Loan classification at the time of assignment.

The following table presents forecasted Consumer Loan collection rates, advance rates, and the spread (the forecasted collection rate less the advance rate) as of December 31, 2019 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 %
2010	77.6%	44.4%	33.2%	78.7%	47.3%	31.4%
2011	74.6%	45.1%	29.5%	76.4%	49.3%	27.1%
2012	73.7%	46.0%	27.7%	75.9%	50.0%	25.9%
2013	73.4%	47.2%	26.2%	74.4%	51.5%	22.9%
2014	71.6%	47.2%	24.4%	72.5%	51.8%	20.7%
2015	64.8%	43.4%	21.4%	69.3%	50.2%	19.1%
2016	63.2%	42.1%	21.1%	66.6%	48.6%	18.0%
2017	64.2%	42.1%	22.1%	66.3%	45.8%	20.5%
2018	64.7%	42.7%	22.0%	66.0%	45.2%	20.8%
2019	64.4%	43.1%	21.3%	65.1%	45.6%	19.5%

(1) The forecasted collection rates and advance rates presented for Dealer Loans and Purchased Loans reflect the Consumer Loan classification at the time of assignment.

(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 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 decreased from 22.0% in 2018 to 21.3% in 2019 primarily as a result of the performance of the 2018 Consumer Loans in our Dealer Loan portfolio, which has exceeded our initial estimates by a greater margin than those assigned to us in 2019. The spread on Purchased Loans decreased from 20.8% in 2018 to 19.5% in 2019 primarily as a result of the performance of the 2018 Consumer Loans in our Purchased Loan portfolio, which has exceeded our initial estimates by a greater margin than those assigned to us in 2019.

## 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 1.9 to 1 as of December 31, 2019. 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 three years as compared to the same period in the previous year:

For the Year Ended December 31,	Year over Year Percent Change	
	Unit Volume	Dollar Volume (1)
2017	-0.7 %	9.0%
2018	13.6 %	25.2%
2019	-0.9 %	4.9%

- (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. 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.

During 2019, unit volume decreased 0.9% while dollar volume grew 4.9%, as the number of active Dealers grew 7.0% while average volume per active Dealer decreased 7.4%. Dollar volume grew while unit volume declined during 2019 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.

During 2018, unit and dollar volumes grew 13.6% and 25.2%, respectively, as the number of active Dealers grew 8.5% while average volume per active Dealer increased 4.9%. Dollar volume grew faster than unit volume during 2018 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 increases in the average initial loan term and average vehicle selling price and an increase in Purchased Loans as a percentage of total unit volume.

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

	For the Years Ended December 31,			For the Years Ended December 31,		
	2019	2018	% Change	2018	2017	% Change
Consumer Loan unit volume	369,805	373,329	-0.9 %	373,329	328,507	13.6%
Active Dealers (1)	13,399	12,528	7.0 %	12,528	11,551	8.5%
Average volume per active Dealer	27.6	29.8	-7.4 %	29.8	28.4	4.9%
Consumer Loan unit volume from Dealers active both periods	322,665	343,091	-6.0 %	323,514	296,869	9.0%
Dealers active both periods	9,253	9,253	—	8,278	8,278	—
Average volume per Dealer active both periods	34.9	37.1	-6.0 %	39.1	35.9	9.0%
Consumer Loan unit volume from Dealers <u>not</u> active both periods	47,140	30,238	55.9 %	49,815	31,638	57.5%
Dealers <u>not</u> active both periods	4,146	3,275	26.6 %	4,250	3,273	29.9%
Average volume per Dealer <u>not</u> active both periods	11.4	9.2	23.9 %	11.7	9.7	20.6%

(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 Years Ended December 31,			For the Years Ended December 31,		
	2019	2018	% Change	2018	2017	% Change
Consumer Loan unit volume from new active Dealers	44,938	47,898	-6.2 %	47,898	46,985	1.9 %
New active Dealers (1)	3,936	4,037	-2.5 %	4,037	3,740	7.9 %
Average volume per new active Dealer	11.4	11.9	-4.2 %	11.9	12.6	-5.6 %
Attrition (2)	-8.1 %	-9.6 %		-9.6 %	-10.7 %	

(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.

Consumer Loans are assigned to us as either Dealer Loans through our Portfolio Program or Purchased Loans through our Purchase Program. The following table shows the percentage of Consumer Loans assigned to us under each of the programs for each of the last three years:

For the Years Ended December 31,	Unit Volume		Dollar Volume (1)	
	Portfolio Program	Purchase Program	Portfolio Program	Purchase Program
2017	72.5%	27.5%	68.5%	31.5%
2018	69.7%	30.3%	67.2%	32.8%
2019	67.2%	32.8%	64.3%	35.7%

(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. Payments of Dealer Holdback and accelerated Dealer Holdback are not included.

As of December 31, 2019 and 2018, the net Dealer Loans receivable balance was 62.8% and 65.3%, respectively, of the total net Loans receivable balance.

## Results of Operations

The following is a discussion of our 2019 and 2018 results of operations and income statement data on a consolidated basis, including year-to-year comparisons between 2019 and 2018. Discussions of 2017 items and year-to-year comparisons between 2018 and 2017 that are not included in this Form 10-K can be found in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2018.

### Year Ended December 31, 2019 Compared to Year Ended December 31, 2018

(Dollars in millions, except per share data)

	For the Years Ended December 31,			
	2019	2018	\$ Change	% Change
<b>Revenue:</b>				
Finance charges	\$ 1,369.4	\$ 1,176.8	\$ 192.6	16.4 %
Premiums earned	51.0	46.6	4.4	9.4 %
Other income	68.6	62.4	6.2	9.9 %
Total revenue	1,489.0	1,285.8	203.2	15.8 %
<b>Costs and expenses:</b>				
Salaries and wages (1)	193.3	167.8	25.5	15.2 %
General and administrative (1)	65.1	55.7	9.4	16.9 %
Sales and marketing (1)	70.2	67.7	2.5	3.7 %
Provision for credit losses	76.4	56.9	19.5	34.3 %
Interest	196.2	156.6	39.6	25.3 %
Provision for claims	30.1	26.0	4.1	15.8 %
Loss on extinguishment of debt	1.8	—	1.8	— %
Total costs and expenses	633.1	530.7	102.4	19.3 %
Income before provision for income taxes	855.9	755.1	100.8	13.3 %
Provision for income taxes	199.8	181.1	18.7	10.3 %
Net income	\$ 656.1	\$ 574.0	\$ 82.1	14.3 %
<b>Net income per share:</b>				
Basic	\$ 34.71	\$ 29.52	\$ 5.19	17.6 %
Diluted	\$ 34.57	\$ 29.39	\$ 5.18	17.6 %
<b>Weighted average shares outstanding:</b>				
Basic	18,900,256	19,446,067	(545,811)	-2.8 %
Diluted	18,976,560	19,532,312	(555,752)	-2.8 %
(1) Operating expenses	\$ 328.6	\$ 291.2	\$ 37.4	12.8 %

**Finance Charges.** The increase of \$192.6 million, or 16.4%, 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 Years Ended December 31,		
	2019	2018	Change
Average net Loans receivable balance	\$ 6,321.2	\$ 5,279.7	\$ 1,041.5
Average yield on our Loan portfolio	21.7%	22.3%	-0.6 %

The following table summarizes the impact each component had on the overall increase in finance charges for the year ended December 31, 2019:

(In millions)

(in millions)

		For the Year Ended December 31, 2019
<b>Impact on finance charges:</b>		
Due to an increase in the average net Loans receivable balance	\$	232.1
Due to a decrease in the average yield		(39.5)
Total increase in finance charges	\$	192.6

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 year ended December 31, 2019 decreased as compared to the same period in 2018 due to lower yields on more recent Consumer Loan assignments.

*Operating Expenses.* The increase of \$37.4 million, or 12.8%, was primarily due to the following:

- An increase in salaries and wages expense of \$25.5 million, or 15.2%, comprised of the following:
  - An increase of \$19.1 million in cash-based incentive compensation expense primarily due to an improvement in Company performance measures.
  - Excluding the change in cash-based incentive compensation expense, salaries and wages expense increased \$6.4 million, primarily due to an increase in the number of team members in our support function.
- An increase in general and administrative expense of \$9.4 million, or 16.9%, primarily due to higher building expenses.

*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 year ended December 31, 2019, overall Consumer Loan performance was generally consistent with our expectations at the start of the year. However, the performance of certain Loan pools declined from our expectations during the year, resulting in a provision for credit losses of \$76.4 million for the year ended December 31, 2019, of which \$65.9 million related to Dealer Loans and \$10.5 million related to Purchased Loans.

During the year ended December 31, 2018, overall Consumer Loan performance was generally consistent with our expectations at the start of the year. However, the performance of certain Loan pools declined from our expectations during the year, resulting in a provision for credit losses of \$56.9 million for the year ended December 31, 2018, of which \$48.0 million related to Dealer Loans and \$8.9 million related to Purchased Loans.



*Interest.* The increase of \$39.6 million, or 25.3%, was due to increases in the average outstanding debt principal balance and our average cost of debt, as follows:

(Dollars in millions)

	For the Years Ended December 31,		
	2019	2018	Change
Interest expense	\$ 196.2	\$ 156.6	\$ 39.6
Average outstanding debt principal balance (1)	4,222.7	3,639.8	582.9
Average cost of debt	4.6%	4.3%	0.3%

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

The average outstanding debt balance increased primarily due to debt proceeds used to fund growth in new Consumer Loan assignments and stock repurchases. The increase in our average cost of debt was primarily the result of a change in the mix of our outstanding debt.

*Provision for Income Taxes.* For the year ended December 31, 2019, the effective income tax rate decreased to 23.3% from 24.0% for the year ended December 31, 2018. The decrease was primarily due to an increase in tax benefits related to our stock-based compensation plan and a decrease in our state income tax rate, partially offset by the effect of the 2017 Tax Act. For additional information, see Note 11 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

## 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.

Our significant accounting policies are discussed in Note 2 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference. We believe that the following accounting estimates are the most critical to aid in fully understanding and evaluating our reported financial results, and involve a high degree of subjective or complex judgment, and the use of different estimates or assumptions could produce materially different financial results.

### Finance Charge Revenue & Allowance for Credit Losses

*Nature of Estimates Required.* We estimate the amount and timing of future collections and Dealer Holdback payments. These estimates impact Loans receivable and allowance for credit losses on our balance sheet and finance charges and provision for credit losses on our income statement.

*Assumptions and Approaches Used.* For accounting purposes, we are not considered to be an originator of Consumer Loans, but instead 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 of this classification, our accounting policies for recognizing finance charge revenue and determining our allowance for credit losses may be different from other lenders in our market, who, based on their different business models, may be considered to be a direct lender to consumers for accounting purposes. For additional information regarding our classification as a lender to our Dealers for accounting purposes, see Note 1 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

We recognize finance charges under the interest method such that revenue is recognized on a level-yield basis based upon forecasted cash flows. For Dealer Loans, finance charge revenue and the allowance for credit losses are calculated after first aggregating Dealer Loans outstanding for each Dealer. For the same purpose, Purchased Loans are aggregated according to the month the Loan was purchased. An allowance for credit losses is maintained at an amount that reduces the net asset value (Loan balance less the allowance) to the value of forecasted future cash flows discounted at the yield established at the time of assignment. Future cash flows are comprised of estimated future collections on the Loans, less any estimated Dealer Holdback payments related to Dealer Loans. We write off Loans once there are no forecasted future collections on any of the associated Consumer Loans.

Actual cash flows from any individual Dealer Loan or pool of Purchased Loans are often different from 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 or 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. 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 Loan portfolio. An allowance for credit losses does not necessarily indicate that a Dealer Loan or pool of Purchased Loans is unprofitable, and in recent years, seldom are cash flows from a Dealer Loan or pool of Purchased Loans insufficient to repay the initial amounts advanced or paid to the Dealer.

Future collections are forecasted for each individual Dealer Loan or pool of Purchased Loans 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 Loan based on the expected future collections and current advance balance of each Dealer Loan.

During the fourth quarter of 2017, we updated our net cash flow timing model to incorporate more recent data. The revised forecast resulted in an expected cash flow stream with a lower net present value as compared to the prior forecast, as less cash flows were expected in earlier periods and more cash flows were expected in later periods.

The reduction in net present value was primarily the result of a change in the expected timing of cash flows from longer-term Consumer Loans. Due to our limited historical experience with longer-term Consumer Loans, our prior model relied on extrapolations from the historical performance of shorter-term Consumer Loans to predict the timing of future net cash flows on longer-term Consumer Loans. We used our additional historical experience on these longer-term loans to refine our estimate.

The revision to our net cash flow timing forecast did not impact the amount of undiscounted net cash flows we expected to receive. As a result, the dollar amount of future net portfolio revenue (finance charges less provision for credit losses) was not impacted by the revision. However, the revision did impact the period in which those net revenues are recorded as a portion of the impact of the revised timing estimate was recorded as a current period expense and a portion was recorded as a yield adjustment. For the fourth quarter of 2017, the revision increased provision for credit losses by \$41.6 million, reduced finance charge revenue by \$7.3 million and reduced net income by \$30.8 million. The revision reduced the yield on our Loan portfolio by 90 basis points, which impacts the timing of revenue recognition in future periods.

*Key Factors.* Variances in the amount and timing of future net cash flows from current estimates could materially impact earnings in future periods. A 1% decline in the forecasted future net cash flows on Loans as of December 31, 2019 would have reduced 2019 net income by approximately \$26.8 million.

#### Premiums Earned

*Nature of Estimates Required.* We estimate the pattern of future claims on vehicle service contracts. These estimates impact accounts payable and accrued liabilities on our balance sheet and premiums earned on our income statement.

*Assumptions and Approaches Used.* Premiums from the reinsurance of vehicle service contracts are recognized over the life of the policy in proportion to the expected costs of servicing those contracts. Expected costs are determined based on our historical claims experience. In developing our cost expectations, we stratify our historical claims experience into groupings based on contractual term, as this characteristic has led to different patterns of cost incurrence in the past. We will continue to update our analysis of historical costs under the vehicle service contract program as appropriate, including the consideration of other characteristics that may have led to different patterns of cost incurrence, and revise our revenue recognition timing for any changes in the pattern of our expected costs as they are identified.

*Key Factors.* Variances in the pattern of future claims from our current estimates would impact the timing of premiums recognized in future periods. A 10% change in premiums earned for the year ended December 31, 2019 would have affected 2019 net income by approximately \$3.9 million.

#### Contingencies

*Nature of Estimates Required.* We estimate the likelihood of adverse judgments against us and any resulting damages, fines or statutory penalties owed. These estimates impact accounts payable and accrued liabilities on our balance sheet and are general and administrative expenses on our income statement.

*Assumptions and Approaches Used.* With assistance from our legal counsel, we determine if the likelihood of an adverse judgment for various claims, litigation and regulatory investigations is remote, reasonably possible, or probable. To the extent we believe an adverse judgment is probable and the amount of the judgment is estimable, we recognize a liability. For information regarding current actions to which we are a party, see Note 16 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

*Key Factors.* Negative variances in the ultimate disposition of claims and litigation outstanding from current estimates could result in additional expense in future periods.

#### Uncertain Tax Positions

*Nature of Estimates Required.* We estimate the impact of an uncertain income tax position on the income tax return. These estimates impact income taxes receivable and accounts payable and accrued liabilities on our balance sheet and provision for income taxes on our income statement.

*Assumptions and Approaches Used.* We follow a two-step approach for recognizing uncertain tax positions. First, we evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more-likely-than-not that the position will be sustained upon examination, including resolution of related appeals or litigation processes, if any. Second, for positions that we determine are more-likely-than-not to be sustained, we recognize the tax benefit as the largest benefit that has a greater than 50% likelihood of being sustained. We establish a reserve for uncertain tax positions liability that is comprised of unrecognized tax benefits and related interest. We adjust this liability in the period in which an uncertain tax position is effectively settled, the statute of limitations expires for the relevant taxing authority to examine the tax position, or more information becomes available.

*Key Factors.* To the extent we prevail in matters for which a liability has been established or are required to pay amounts in excess of our established liability, our effective income tax rate in future periods could be materially affected.

#### **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 December 31, 2019. For information regarding these financings and the covenants included in the related documents, see Note 9 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

On February 21, 2019, we completed a \$402.5 million Term ABS financing, which was used to repay outstanding indebtedness. The financing has an expected annualized cost of approximately 3.8% (including the initial purchasers' 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 March 7, 2019, we issued \$400.0 million of 6.625% senior notes due 2026 ("2026 senior notes"). We used the net proceeds from the offering of the 2026 senior notes for general corporate purposes, including repayment of outstanding borrowings under our revolving secured line of credit facility.

On June 24, 2019, we extended the maturity of our revolving secured line of credit facility from June 22, 2021 to June 22, 2022. Following the extension, the amount of the facility is \$340.0 million. There were no other material changes to the terms of the facility.

On July 12, 2019, we extended the date on which our \$400.0 million Warehouse Facility II will cease to revolve from December 20, 2020 to July 12, 2022. There were no other material changes to the terms of the facility.

On July 25, 2019, we extended the date on which our \$75.0 million Warehouse Facility VI will cease to revolve from September 30, 2020 to September 30, 2022. There were no other material changes to the terms of the facility.

On July 26, 2019, we increased the financing amount on Warehouse Facility IV from \$250.0 million to \$300.0 million and extended the date on which the facility will cease to revolve from April 30, 2020 to July 26, 2022. The interest rate on borrowings under the facility has been decreased from LIBOR plus 225 basis points to LIBOR plus 200 basis points. There were no other material changes to the terms of the facility.

On July 26, 2019, we entered into Warehouse Facility VIII, a \$200.0 million revolving secured warehouse facility. The facility will cease to revolve on July 26, 2022. Borrowings under the facility will bear interest at a rate equal to LIBOR plus 190 basis points.

On August 28, 2019, we completed a \$500.0 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 purchasers' fees and other costs), and it will revolve for 36 months, after which it will amortize based upon the cash flows on the contributed Loans.

On November 21, 2019, we completed a \$351.7 million Term ABS financing, which was used to repay outstanding indebtedness. The financing has an expected annualized cost of approximately 2.9% (including the initial purchasers' 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 December 18, 2019, we issued \$400.0 million of 5.125% senior notes due 2024 (the "2024 senior notes"). We used a portion of the net proceeds from the 2024 senior notes to repurchase or redeem all of the \$300.0 million outstanding principal amount of our 6.125% senior notes due 2021 (the "2021 senior notes"), of which \$148.2 million was repurchased on December 18, 2019 and the remaining \$151.8 million was redeemed on January 17, 2020. We intend to use the remaining net proceeds from the 2024 senior notes, together with borrowings under our revolving credit facility and cash on hand to the extent available, to redeem in full the \$250.0 million outstanding principal amount of our 7.375% senior notes due 2023 on or around March 15, 2020. During the fourth quarter of 2019, we recognized a pre-tax loss on extinguishment of debt of \$1.8 million related to the repurchase of the 2021 senior notes in the fourth quarter of 2019 and the irrevocable notice given in December 2019 for the redemption of the remaining 2021 senior notes in the first quarter of 2020.

On December 19, 2019, we extended the date on which our \$150.0 million Warehouse Facility VII will cease to revolve from December 17, 2020 to December 16, 2021. The maturity of the facility was also extended from December 17, 2022 to December 16, 2023. There were no other material changes to the terms of the facility.

Cash and cash equivalents increased to \$187.4 million as of December 31, 2019 from \$25.7 million as of December 31, 2018. As of December 31, 2019 and December 31, 2018 we had \$1,565.0 million and \$1,153.1 million, respectively, in unused and available lines of credit. Our total balance sheet indebtedness increased to \$4,538.8 million as of December 31, 2019 from \$3,820.9 million as of December 31, 2018, primarily due to the growth in new Consumer Loan assignments and stock repurchases.

## Contractual Obligations

A summary of the total future contractual obligations requiring repayments as of December 31, 2019 is as follows:

(In millions)	Payments Due by Period					
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years	Other
Long-term debt, including current maturities (1)	\$ 4,568.7	\$ 1,528.5	\$ 1,934.1	\$ 706.1	\$ 400.0	\$ —
Dealer Holdback (2)	893.8	151.2	265.6	261.3	215.7	—
Operating lease obligations (3)	3.4	1.6	1.8	—	—	—
Purchase obligations (4)	11.6	8.6	2.4	0.6	—	—
Other future obligations (5)	41.7	—	—	—	—	41.7
Total contractual obligations	<u>\$ 5,519.2</u>	<u>\$ 1,689.9</u>	<u>\$ 2,203.9</u>	<u>\$ 968.0</u>	<u>\$ 615.7</u>	<u>\$ 41.7</u>

- (1) The amounts presented consist solely of principal and do not reflect deferred debt issuance costs of \$29.1 million and unamortized debt discount of \$0.8 million. We are also obligated to make interest payments at the applicable interest rates, as discussed in Note 9 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference. Based on the actual principal amounts outstanding under our revolving secured line of credit, our Warehouse facilities, and our senior notes as of December 31, 2019, the forecasted principal amounts outstanding on all other debt and the actual interest rates in effect as of December 31, 2019, interest is expected to be approximately \$161.3 million during 2020; \$112.2 million during 2021; and \$227.7 million during 2022 and thereafter.
- (2) We have contractual obligations to pay Dealer Holdback to our Dealers. Payments of Dealer Holdback are contingent upon the receipt of consumer payments and the repayment of advances. The amounts presented represent our forecast as of December 31, 2019.
- (3) A lease liability of \$2.8 million is recognized within accounts payable and accrued liabilities in our consolidated balance sheets.
- (4) Purchase obligations consist primarily of contractual obligations related to our information system and facility needs.
- (5) The amounts presented consist solely of reserves for uncertain tax positions. Payments are contingent upon examination and would occur in the periods in which the uncertain tax positions are settled.

Based upon anticipated cash flows, management believes that cash flows from operations and our 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.

### **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.

### **Market Risk**

We are exposed primarily to market risks associated with movements in interest rates. Our policies and procedures prohibit the use of financial instruments for speculative purposes. A discussion of our accounting policies for derivative instruments is included in Note 2 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

*Interest Rate Risk.* We rely on various sources of financing, some of which contain floating rates of interest and expose us to risks associated with increases in interest rates. We manage such risk primarily by entering into interest rate cap agreements.

As of December 31, 2019, we did not have a balance outstanding on our revolving secured line of credit, which does not have interest rate protection.

As of December 31, 2019, we had interest rate cap agreements outstanding to manage the interest rate risk on Warehouse Facility II, Warehouse Facility IV, Warehouse Facility V, Warehouse Facility VII and Warehouse Facility VIII. However, as of December 31, 2019, there was no floating rate debt outstanding under these facilities.

As of December 31, 2019, we did not have a balance outstanding under Warehouse Facility VI, which does not have interest rate protection.

### **New Accounting Updates**

See Note 2 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference, for information concerning the following new accounting updates and the impact of the implementation of these updates on our financial statements:

- Leases.
- Accounting for Costs of Implementing Cloud Computing.
- Measurement of Credit Losses on Financial Instruments.
- Simplifying the Accounting for Income Taxes.

## **Forward-Looking Statements**

We make forward-looking statements in this report and may make such statements in future filings with the SEC. We may also make forward-looking statements in our press releases or other public or shareholder communications. Our forward-looking statements, which in this report include statements regarding the impact of our adoption of CECL, 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" or similar expressions, we are making forward-looking statements.

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 this Form 10-K, which is incorporated herein by reference, and the risks and uncertainties discussed elsewhere in this Form 10-K and in our other reports filed or furnished from time to time with the SEC.

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

The information called for by Item 7A is incorporated herein by reference from the information in Item 7 under the caption "Market Risk" in this Form 10-K.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA****INDEX TO CONSOLIDATED FINANCIAL STATEMENTS**

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Board of Directors and Shareholders  
Credit Acceptance Corporation

### **Opinion on the financial statements**

We have audited the accompanying consolidated balance sheets of Credit Acceptance Corporation (a Michigan corporation) and subsidiaries (the “Company”) as of December 31, 2019 and 2018, the related consolidated statements of income, comprehensive income, shareholders’ equity, and cash flows for each of the three years in the period ended December 31, 2019, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the Company’s internal control over financial reporting as of December 31, 2019, based on criteria established in the 2013 Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”), and our report dated February 11, 2020 expressed an unqualified opinion.

### **Basis for opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical audit matters**

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

#### **Estimation of Initial and Current Forecasts of Expected Future Net Cash Flows**

The company utilizes internally developed models to determine the amount and timing of the initial forecast and the current forecast of expected future net cash flows. This estimate relates to the loans receivable balance, the computation of the allowance for loan loss and finance charge revenue. As described further within Note 5 to the financial statements, expected future net cash flows totaled \$9,005.2 million as of December 31, 2019.

We identified the estimation of initial and current forecasts of expected future net cash flows as a critical audit matter.



The principal considerations for our determination that the estimate of initial and current forecasts of expected future net cash flows is a critical audit matter are that it involves a high degree of subjectivity in evaluating the reasonableness of management’s estimates and related assumptions used in the models that derive the expected cash flows.

Our audit procedures related to the initial and current forecasts of expected future net cash flows included the following, among others. We tested the design and operating effectiveness of key controls related to approval of data used in the models, discrepancies in pricing, management review controls over these models, model validation and the segregation of duties for maintaining the models. We also recomputed the initial forecast and compared to the system generated forecast. For each model, we tested the underlying regression algorithms, we tested the supporting consumer loan data used in the model and determined that loans were appropriately categorized within the model. We tested dealer advances and consumer payments for existence, ensured they are valid and that management has historically demonstrated the ability to accurately predict initial and current forecasts of future net cash flows.

More specifically, for each model, we assessed through the use of our internal valuation specialist, whether the model was developed using a reasonable methodology.

### **Finance Charge Revenue and Allowance for Credit Losses**

As described further in Note 2 to the financial statements, the Company describes that finance charge revenue is recognized under the interest method on a level-yield basis based on forecasted cash flows. Management utilizes these expected future net cash flows to derive the amounts recorded in the Company’s financial statements for loans receivable, allowance for loan losses, finance charge revenue and provision for credit losses. Total finance charge revenue for the year-end December 31, 2019 was \$1,369.4 million. Total allowance for loan losses at December 31, 2019 was \$536.0 million. Management evaluates the expected future net cash flows at period end and compares to the initial forecast at the time of assignment. For dealer loans, they are evaluated based on each individual dealer. For purchase loans, they are evaluated based on pools derived from the month of purchase. If a difference is favorable, the difference is recognized prospectively into income over the remaining life of the dealer loan or pool of purchase loans, as an increase to finance charges. If the 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.

We identified the computation of finance charge revenue and the allowance for credit losses as a critical audit matter.

The principal considerations for our determination that finance charge revenue and allowance for credit losses is a critical audit matter are that it involves separate models that requires a significant volume of information to be accumulated and input to determine the finance charge revenue and provision for credit losses is accurate.

Our audit procedures related to the finance charge revenue and allowance for credit losses include testing the design and operating effectiveness of key controls relating to model validation, the segregation of duties for maintaining the models and the provision for credit losses. We tested the completeness and accuracy of the net present value of the expected future net cash flows, loans receivable balance and yields. We assessed trends relating to the provision for credit losses and cash collections to verify the model is reasonable. We also sampled dealer and purchases loans and recomputed the loans receivable amount, finance charge revenue, allowance and provision.

### **Adoption of new accounting principle**

As described in Note 2 to the financial statements, the Company is adopting Financial Accounting Standards Board Accounting Standard Codification 326, Financial Instruments – Credit Losses (ASC 326) as of January 1, 2020, which will result in a change in accounting for loans, allowance for credit losses and finance charge revenue. The loans outstanding at December 31, 2019 will qualify for transition relief and be accounted for as purchased financial assets with credit deterioration (“PCD Method”). On the adoption date, the Company will (1) calculate the effective interest rate based on expected future net cash flows and (2) increase the loans receivable balance by \$2.5 billion and the related allowance for credit losses balance by \$2.5 billion. This amount is the present value of the difference between the contractual future net cash flows and expected future net cash flows discounted at the effective interest rate.

We identified the adoption of ASC 326 as a critical audit matter.

The principal considerations for our determination that the adoption of ASC 326 is a critical audit matter are that it requires significant auditor judgment in obtaining sufficient appropriate audit evidence related to management’s development and implementation of internal controls over financial reporting and new accounting models.

Our audit procedures related to the adoption of ASC 326 included the following, among others. We tested the design and operating effectiveness of key controls relating to the initial adoption of ASC 326, which includes management's assessment on the applicability of transition relief guidance on existing loans and validating model changes necessitated by ASC 326. We verified the completeness of the loan populations used in the new models. We selected a sample of loans included in the PCD models and compared the relevant inputs to the underlying loan documentation. We assessed the reasonableness of Management's assumptions and conclusions regarding the implementation of ASC 326 including the unit of account, segmentation, and the selection of the discounted cash flow model. We evaluated the disclosures that Company made related to ASC 326.

/s/ GRANT THORNTON LLP

We have served as the Company's auditor since 2005.

Southfield, Michigan  
February 11, 2020

# CONSOLIDATED BALANCE SHEETS

(Dollars in millions, except per share data)

	As of December 31,	
	2019	2018
<b>ASSETS:</b>		
Cash and cash equivalents	\$ 187.4	\$ 25.7
Restricted cash and cash equivalents	330.3	303.6
Restricted securities available for sale	59.3	58.6
Loans receivable	7,221.2	6,225.2
Allowance for credit losses	(536.0)	(461.9)
Loans receivable, net	6,685.2	5,763.3
Property and equipment, net	59.7	40.2
Income taxes receivable	66.2	7.9
Other assets	35.1	38.1
Total Assets	\$ 7,423.2	\$ 6,237.4
<b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>		
<b>Liabilities:</b>		
Accounts payable and accrued liabilities	\$ 206.4	\$ 186.4
Revolving secured line of credit	—	171.9
Secured financing	3,339.7	3,092.7
Senior notes	1,187.8	544.4
Mortgage note	11.3	11.9
Deferred income taxes, net	322.5	236.7
Income taxes payable	0.2	2.5
Total Liabilities	5,067.9	4,246.5
<b>Commitments and Contingencies - See Note 16</b>		
<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, 18,352,779 and 18,972,558 shares issued and outstanding as of December 31, 2019 and December 31, 2018, respectively	0.2	0.2
Paid-in capital	157.7	154.9
Retained earnings	2,196.6	1,836.1
Accumulated other comprehensive income (loss)	0.8	(0.3)
Total Shareholders' Equity	2,355.3	1,990.9
Total Liabilities and Shareholders' Equity	\$ 7,423.2	\$ 6,237.4

See accompanying notes to consolidated financial statements.

# CONSOLIDATED STATEMENTS OF INCOME

(Dollars in millions, except per share data)

	For the Years Ended December 31,		
	2019	2018	2017
<b>Revenue:</b>			
Finance charges	\$ 1,369.4	\$ 1,176.8	\$ 1,011.5
Premiums earned	51.0	46.6	41.1
Other income	68.6	62.4	57.4
Total revenue	1,489.0	1,285.8	1,110.0
<b>Costs and expenses:</b>			
Salaries and wages	193.3	167.8	140.1
General and administrative	65.1	55.7	55.5
Sales and marketing	70.2	67.7	58.4
Provision for credit losses	76.4	56.9	129.3
Interest	196.2	156.6	120.2
Provision for claims	30.1	26.0	22.7
Loss on extinguishment of debt	1.8	—	—
Total costs and expenses	633.1	530.7	526.2
Income before provision for income taxes	855.9	755.1	583.8
Provision for income taxes	199.8	181.1	113.6
Net income	\$ 656.1	\$ 574.0	\$ 470.2
<b>Net income per share:</b>			
Basic	\$ 34.71	\$ 29.52	\$ 24.12
Diluted	\$ 34.57	\$ 29.39	\$ 24.04
<b>Weighted average shares outstanding:</b>			
Basic	18,900,256	19,446,067	19,497,719
Diluted	18,976,560	19,532,312	19,558,936

See accompanying notes to consolidated financial statements.

# CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In millions)

	For the Years Ended December 31,		
	2019	2018	2017
Net income	\$ 656.1	\$ 574.0	\$ 470.2
Other comprehensive income (loss), net of tax:			
Unrealized gain (loss) on securities, net of tax	1.1	(0.1)	—
Other comprehensive income (loss)	1.1	(0.1)	—
Comprehensive income	\$ 657.2	\$ 573.9	\$ 470.2

See accompanying notes to consolidated financial statements.

# CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Dollars in millions)

	Common Stock		Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
	Number	Amount				
Balance, January 1, 2017	19,877,381	\$ 0.2	\$ 131.7	\$ 1,042.0	\$ (0.2)	\$ 1,173.7
Net income	—	—	—	470.2	—	470.2
Stock-based compensation	—	—	15.4	—	—	15.4
Restricted stock awards, net of forfeitures	8,092	—	—	—	—	—
Repurchase of common stock	(610,260)	—	(1.6)	(121.9)	—	(123.5)
Restricted stock units converted to common stock	34,836	—	—	—	—	—
Balance, December 31, 2017	19,310,049	0.2	145.5	1,390.3	(0.2)	1,535.8
Net income	—	—	—	574.0	—	574.0
Other comprehensive loss	—	—	—	—	(0.1)	(0.1)
Stock-based compensation	—	—	10.3	—	—	10.3
Restricted stock awards, net of forfeitures	3,998	—	—	—	—	—
Repurchase of common stock	(342,928)	—	(0.9)	(128.2)	—	(129.1)
Restricted stock units converted to common stock	1,439	—	—	—	—	—
Balance, December 31, 2018	18,972,558	0.2	154.9	1,836.1	(0.3)	1,990.9
Net income	—	—	—	656.1	—	656.1
Other comprehensive income	—	—	—	—	1.1	1.1
Stock-based compensation	—	—	7.6	—	—	7.6
Restricted stock awards, net of forfeitures	4,827	—	—	—	—	—
Repurchase of common stock	(712,448)	—	(4.8)	(295.6)	—	(300.4)
Restricted stock units converted to common stock	87,842	—	—	—	—	—
Balance, December 31, 2019	18,352,779	0.2	157.7	2,196.6	0.8	2,355.3

See accompanying notes to consolidated financial statements.

# CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

	For the Years Ended December 31,		
	2019	2018	2017
<b>Cash Flows From Operating Activities:</b>			
Net income	\$ 656.1	\$ 574.0	\$ 470.2
Adjustments to reconcile cash provided by operating activities:			
Provision for credit losses	76.4	56.9	129.3
Depreciation	7.3	5.4	6.0
Amortization	15.1	14.1	10.4
Provision (credit) for deferred income taxes	85.5	49.3	(85.6)
Stock-based compensation	7.6	10.3	15.4
Loss on extinguishment of debt	1.8	—	—
Other	(0.2)	(0.2)	0.1
Change in operating assets and liabilities:			
Increase in accounts payable and accrued liabilities	17.3	41.6	10.3
Decrease (increase) in income taxes receivable	(58.3)	(5.7)	0.1
Increase (decrease) in income taxes payable	(2.3)	(37.4)	16.3
Decrease (increase) in other assets	6.0	(4.4)	(6.5)
Net cash provided by operating activities	812.3	703.9	566.0
<b>Cash Flows From Investing Activities:</b>			
Purchases of restricted securities available for sale	(40.1)	(43.8)	(34.5)
Proceeds from sale of restricted securities available for sale	29.1	19.7	27.8
Maturities of restricted securities available for sale	11.9	11.5	5.6
Principal collected on Loans receivable	2,971.2	2,576.7	2,189.5
Advances to Dealers	(2,424.5)	(2,414.8)	(1,968.3)
Purchases of Consumer Loans	(1,347.7)	(1,181.0)	(904.8)
Accelerated payments of Dealer Holdback	(58.8)	(52.6)	(47.1)
Payments of Dealer Holdback	(138.5)	(128.9)	(131.6)
Purchases of property and equipment	(26.8)	(25.1)	(8.4)
Net cash used in investing activities	(1,024.2)	(1,238.3)	(871.8)
<b>Cash Flows From Financing Activities:</b>			
Borrowings under revolving secured line of credit	3,846.7	2,249.9	3,527.1
Repayments under revolving secured line of credit	(4,018.6)	(2,091.9)	(3,513.2)
Proceeds from secured financing	2,396.4	2,696.6	2,364.5
Repayments of secured financing	(2,149.5)	(2,116.9)	(1,907.5)
Proceeds from issuance of senior notes	800.0	—	—
Repayment of senior notes	(148.2)	—	—
Proceeds from mortgage note	—	12.0	—
Payments of debt issuance costs and debt extinguishment costs	(25.5)	(13.7)	(14.6)
Repurchase of common stock	(300.4)	(129.1)	(123.5)
Other	(0.6)	(7.0)	(2.5)
Net cash provided by financing activities	400.3	599.9	330.3
Net increase in cash and cash equivalents and restricted cash and cash equivalents	188.4	65.5	24.5
Cash and cash equivalents and restricted cash and cash equivalents, beginning of period	329.3	263.8	239.3
Cash and cash equivalents and restricted cash and cash equivalents, end of period	\$ 517.7	\$ 329.3	\$ 263.8
<b>Supplemental Disclosure of Cash Flow Information:</b>			
Cash paid during the period for interest	\$ 175.6	\$ 141.0	\$ 108.8
Cash paid during the period for income taxes	\$ 172.4	\$ 168.8	\$ 175.0

See accompanying notes to consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### 1. DESCRIPTION OF BUSINESS

**Principal Business.** Since 1972, Credit Acceptance Corporation (referred to as the “Company”, “Credit Acceptance”, “we”, “our” or “us”) 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 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:

Consumer Loan Assignment Volume	For the Years Ended December 31,		
	2019	2018	2017
Percentage of total unit volume with either FICO® scores below 650 or no FICO® scores	95.9%	95.6%	95.6%

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 three years:

For the Years Ended December 31,	Unit Volume		Dollar Volume (1)	
	Dealer Loans	Purchased Loans	Dealer Loans	Purchased Loans
2017	72.5%	27.5%	68.5%	31.5%
2018	69.7%	30.3%	67.2%	32.8%
2019	67.2%	32.8%	64.3%	35.7%

(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. Payments of Dealer Holdback (as defined below) 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 balance (cash advance and related Dealer Loan fees and costs) 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”).



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

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. Prior to August 5, 2019, we generally required Dealers to group advances into pools of at least 100 Consumer Loans. Beginning August 5, 2019, Dealers may also elect to close a pool containing at least 50 Consumer Loans and assign subsequent advances to a new pool. Unless we receive a request from the Dealer to keep a pool open, we automatically close each pool based on the Dealer's election. 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 with respect to the Dealer Loans by obtaining control or 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. Certain events may also result in Dealers forfeiting their rights to Dealer Holdback, including becoming inactive before assigning 100 Consumer Loans.

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

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.

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

Beginning August 5, 2019, Dealers may enroll in our Portfolio Program without incurring an enrollment fee. Prior to August 5, 2019, Dealers enrolled 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 accelerated Dealer Holdback payment(s) on the first 100 Consumer Loan assignments.

Access to the Purchase Program is typically only granted to Dealers that meet one of the following:

- assigned at least 100 Consumer Loans under the Portfolio Program;
- franchise dealership; or
- independent dealership that meets certain criteria upon enrollment.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Principles of Consolidation

The consolidated financial statements include our accounts and our wholly-owned subsidiaries. All significant intercompany transactions have been eliminated. Our primary subsidiaries as of December 31, 2019 are: Buyer's Vehicle Protection Plan, Inc. ("BVPP"), Vehicle Remarketing Services, Inc. ("VRS"), VSC Re Company ("VSC Re"), CAC Warehouse Funding Corporation II, CAC Warehouse Funding LLC IV, CAC Warehouse Funding LLC V, CAC Warehouse Funding LLC VI, CAC Warehouse Funding LLC VII, CAC Warehouse Funding LLC VIII, Credit Acceptance Funding LLC 2016-3, Credit Acceptance Funding LLC 2017-1, Credit Acceptance Funding LLC 2017-2, Credit Acceptance Funding LLC 2017-3, Credit Acceptance Funding LLC 2018-1, Credit Acceptance Funding LLC 2018-2 and Credit Acceptance Funding LLC 2018-3, Credit Acceptance Funding LLC 2019-1, Credit Acceptance Funding LLC 2019-2 and Credit Acceptance Funding LLC 2019-3.

### 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. For information regarding our one reportable segment and related entity wide disclosures, see Note 15 to the consolidated financial statements.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The accounts which are subject to significant estimation include the allowance for credit losses, finance charge revenue, premiums earned, contingencies, and uncertain tax positions. Actual results could materially differ from those estimates.

### Cash and Cash Equivalents and Restricted 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 December 31, 2019 and 2018, we had \$186.1 million and \$25.1 million, respectively, in cash and cash equivalents that were not insured by the Federal Deposit Insurance Corporation ("FDIC").

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 December 31, 2019 and 2018, we had \$326.7 million and \$303.0 million, respectively, in restricted cash and cash equivalents that were not insured by the FDIC.

The following table provides a reconciliation of cash and cash equivalents and restricted cash and cash equivalents reported in our consolidated balance sheets to the total shown in our consolidated statements of cash flows:

(In millions)	As of December 31,		
	2019	2018	2017
Cash and cash equivalents	\$ 187.4	\$ 25.7	\$ 8.2
Restricted cash and cash equivalents	330.3	303.6	255.6
Total cash and cash equivalents and restricted cash and cash equivalents	<u>\$ 517.7</u>	<u>\$ 329.3</u>	<u>\$ 263.8</u>

### 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.

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);
- write-offs; and
- transfers.

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 from 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.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

*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;
- recoveries; and
- transfers.

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 (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 from 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.

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. During the fourth quarter of 2017, we enhanced our accounting methodology for transferring loans. Beginning in the fourth quarter of 2017, we:

- transfer the related Dealer Loan allowance for credit losses balance to Purchased Loans in the period this forfeiture occurs; and
- aggregate these Purchased Loans by Dealer for purposes of recognizing revenue and evaluating impairment.

Prior to the fourth quarter of 2017, we:

- reversed the Dealer Loan allowance for credit losses balance through Dealer Loan provision for credit losses and established a new allowance for credit losses in Purchased Loans through Purchased Loan provision for credit losses; and
- aggregated these Purchased Loans by month of purchase for purposes of recognizing revenue and evaluating impairment.

*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.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

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.* During 2017, we enhanced our methodology for transferring Loans and updated our net cash flow timing model. For additional information regarding these methodology changes, see Note 5 to the consolidated financial statements. For the three year period ended December 31, 2019, we did not make any other methodology changes for Loans that had a material impact on our financial statements.

### Property and Equipment

Purchases of property and equipment are recorded at cost. Depreciation is provided on a straight-line basis over the estimated useful life of the asset. Estimated useful lives are generally as follows: buildings – 40 years, building improvements – 10 years, data processing equipment – 3 years, software – 5 years, office furniture and equipment – 7 years, and leasehold improvements – the lesser of the lease term or 7 years. The cost of assets sold or retired and the related accumulated depreciation are removed from the balance sheet at the time of disposition and any resulting gain or loss is included in operations. Maintenance, repairs and minor replacements are charged to operations as incurred; major replacements and improvements are capitalized. We evaluate long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

Costs incurred during the application development stage of software developed for internal use are capitalized and generally depreciated on a straight-line basis over five years. Costs incurred to maintain existing software are expensed as incurred. For additional information regarding our property and equipment, see Note 6 to the consolidated financial statements.

### Deferred Debt Issuance Costs

Deferred debt issuance costs associated with secured financings and senior notes are included as a deduction from the carrying amount of the related debt liability, and deferred debt issuance costs associated with our revolving secured line of credit are included in other assets. Expenses associated with the issuance of debt instruments are capitalized and amortized as interest expense over the term of the debt instrument using the effective interest method for asset-backed secured financings ("Term ABS") and senior notes and the straight-line method for lines of credit and revolving secured warehouse ("Warehouse") facilities. For additional information regarding deferred debt issuance costs, see Note 9 to the consolidated financial statements.

### Derivative Instruments

We rely on various sources of financing, some of which contain floating rates of interest and expose us to risks associated with increases in interest rates. We manage such risk primarily by entering into interest rate cap agreements ("derivative instruments"). These derivative instruments are not designated as hedges, and changes in their fair value increase or decrease interest expense.

We recognize derivative instruments as either other assets or accounts payable and accrued liabilities on our consolidated balance sheets. For additional information regarding our derivative instruments, see Note 10 to the consolidated financial statements.

## Finance Charges

Finance charges is comprised of: (1) servicing fees earned as a result of servicing Consumer Loans assigned to us by Dealers under the Portfolio Program; (2) finance charge income from Purchased Loans; (3) fees earned from our third party ancillary product offerings; (4) monthly program fees charged to Dealers under the Portfolio Program; and (5) fees associated with certain Loans. We recognize finance charges under the interest method such that revenue is recognized on a level-yield basis based upon forecasted cash flows. For Dealer Loans only, certain direct origination costs such as salaries and credit reports are deferred and the net costs are recognized as an adjustment to finance charges over the life of the related Dealer Loan on a level-yield basis.

We provide Dealers the ability to offer vehicle service contracts to consumers through our relationships with Third Party Providers (“TPPs”). A vehicle service contract provides the consumer protection by paying for the repair or replacement of certain components of the vehicle in the event of a mechanical failure. The retail price of the vehicle service contract is included in the principal balance of the Consumer Loan. The wholesale cost of the vehicle service contract is paid to the TPP, net of an administrative fee retained by us. We recognize our fee as part of finance charges on a level-yield basis based upon forecasted cash flows. The difference between the wholesale cost and the retail price to the consumer is paid to the Dealer as a commission. Under the Portfolio Program, the wholesale cost of the vehicle service contract and the commission paid to the Dealer are charged to the Dealer’s advance balance. TPPs process claims on vehicle service contracts that are underwritten by third party insurers. We bear the risk of loss for claims on certain vehicle service contracts that are reinsured by us. We market the vehicle service contracts directly to our Dealers.

We provide Dealers the ability to offer Guaranteed Asset Protection (“GAP”) to consumers through our relationships with TPPs. GAP provides the consumer protection by paying the difference between the loan balance and the amount covered by the consumer’s insurance policy in the event of a total loss of the vehicle due to severe damage or theft. The retail price of GAP is included in the principal balance of the Consumer Loan. The wholesale cost of GAP is paid to the TPP, net of an administrative fee retained by us. We recognize our fee as part of finance charges on a level-yield basis based upon forecasted cash flows. The difference between the wholesale cost and the retail price to the consumer is paid to the Dealer as a commission. Under the Portfolio Program, the wholesale cost of GAP and the commission paid to the Dealer are charged to the Dealer’s advance balance. TPPs process claims on GAP contracts that are underwritten by third party insurers.

Program fees represent monthly fees charged to Dealers for access to our Credit Approval Processing System (“CAPS”); administration, servicing and collection services offered by us; documentation related to or affecting our program; and all tangible and intangible property owned by Credit Acceptance. We charge a monthly fee of \$599 to Dealers participating in our Portfolio Program and we collect it from future Dealer Holdback payments. As a result, we record program fees under the Portfolio Program as a yield adjustment, recognizing these fees as finance charge revenue over the forecasted net cash flows of the Dealer Loan.

## Reinsurance

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 TPPs. 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.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

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 premiums 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.

### Stock-Based Compensation Plans

We have stock-based compensation plans for team members and non-employee directors, which are described more fully in Note 14 to the consolidated financial statements. We apply a fair-value-based measurement method in accounting for stock-based compensation plans and recognize stock-based compensation expense over the requisite service period of the grant as salaries and wages expense.

### Employee Benefit Plan

We sponsor a 401(k) plan that covers substantially all of our team members. We offer matching contributions to the 401(k) plan based on each enrolled team members' eligible annual gross pay (subject to statutory limitations). Our matching contribution rate is equal to 100% of the first 4% participants contribute and an additional 50% of the next 2% participants contribute, for a maximum matching contribution of 5% of each participant's eligible annual gross pay. For the years ended December 31, 2019, 2018 and 2017, we recognized compensation expense of \$7.1 million, \$5.3 million, and \$4.6 million, respectively, for our matching contributions to the plan.

### Income Taxes

Provisions for federal, state and foreign income taxes are calculated on reported pre-tax earnings based on current tax law and also include, in the current period, the cumulative effect of any changes in tax rates from those used previously in determining deferred tax assets and liabilities. Such provisions differ from the amounts currently receivable or payable because certain items of income and expense are recognized in different time periods for financial reporting purposes than for income tax purposes.

Deferred income tax balances reflect the effects of temporary differences between the carrying amounts of assets and liabilities and their tax bases and are stated at enacted tax rates expected to be in effect when taxes are actually paid or recovered.

We follow a two-step approach for recognizing uncertain tax positions. First, we evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more-likely-than-not that the position will be sustained upon examination, including resolution of related appeals or litigation processes, if any. Second, for positions that we determine are more-likely-than-not to be sustained, we recognize the tax benefit as the largest benefit that has a greater than 50% likelihood of being sustained. We establish a reserve for uncertain tax positions liability that is comprised of unrecognized tax benefits and related interest. We consider many factors when evaluating and estimating our tax positions and tax benefits, which may require periodic adjustments and which may not accurately anticipate actual outcomes. We recognize interest and penalties related to uncertain tax positions in provision for income taxes. For additional information regarding our income taxes, see Note 11 to the consolidated financial statements.

### Advertising Costs

Advertising costs are expensed as incurred. Advertising expenses were \$0.3 million for the year ended December 31, 2019, \$0.2 million for the year ended December 31, 2018 and \$0.4 million for the year ended December 31, 2017.

## New Accounting Update Adopted During the Current Year

*Leases.* In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-02, which required 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.

The standard required application using a retrospective transition method. Our population of leases consists of operating leases for office space and office equipment. The adoption of ASU 2016-02 on January 1, 2019 required us to record a \$2.7 million right-of-use asset and a \$2.8 million lease liability on our consolidated balance sheets as of December 31, 2019. The right-of-use asset and the lease liability were recognized within other assets and accounts payable and accrued liabilities, respectively, in our consolidated balance sheets. The adoption of ASU 2016-02 did not materially change the recognition of operating lease expense in our consolidated statements of income.

## New Accounting Updates Not Yet Adopted

*Accounting for Costs of Implementing Cloud Computing.* In August 2018, the FASB issued ASU 2018-15, which reduces complexity in the accounting for costs of implementing a cloud computing service arrangement. This standard aligns the accounting for implementation costs of hosting arrangements, regardless of whether they convey a license to the hosted software. Under the current guidance, the classification of an arrangement as either a software license or a service contract determines whether or not we capitalize implementation costs. If an arrangement meets the definition of a software license, implementation costs are capitalized. If an arrangement meets the definition of a service contract, implementation costs are expensed as incurred. Under the new guidance, implementation costs will be capitalized regardless of their classification. ASU 2018-15 is effective for fiscal years, and interim periods, beginning after December 15, 2019. Early application is permitted, but we have not yet adopted ASU 2018-15. The adoption of ASU 2018-15 will change how we account for our cloud computing arrangements. However, we do not believe that its adoption will have a material impact on our consolidated financial statements and related disclosures.

*Measurement of Credit Losses on Financial Instruments.* In June 2016, the FASB issued ASU 2016-13, which included 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 an allowance for credit losses based on the difference between contractual future net cash flows and its estimate of expected future net cash flows. The new guidance also changes the scope of the special accounting for loans acquired with significant credit deterioration. ASU 2016-13 is effective for fiscal years, and interim periods, beginning after December 15, 2019. Early application is permitted, but we have not yet adopted ASU 2016-13. We believe the adoption of ASU 2016-13 will have a material impact on our consolidated financial statements and related disclosures as it will change our accounting policies for Loans.

### Application of CECL to Existing Loans

We believe that Loans outstanding prior to the adoption date will qualify for transition relief under ASU 2016-13 and will be accounted for as purchased financial assets with credit deterioration (“PCD Method”). Under the PCD Method, on the adoption date, we will:

- calculate an effective interest rate based on expected future net cash flows; and
- increase the Loans receivable and related allowance for credit losses balances by the present value of the difference between contractual future net cash flows and expected future net cash flows discounted at the effective interest rate. This “gross-up” will not impact the net carrying amount of Loans (Loans receivable less allowance for credit losses) or net income.

For each reporting period subsequent to adoption, we will:

- recognize finance charge revenue using the effective interest rate that was calculated on the adoption date based on expected future net cash flows; and
- adjust the allowance for credit losses so that the net carrying amount of each Loan equals the present value of expected future net cash flows discounted at the effective interest rate. The adjustment to the allowance for credit losses will be recognized as either provision for credit losses expense or a reversal of provision for credit losses expense.



### Application of CECL to Future Loans

We believe that Consumer Loans assigned subsequent to the adoption of ASU 2016-13 will not qualify for the PCD Method and will be accounted for as originated financial assets (“Originated Method”). While the cash flows we expect to collect at the time of assignment are significantly lower than the contractual cash flows owed to us due to credit quality, our Loans do not qualify for the PCD Method because the assignment of the Consumer Loan occurs a moment after the Consumer Loan is originated by the Dealer, so “a more-than-insignificant deterioration in credit quality since origination” has not occurred. In addition, Dealer Loans also do not qualify for the PCD Method because Consumer Loans assigned under the Portfolio Program are considered to be advances under Dealer Loans originated by us rather than Consumer Loans purchased by us.

Under the Originated Method, at the time of assignment, we will:

- calculate the effective interest rate based on contractual future net cash flows;
- record a Loan receivable equal to the advance paid to the Dealer under the Portfolio Program or purchase price paid to the Dealer under the Purchase Program; and
- record an allowance for credit losses equal to the difference between the initial Loan receivable balance and the present value of expected future net cash flows discounted at the effective interest rate. The initial allowance for credit losses will be recognized as provision for credit losses expense.

For each reporting period subsequent to assignment, we will:

- recognize finance charge revenue using the effective interest rate that was calculated at the time of assignment based on contractual future net cash flows; and
- adjust the allowance for credit losses so that the net carrying amount of each Loan equals the present value of expected future net cash flows discounted at the effective interest rate. The adjustment to the allowance for credit losses will be recognized as either provision for credit losses expense or a reversal of provision for credit losses expense.

We believe the Originated Method will result in financial reporting that is inconsistent with the economics of our Loans as:

- the effective interest rate will be significantly inflated for contractual amounts that were not expected to be collected at the time of assignment; and
- the provision for credit losses expense recognized at the time of assignment does not represent an economic loss to us.

The net Loan income (finance charge revenue less provision for credit losses expense) that we will recognize over the life of a Loan equals the cash we collect from the underlying Consumer Loan less the cash we pay to the Dealer. While the total amount of net Loan income we will recognize over the life of the Loan is not impacted by the new guidance, the timing of when we will recognize this income changes significantly. We believe that recognizing net Loan income on a level-yield basis over the life of the Loan based on expected future net cash flows matches the economics of our business. The Originated Method diverges from economic reality by requiring us to recognize a significant provision for credit losses expense at the time of assignment for contractual amounts we never expected to realize and finance charge revenue in subsequent periods that is significantly in excess of our expected yields.

### Evaluation of the Fair Value Option

Under ASC 825, Financial Instruments, we have the ability to choose to measure Loans at fair value on an instrument-by-instrument basis at specified election dates, with changes in fair value reported in net income (the fair value option). Dealer Loans are only eligible for fair value election at the time a new active Dealer assigns the first Consumer Loan under the Portfolio Program. All Purchased Loans are eligible for fair value election at the time of assignment. The fair value election may not be revoked once an election is made. In May 2019, the FASB issued ASU 2016-13, which also allows us to irrevocably elect the fair value option for all of our existing Loans upon adoption of CECL.

Given that we believe CECL will result in financial reporting that is inconsistent with the economics of our Loans, we evaluated the fair value option as an alternative to CECL. The fair value of our Loans would be determined by calculating the present value of future expected net cash flows estimated by us utilizing a discount rate based on market participant discount rates for comparable investments. While we believe the fair value option would likely result in financial reporting that approximates the economics of our Loans in a stable rate environment, this option could cause our reported results to be volatile in periods when interest rates are rapidly changing.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Based on our evaluation, we intend to account for our Loans under CECL and not elect the fair value option based on the following:

- We want to minimize volatility in our reported results related to a changing interest rate environment. In addition, we believe the election of the fair value option could materially adversely affect our financial position, liquidity and results of operations in a financial crisis period due to the impact of rapidly increasing market participant discount rates on fair value.
- We have modified our revolving secured line of credit and warehouse facilities so that the adoption of CECL will not materially impact the amount we are able to borrow under these facilities or materially impact our ability to comply with the financial covenants in these facilities. We believe that we will be able to structure our Term ABS financings issued after the adoption of CECL so that the amount that we will be able to borrow will not be materially impacted.
- We believe we will be able to quantify and explain to shareholders how CECL diverges from economic reality.

### Estimated Financial Statement Impact of the Adoption of CECL

We have developed, refined and validated CECL models that we ran in parallel with our current accounting throughout 2019. Provided below are our best estimates of the expected financial statement impact of the adoption of CECL based on our implementation efforts to date. These estimates are subject to further refinement as we finalize reviews of models, methodologies and judgements.

Upon adoption of CECL on January 1, 2020, we increased our Loans receivable and the related allowance for credit losses balances by approximately \$2.5 billion each. These increases did not impact the net carrying amount of Loans (Loans receivable less allowance for credit losses) or net income. This estimate reflects the impact of our adoption of a partial write-off policy on January 1, 2020 in connection with our adoption of CECL. Under our partial write-off policy, we write off the amount of the outstanding balance of the Loan, if any, that exceeds 200% of the present value of future expected net cash flows as we deem this amount to be uncollectable.

For Consumer Loans assigned subsequent to the adoption of CECL on January 1, 2020, the total amount of net Loan income we will recognize over the life of the Loan is not impacted by the adoption of CECL, but the timing of when we will recognize this income changes significantly. The provision for credit losses expense recorded at the time of assignment will vary based on the characteristics of each Consumer Loan. Based on recent Consumer Loan assignments, we estimate the provision for credit losses expense recorded at the time of assignment will be approximately 12% to 15% of the amount of the Loan at the time of assignment. An equivalent amount will be recorded as additional finance charge revenue over the life of the Loan. To the extent the characteristics of future Consumer Loan assignments differ from recent Consumer Loan assignments, the actual amount of provision for credit losses expense recorded at the time of assignment under CECL could vary from this estimate, and such variance could be material.

Given the significant change in timing of net Loan income recognition for new Consumer Loan assignments discussed above, we believe the amount of net income that we will report in 2020 under CECL will be significantly lower than what would be reported under current GAAP. The ultimate financial statement impact of CECL will depend on Consumer Loan assignment volume and the percentage of Consumer Loans assigned to us as Purchased Loans, the size and composition of our Loan portfolio, the Loan portfolio's credit quality and economic conditions at the time of adoption as well as any refinements to our models, methodologies and judgements. Using reasonable estimates for the preceding factors, we believe net income for the year ending December 31, 2020 will be approximately 30% to 60% lower under CECL than what would be reported under current GAAP, with the greatest impact occurring in the quarter of adoption (approximately 50% to 80% lower). To the extent those factors differ from our current estimates, the actual impact of CECL on net income for the year ending December 31, 2020 could vary from this expectation, and such variance could be material.

*Simplifying the Accounting for Income Taxes.* In December 2019, the FASB issued ASU 2019-12, which intends to enhance and simplify various aspects of the income tax accounting guidance, including requirements impacting the allocation of income tax expense to certain legal entities and interim-period accounting for enacted changes in tax law. ASU 2019-12 is effective for fiscal years, and interim periods, beginning after December 15, 2020. Early application is permitted, but we have not yet adopted ASU 2019-12. We are currently assessing the impact the adoption of ASU 2019-12 will have on our consolidated financial statements and related disclosures.

### **Subsequent Events**

We have evaluated events and transactions occurring subsequent to the consolidated balance sheet date of December 31, 2019 for items that could potentially be recognized or disclosed in these financial statements. For additional information regarding subsequent events, see Note 18 to these consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

### 3. 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, mortgage-backed securities and commercial paper 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 expected future net cash flows estimated by us utilizing a discount rate comparable with the rate used to calculate the value of our Loans under our non-GAAP floating yield methodology.

*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 Term ABS financings 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.

*Mortgage Note.* 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.

A comparison of the carrying amount and estimated fair value of these financial instruments is as follows:

(In millions)

	As of December 31,					
	2019		2018			
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Assets</b>						
Cash and cash equivalents	\$ 187.4	\$ 187.4	\$ 25.7	\$ 25.7		
Restricted cash and cash equivalents	330.3	330.3	303.6	303.6		
Restricted securities available for sale	59.3	59.3	58.6	58.6		
Loans receivable, net	6,685.2	6,777.2	5,763.3	5,855.1		
<b>Liabilities</b>						
Revolving secured line of credit	\$ —	\$ —	\$ 171.9	\$ 171.9		
Secured financing	3,339.7	3,397.5	3,092.7	3,100.9		
Senior notes	1,187.8	1,257.6	544.4	556.3		
Mortgage note	11.3	11.3	11.9	11.9		

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

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.

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

(In millions)	As of December 31, 2019			
	Level 1	Level 2	Level 3	Total Fair Value
<b>Assets</b>				
Cash and cash equivalents (1)	\$ 187.4	\$ —	\$ —	\$ 187.4
Restricted cash and cash equivalents (1)	330.3	—	—	330.3
Restricted securities available for sale (2)	47.5	11.8	—	59.3
Loans receivable, net (1)	—	—	6,777.2	6,777.2
<b>Liabilities</b>				
Revolving secured line of credit (1)	\$ —	\$ —	\$ —	\$ —
Secured financing (1)	—	3,397.5	—	3,397.5
Senior notes (1)	1,257.6	—	—	1,257.6
Mortgage note (1)	—	11.3	—	11.3

(In millions)	As of December 31, 2018			
	Level 1	Level 2	Level 3	Total Fair Value
<b>Assets</b>				
Cash and cash equivalents (1)	\$ 25.7	\$ —	\$ —	\$ 25.7
Restricted cash and cash equivalents (1)	303.6	—	—	303.6
Restricted securities available for sale (2)	47.9	10.7	—	58.6
Loans receivable, net (1)	—	—	5,855.1	5,855.1
<b>Liabilities</b>				
Revolving secured line of credit (1)	\$ —	\$ 171.9	\$ —	\$ 171.9
Secured financing (1)	—	3,100.9	—	3,100.9
Senior notes (1)	556.3	—	—	556.3
Mortgage note (1)	—	11.9	—	11.9

(1) Measured at amortized cost with fair value disclosed.

(2) Measured at fair value on a recurring basis.

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

**4. RESTRICTED SECURITIES AVAILABLE FOR SALE**

Restricted securities available for sale consist of the following:

(In millions)	As of December 31, 2019				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	
Corporate bonds	\$ 25.3	\$ 0.5	\$ —	\$ 25.8	
U.S. Government and agency securities	21.3	0.4	—	21.7	
Asset-backed securities	11.2	0.1	—	11.3	
Mortgage-backed securities	0.5	—	—	0.5	
Total restricted securities available for sale	\$ 58.3	\$ 1.0	\$ —	\$ 59.3	

(In millions)	As of December 31, 2018				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	
Corporate bonds	\$ 23.4	\$ —	\$ (0.2)	\$ 23.2	
U.S. Government and agency securities	24.8	0.1	(0.2)	24.7	
Asset-backed securities	9.4	—	(0.1)	9.3	
Mortgage-backed securities	1.4	—	—	1.4	
Total restricted securities available for sale	\$ 59.0	\$ 0.1	\$ (0.5)	\$ 58.6	

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 December 31, 2019					
	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		
Corporate bonds	\$ 1.4	\$ —	\$ —	\$ —	\$ 1.4	\$ —
U.S. Government and agency securities	1.9	—	—	—	1.9	—
Asset-backed securities	1.9	—	—	—	1.9	—
Mortgage-backed securities	—	—	—	—	—	—
Total restricted securities available for sale	\$ 5.2	\$ —	\$ —	\$ —	\$ 5.2	\$ —

(In millions)	Securities Available for Sale with Gross Unrealized Losses as of December 31, 2018					
	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		
Corporate bonds	\$ 12.0	\$ (0.1)	\$ 6.5	\$ (0.1)	\$ 18.5	\$ (0.2)
U.S. Government and agency securities	2.2	—	10.5	(0.2)	12.7	(0.2)
Asset-backed securities	4.7	—	3.3	(0.1)	8.0	(0.1)
Mortgage-backed securities	—	—	1.4	—	1.4	—
Total restricted securities available for sale	\$ 18.9	\$ (0.1)	\$ 21.7	\$ (0.4)	\$ 40.6	\$ (0.5)

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

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)

Contractual Maturity	As of December 31,			
	2019		2018	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Within one year	\$ 5.7	\$ 5.7	\$ 1.7	\$ 1.7
Over one year to five years	50.8	51.8	55.1	54.7
Over five years to ten years	1.5	1.5	0.8	0.8
Over ten years	0.3	0.3	1.4	1.4
Total restricted securities available for sale	<u>\$ 58.3</u>	<u>\$ 59.3</u>	<u>\$ 59.0</u>	<u>\$ 58.6</u>

### 5. LOANS RECEIVABLE

Loans receivable consists of the following:

(In millions)

	As of December 31, 2019		
	Dealer Loans	Purchased Loans	Total
Loans receivable	\$ 4,623.3	\$ 2,597.9	\$ 7,221.2
Allowance for credit losses	(428.0)	(108.0)	(536.0)
Loans receivable, net	<u>\$ 4,195.3</u>	<u>\$ 2,489.9</u>	<u>\$ 6,685.2</u>

(In millions)

	As of December 31, 2018		
	Dealer Loans	Purchased Loans	Total
Loans receivable	\$ 4,141.0	\$ 2,084.2	\$ 6,225.2
Allowance for credit losses	(378.1)	(83.8)	(461.9)
Loans receivable, net	<u>\$ 3,762.9</u>	<u>\$ 2,000.4</u>	<u>\$ 5,763.3</u>

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

A summary of changes in Loans receivable is as follows:

(In millions)

	For the Year Ended December 31, 2019		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$ 4,141.0	\$ 2,084.2	\$ 6,225.2
New Consumer Loan assignments (1)	2,424.5	1,347.7	3,772.2
Principal collected on Loans receivable	(2,049.4)	(921.8)	(2,971.2)
Accelerated Dealer Holdback payments	58.8	—	58.8
Dealer Holdback payments	138.5	—	138.5
Transfers (2)	(87.2)	87.2	—
Write-offs	(4.4)	(0.5)	(4.9)
Recoveries (3)	1.5	1.1	2.6
Balance, end of period	\$ 4,623.3	\$ 2,597.9	\$ 7,221.2

(In millions)

	For the Year Ended December 31, 2018		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$ 3,518.1	\$ 1,530.9	\$ 5,049.0
New Consumer Loan assignments (1)	2,414.8	1,181.0	3,595.8
Principal collected on Loans receivable	(1,873.0)	(703.7)	(2,576.7)
Accelerated Dealer Holdback payments	52.6	—	52.6
Dealer Holdback payments	128.9	—	128.9
Transfers (2)	(78.2)	78.2	—
Write-offs	(25.2)	(3.4)	(28.6)
Recoveries (3)	3.0	1.2	4.2
Balance, end of period	\$ 4,141.0	\$ 2,084.2	\$ 6,225.2

(In millions)

	For the Year Ended December 31, 2017		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$ 3,209.0	\$ 998.0	\$ 4,207.0
New Consumer Loan assignments (1)	1,968.3	904.8	2,873.1
Principal collected on Loans receivable	(1,729.9)	(459.6)	(2,189.5)
Accelerated Dealer Holdback payments	47.1	—	47.1
Dealer Holdback payments	131.6	—	131.6
Transfers (2)	(93.1)	93.1	—
Write-offs	(16.4)	(5.7)	(22.1)
Recoveries (3)	1.5	0.3	1.8
Balance, end of period	\$ 3,518.1	\$ 1,530.9	\$ 5,049.0

- (1) The Dealer Loans amount represents advances paid to Dealers on Consumer Loans assigned under our Portfolio 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 and the related allowance for credit losses balance to Purchased Loans in the period this forfeiture occurs.
- (3) Represents collections received on previously written off Loans.

During the fourth quarter of 2017, we transferred \$89.0 million of Dealer Loans along with the related allowance for credit losses balance of \$31.8 million to Purchased Loans. Under our Portfolio Program, certain events may result in Dealers forfeiting their rights to Dealer Holdback. Substantially all of these transfers relate to Dealers where events had occurred in prior periods that met our criteria for forfeiture. However, while we intended to exercise our rights to Dealer Holdback in the period the forfeiture event occurred, we did not exercise our rights for these Dealers until the fourth quarter of 2017. We also enhanced our accounting methodology for transferring Loans. In the fourth quarter of 2017, we began transferring the related allowance for credit losses balance to Purchased Loans. Prior to the fourth quarter of 2017, rather than transferring the related allowance for credit losses balance to Purchased Loans, we reversed the balance through Dealer Loan provision for credit losses and established a new allowance for credit losses in Purchased Loans through Purchased Loan provision for credit losses.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Contractual net cash flows are comprised of the contractual repayments of the underlying Consumer Loans for Dealer Loans 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.

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:

	For the Year Ended December 31, 2019		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$ 1,283.0	\$ 782.5	\$ 2,065.5
New Consumer Loan assignments (1)	971.6	561.2	1,532.8
Accretion (2)	(897.5)	(480.7)	(1,378.2)
Provision for credit losses	65.9	10.5	76.4
Forecast changes	(7.9)	22.5	14.6
Transfers (3)	(33.3)	42.2	8.9
Balance, end of period	\$ 1,381.8	\$ 938.2	\$ 2,320.0

	For the Year Ended December 31, 2018		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$ 1,088.6	\$ 576.9	\$ 1,665.5
New Consumer Loan assignments (1)	990.2	488.4	1,478.6
Accretion (2)	(816.3)	(369.3)	(1,185.6)
Provision for credit losses	48.0	8.9	56.9
Forecast changes	2.0	40.3	42.3
Transfers (3)	(29.5)	37.3	7.8
Balance, end of period	\$ 1,283.0	\$ 782.5	\$ 2,065.5

	For the Year Ended December 31, 2017		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$ 982.6	\$ 348.1	\$ 1,330.7
New Consumer Loan assignments (1)	803.0	377.9	1,180.9
Accretion (2)	(766.6)	(253.6)	(1,020.2)
Provision for credit losses	103.4	25.9	129.3
Forecast changes	(5.6)	41.7	36.1
Transfers (3)	(28.2)	36.9	8.7
Balance, end of period	\$ 1,088.6	\$ 576.9	\$ 1,665.5

- (1) 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 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.
- (3) 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, the related allowance for credit losses balance and related expected future net cash flows to Purchased Loans in the period this forfeiture occurs.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

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

(In millions) **For the Year Ended December 31, 2019**

	<b>Dealer Loans</b>	<b>Purchased Loans</b>	<b>Total</b>
Contractual net cash flows at the time of assignment (1)	\$ 3,810.6	\$ 2,953.3	\$ 6,763.9
Expected net cash flows at the time of assignment (2)	3,396.1	1,908.9	5,305.0
Fair value at the time of assignment (3)	2,424.5	1,347.7	3,772.2

(In millions) **For the Year Ended December 31, 2018**

	<b>Dealer Loans</b>	<b>Purchased Loans</b>	<b>Total</b>
Contractual net cash flows at the time of assignment (1)	\$ 3,827.4	\$ 2,610.7	\$ 6,438.1
Expected net cash flows at the time of assignment (2)	3,405.0	1,669.4	5,074.4
Fair value at the time of assignment (3)	2,414.8	1,181.0	3,595.8

(In millions) **For the Year Ended December 31, 2017**

	<b>Dealer Loans</b>	<b>Purchased Loans</b>	<b>Total</b>
Contractual net cash flows at the time of assignment (1)	\$ 3,131.6	\$ 1,973.7	\$ 5,105.3
Expected net cash flows at the time of assignment (2)	2,771.3	1,282.7	4,054.0
Fair value at the time of assignment (3)	1,968.3	904.8	2,873.1

- (1) 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 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.
- (2) The Dealer Loans amount represents the repayments that we expected to collect at the time of assignment on 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.
- (3) The Dealer Loans amount represents advances paid to Dealers on Consumer Loans assigned under our Portfolio Program. The Purchased Loans amount represents one-time payments made to Dealers to purchase Consumer Loans assigned under our Purchase Program.

## 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 2 to the consolidated financial statements. The following table compares our forecast of Consumer Loan collection rates as of December 31, 2019, with the forecasts as of December 31, 2018, as of December 31, 2017, 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		
	December 31, 2019	December 31, 2018	December 31, 2017	Initial Forecast	December 31, 2018	December 31, 2017	Initial Forecast
2010	77.8%	77.7%	77.6%	73.6%	0.1 %	0.2 %	4.2 %
2011	74.8%	74.7%	74.7%	72.5%	0.1 %	0.1 %	2.3 %
2012	73.9%	73.8%	73.8%	71.4%	0.1 %	0.1 %	2.5 %
2013	73.5%	73.5%	73.5%	72.0%	0.0 %	0.0 %	1.5 %
2014	71.7%	71.7%	71.7%	71.8%	0.0 %	0.0 %	-0.1 %
2015	65.4%	65.4%	65.5%	67.7%	0.0 %	-0.1 %	-2.3 %
2016	64.1%	64.2%	64.8%	65.4%	-0.1 %	-0.7 %	-1.3 %
2017	64.8%	65.5%	65.6%	64.0%	-0.7 %	-0.8 %	0.8 %
2018	65.1%	65.0%	—	63.6%	0.1 %	—	1.5 %
2019	64.6%	—	—	64.0%	—	—	0.6 %

(1) 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 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.

Consumer Loans assigned in 2010 through 2013 and 2018 have yielded forecasted collection results materially better than our initial estimates, while Consumer Loans assigned in 2015 and 2016 have yielded forecasted collection results materially worse than our initial estimates. For Consumer Loans assigned in 2014, 2017 and 2019, actual results have been close to our initial estimates.

For the year ended December 31, 2019, forecasted collection rates improved for Consumer Loans assigned in 2019, declined for Consumer Loans assigned in 2017 and were generally consistent with expectations at the start of the period for all other assignment years presented.

For the year ended December 31, 2018, forecasted collection rates improved for Consumer Loans assigned in 2018, declined for Consumer Loans assigned in 2016 and were generally consistent with expectations at the start of the period for all other assignment years presented.

In addition to the statistical model used to forecast collection rates, we use a model to forecast the timing of future net cash flows. During the fourth quarter of 2017, we updated our net cash flow timing model to incorporate more recent data. The revised forecast resulted in an expected cash flow stream with a lower net present value as compared to the prior forecast, as less cash flows were expected in earlier periods and more cash flows were expected in later periods.

The reduction in net present value was primarily the result of a change in the expected timing of cash flows from longer-term Consumer Loans. Due to our limited historical experience with longer-term Consumer Loans, our prior model relied on extrapolations from the historical performance of shorter-term Consumer Loans to predict the timing of future net cash flows on longer-term Consumer Loans. We used our additional historical experience on these longer-term loans to refine our estimate.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

The revision to our net cash flow timing forecast did not impact the amount of undiscounted net cash flows we expected to receive. As a result, the dollar amount of future net portfolio revenue (finance charges less provision for credit losses) was not impacted by the revision. However, the revision did impact the period in which those net revenues are recorded as a portion of the impact of the revised timing estimate was recorded as a current period expense and a portion was recorded as a yield adjustment. For the fourth quarter of 2017, the revision increased provision for credit losses by \$41.6 million, reduced finance charge revenue by \$7.3 million and reduced net income by \$30.8 million. The revision reduced the yield on our Loan portfolio by 90 basis points, which impacts the timing of revenue recognition in future periods.

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 December 31, 2019						
	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	\$ 1,591.3	\$ 2,006.9	\$ 3,598.2	\$ 3,032.0	\$ 591.0	\$ 3,623.0
Allowance for credit losses	—	—	—	(428.0)	(108.0)	(536.0)
Loans receivable, net	\$ 1,591.3	\$ 2,006.9	\$ 3,598.2	\$ 2,604.0	\$ 483.0	\$ 3,087.0

(In millions)

As of December 31, 2018						
	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	\$ 1,355.1	\$ 1,392.1	\$ 2,747.2	\$ 2,785.9	\$ 692.1	\$ 3,478.0
Allowance for credit losses	—	—	—	(378.1)	(83.8)	(461.9)
Loans receivable, net	\$ 1,355.1	\$ 1,392.1	\$ 2,747.2	\$ 2,407.8	\$ 608.3	\$ 3,016.1

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

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

	For the Year Ended December 31, 2019		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$ 378.1	\$ 83.8	\$ 461.9
Provision for credit losses	65.9	10.5	76.4
Transfers (1)	(13.1)	13.1	—
Write-offs	(4.4)	(0.5)	(4.9)
Recoveries (2)	1.5	1.1	2.6
Balance, end of period	<u>\$ 428.0</u>	<u>\$ 108.0</u>	<u>\$ 536.0</u>

	For the Year Ended December 31, 2018		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$ 366.0	\$ 63.4	\$ 429.4
Provision for credit losses	48.0	8.9	56.9
Transfers (1)	(13.7)	13.7	—
Write-offs	(25.2)	(3.4)	(28.6)
Recoveries (2)	3.0	1.2	4.2
Balance, end of period	<u>\$ 378.1</u>	<u>\$ 83.8</u>	<u>\$ 461.9</u>

	For the Year Ended December 31, 2017		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$ 309.3	\$ 11.1	\$ 320.4
Provision for credit losses	103.4	25.9	129.3
Transfers (1)	(31.8)	31.8	—
Write-offs	(16.4)	(5.7)	(22.1)
Recoveries (2)	1.5	0.3	1.8
Balance, end of period	<u>\$ 366.0</u>	<u>\$ 63.4</u>	<u>\$ 429.4</u>

- (1) 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 and the related allowance for credit losses balance to Purchased Loans in the period this forfeiture occurs.
- (2) Represents collections received on previously written off Loans.

## 6. PROPERTY AND EQUIPMENT

Property and equipment consists of the following:

	As of December 31,	
	2019	2018
Land and land improvements	\$ 2.7	\$ 2.7
Building and improvements	54.5	33.2
Data processing equipment and software	41.3	37.3
Office furniture and equipment	3.9	3.8
Leasehold improvements	2.4	2.2
Total property and equipment	<u>104.8</u>	<u>79.2</u>
Less: Accumulated depreciation on property and equipment	<u>(45.1)</u>	<u>(39.0)</u>
Total property and equipment, net	<u>\$ 59.7</u>	<u>\$ 40.2</u>

Depreciation expense on property and equipment was \$7.3 million, \$5.4 million and \$6.0 million for the years ended December 31, 2019, 2018 and 2017, respectively.

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

**7. REINSURANCE**

A summary of reinsurance activity is as follows:

(In millions)	For the Years Ended December 31,		
	2019	2018	2017
Net assumed written premiums	\$ 51.8	\$ 55.8	\$ 42.4
Net premiums earned	51.0	46.6	41.1
Provision for claims	30.1	26.0	22.7
Amortization of capitalized acquisition costs	1.3	1.2	1.0

The trust assets and related reinsurance liabilities are as follows:

(In millions)	Balance Sheet location	As of December 31,	
		2019	2018
Trust assets	Restricted cash and cash equivalents	\$ 0.9	\$ 0.3
Trust assets	Restricted securities available for sale	59.3	58.6
Unearned premium	Accounts payable and accrued liabilities	44.1	43.3
Claims reserve (1)	Accounts payable and accrued liabilities	1.8	1.6

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

The following tables present information about incurred and paid claims development for the five-year period ended December 31, 2019:

(Dollars in millions)

Incident Year	Cumulative Incurred Claims					As of December 31, 2019	
	As of December 31,					Claims Reserve	Cumulative Number of Reported Claims
	2015	2016	2017	2018	2019		
2015	\$ 33.1	\$ 33.4	\$ 33.4	\$ 33.4	\$ 33.4	\$ —	32,909
2016		25.7	26.0	26.0	26.0	—	25,215
2017			22.3	22.5	22.6	—	20,461
2018				25.8	25.7	—	22,305
2019					30.1	1.8	23,480
Total					\$ 137.8	\$ 1.8	124,370

(In millions)	Cumulative Paid Claims				
	As of December 31,				
	2015	2016	2017	2018	2019
2015	\$ 31.9	\$ 33.4	\$ 33.4	\$ 33.4	\$ 33.4
2016		24.7	26.0	26.0	26.0
2017			21.3	22.5	22.6
2018				24.2	25.7
2019					28.3
Total					\$ 136.0

Average Annual Percentage Payout of Incurred Claims by Age					
Claim Age (Years)	1	2	3	4	5
Payout Percentage	94.7%	5.2%	0.1%	—%	—%

**8. OTHER INCOME**

Other income consists of the following:

(In millions)	For the Years Ended December 31,		
	2019	2018	2017
Ancillary product profit sharing	\$ 37.9	\$ 30.6	\$ 23.9
Remarketing fees	12.0	11.2	10.9
Interest	8.5	5.0	2.2
Dealer enrollment fees	4.7	4.3	3.9
Dealer support products and services	2.5	4.1	4.8
GPS-SID fees	1.9	6.4	11.1
Other	1.1	0.8	0.6
Total	\$ 68.6	\$ 62.4	\$ 57.4

Ancillary product profit sharing consists of payments received from Third Party Providers (“TPPs”) based upon the performance of vehicle service contracts and Guaranteed Asset Protection (“GAP”) contracts, and is recognized as income over the life of the vehicle service contracts and GAP contracts.

Remarketing fees consist of fees retained from the sale of repossessed vehicles by Vehicle Remarketing Services, Inc. (“VRS”), our wholly-owned subsidiary that is responsible for remarketing vehicles for Credit Acceptance. VRS coordinates vehicle repossessions with a nationwide network of repossession contractors, the redemption of the vehicles by the consumers, and the sale of the vehicles through a nationwide network of vehicle auctions. VRS recognizes income from the retained fees at the time of the sale and does not retain a fee if a repossessed vehicle is redeemed by the consumer prior to the sale.

Interest consists of income earned on cash and cash equivalents, restricted cash and cash equivalents, and restricted securities available for sale. Interest income is generally recognized over time as it is earned. Interest income on restricted securities available for sale is recognized over the life of the underlying financial instruments using the interest method.

Dealer enrollment fees include fees from Dealers that enrolled in our Portfolio Program prior to August 5, 2019. Depending on the enrollment option selected by the Dealer, Dealers may have enrolled by paying us an upfront, one-time fee, or by agreeing to allow us to retain 50% of their accelerated Dealer Holdback payment(s) on the first 100 Consumer Loan assignments. For additional information regarding program enrollment, see Note 2 to the consolidated financial statements. A portion of the \$9,850 upfront, one-time fee is considered to be Dealer support products and services revenue. The remaining portion of the \$9,850 fee is considered to be a Dealer enrollment fee, which is amortized on a straight-line basis over the estimated life of the Dealer relationship. The 50% portion of the accelerated Dealer Holdback payment(s) on the first 100 Consumer Loan assignments is also considered to be a Dealer enrollment fee. We do not recognize any of this Dealer enrollment fee until the Dealer has met the eligibility requirements to receive an accelerated Dealer Holdback payment and the amount of the first payment, if any, has been calculated. Once an accelerated Dealer Holdback payment has been calculated, we defer the 50% portion that we keep and recognize it on a straight-line basis over the remaining estimated life of the Dealer relationship. Beginning August 5, 2019, Dealers may enroll in our Portfolio Program without incurring an enrollment fee.

Dealer support products and services consist of income earned from products and services provided to Dealers to assist with their operations, including sales and marketing, purchasing supplies and materials and acquiring vehicle inventory. Income is recognized in the period the product or service is provided.

GPS-SID fees consist of fees we received from a TPP for providing Dealers in certain states the ability to purchase GPS Starter Interrupt Devices (“GPS-SID”). Through this program, Dealers could install GPS-SID on vehicles financed by us that can be activated if the consumer fails to make payments on their account, and can result in the prompt repossession of the vehicle. Dealers purchased GPS-SID directly from the TPP and the TPP paid us a vendor fee for each device sold. GPS-SID fee income was recognized when the units were sold. Effective during the second quarter of 2019, we no longer provide Dealers the ability to purchase GPS-SID through this program. We allowed Dealers to install previously purchased GPS-SID on vehicles financed by us until September 1, 2019.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

The following table disaggregates our other income by major source of income and timing of the revenue recognition:

(In millions)	For the Year Ended December 31, 2019							
	Ancillary product profit sharing	Remarketing fees	Interest	Dealer enrollment fees	Dealer support products and services	GPS-SID fees	Other	Total Other Income
<b>Source of income</b>								
Third Party Providers	\$ 37.9	\$ —	\$ 8.5	\$ —	\$ —	\$ 1.9	\$ 1.1	\$ 49.4
Dealers	—	12.0	—	4.7	2.5	—	—	19.2
Total	<u>\$ 37.9</u>	<u>\$ 12.0</u>	<u>\$ 8.5</u>	<u>\$ 4.7</u>	<u>\$ 2.5</u>	<u>\$ 1.9</u>	<u>\$ 1.1</u>	<u>\$ 68.6</u>
<b>Timing of revenue recognition</b>								
Over time	\$ 37.9	\$ —	\$ 8.5	\$ 4.7	\$ —	\$ —	\$ —	\$ 51.1
At a point in time	—	12.0	—	—	2.5	1.9	1.1	17.5
Total	<u>\$ 37.9</u>	<u>\$ 12.0</u>	<u>\$ 8.5</u>	<u>\$ 4.7</u>	<u>\$ 2.5</u>	<u>\$ 1.9</u>	<u>\$ 1.1</u>	<u>\$ 68.6</u>

### 9. DEBT

Debt consists of the following:

(In millions)	As of December 31, 2019			
	Principal Outstanding	Unamortized Debt Issuance Costs	Unamortized Discount	Carrying Amount
Revolving secured line of credit (1)	\$ —	\$ —	\$ —	\$ —
Secured financing (2)	3,355.6	(15.9)	—	3,339.7
Senior notes	1,201.8	(13.2)	(0.8)	1,187.8
Mortgage note	11.3	—	—	11.3
Total debt	<u>\$ 4,568.7</u>	<u>\$ (29.1)</u>	<u>\$ (0.8)</u>	<u>\$ 4,538.8</u>

(In millions)	As of December 31, 2018			
	Principal Outstanding	Unamortized Debt Issuance Costs	Unamortized Discount	Carrying Amount
Revolving secured line of credit (1)	\$ 171.9	\$ —	\$ —	\$ 171.9
Secured financing (2)	3,108.7	(16.0)	—	3,092.7
Senior notes	550.0	(4.5)	(1.1)	544.4
Mortgage note	11.9	—	—	11.9
Total debt	<u>\$ 3,842.5</u>	<u>\$ (20.5)</u>	<u>\$ (1.1)</u>	<u>\$ 3,820.9</u>

(1) Excludes deferred debt issuance costs of \$3.2 million and \$2.9 million as of December 31, 2019 and December 31, 2018, respectively, which are included in other assets.

(2) Warehouse facilities and Term ABS.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

General information for each of our financing transactions in place as of December 31, 2019 is as follows:

(Dollars in millions)

Financings	Wholly-owned Subsidiary	Maturity Date	Financing Amount	Interest Rate as of December 31, 2019
Revolving Secured Line of Credit	n/a	06/22/22	\$ 340.0	At our option, either LIBOR plus 187.5 basis points or the prime rate plus 87.5 basis points
Warehouse Facility II (1)	CAC Warehouse Funding Corp. II	07/12/22 (2)	\$ 400.0	LIBOR plus 175 basis points (3)
Warehouse Facility IV (1)	CAC Warehouse Funding LLC IV	07/26/22 (2)	\$ 300.0	LIBOR plus 200 basis points (3)
Warehouse Facility V (1)	CAC Warehouse Funding LLC V	08/17/21 (4)	\$ 100.0	LIBOR plus 190 basis points (3)
Warehouse Facility VI (1)	CAC Warehouse Funding LLC VI	09/30/22 (2)	\$ 75.0	LIBOR plus 200 basis points
Warehouse Facility VII (1)	CAC Warehouse Funding LLC VII	12/16/21 (5)	\$ 150.0	Commercial paper rate plus 200 basis points (3)
Warehouse Facility VIII (1)	CAC Warehouse Funding LLC VIII	07/26/22 (2)	\$ 200.0	LIBOR plus 190 basis points (3)
Term ABS 2016-3 (1)	Credit Acceptance Funding LLC 2016-3	10/15/18 (2)	\$ 350.0	Fixed rate
Term ABS 2017-1 (1)	Credit Acceptance Funding LLC 2017-1	02/15/19 (2)	\$ 350.0	Fixed rate
Term ABS 2017-2 (1)	Credit Acceptance Funding LLC 2017-2	06/17/19 (2)	\$ 450.0	Fixed rate
Term ABS 2017-3 (1)	Credit Acceptance Funding LLC 2017-3	10/15/19 (2)	\$ 350.0	Fixed rate
Term ABS 2018-1 (1)	Credit Acceptance Funding LLC 2018-1	02/17/20 (2)	\$ 500.0	Fixed rate
Term ABS 2018-2 (1)	Credit Acceptance Funding LLC 2018-2	05/15/20 (2)	\$ 450.0	Fixed rate
Term ABS 2018-3 (1)	Credit Acceptance Funding LLC 2018-3	08/17/20 (2)	\$ 398.3	Fixed rate
Term ABS 2019-1 (1)	Credit Acceptance Funding LLC 2019-1	02/15/21 (2)	\$ 402.5	Fixed rate
Term ABS 2019-2 (1)	Credit Acceptance Funding LLC 2019-2	08/15/22 (6)	\$ 500.0	Fixed rate
Term ABS 2019-3 (1)	Credit Acceptance Funding LLC 2019-3	11/15/21 (2)	\$ 351.7	Fixed rate
2021 Senior Notes	n/a	02/15/21 (7)	\$ 151.8	Fixed rate
2023 Senior Notes	n/a	03/15/23 (7)	\$ 250.0	Fixed rate
2024 Senior Notes	n/a	12/31/24	\$ 400.0	Fixed rate
2026 Senior Notes	n/a	03/15/26	\$ 400.0	Fixed rate
Mortgage Note	Chapter 4 Properties, LLC	08/06/23	\$ 12.0	LIBOR plus 150 basis points

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

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

(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 and any amounts remaining on August 17, 2023 will be due on that date.

(5) Represents the revolving maturity date. The outstanding balance will amortize after the revolving maturity date and any amounts remaining on December 16, 2023 will be due on that date.

(6) Represents the revolving maturity date. The Company has the option to redeem and retire the indebtedness after the revolving maturity date. If we do not elect this option, the outstanding balance will amortize based on the cash flows of the pledged assets.

(7) On January 17, 2020, we used a portion of the net proceeds from the 2024 senior notes to redeem the remaining \$151.8 million outstanding principal amount of the 2021 senior notes. We intend to use the remaining net proceeds from the 2024 senior notes, together with borrowings under our revolving credit facility and cash on hand to the extent available, to redeem in full the \$250.0 million outstanding principal amount of the 2023 senior notes on or around March 15, 2020.



# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

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

(In millions)

(In millions)		For the Years Ended December 31,	
		2019	2018
Revolving Secured Line of Credit			
Maximum outstanding principal balance	\$	282.9	\$ 265.4
Average outstanding principal balance		77.2	40.6
Warehouse Facility II			
Maximum outstanding principal balance	\$	201.0	\$ 201.0
Average outstanding principal balance		78.0	3.3
Warehouse Facility IV			
Maximum outstanding principal balance	\$	100.0	\$ 99.0
Average outstanding principal balance		1.1	0.5
Warehouse Facility V			
Maximum outstanding principal balance	\$	35.0	\$ 99.0
Average outstanding principal balance		0.9	1.1
Warehouse Facility VI			
Maximum outstanding principal balance	\$	—	\$ 75.0
Average outstanding principal balance		—	0.4
Warehouse Facility VII			
Maximum outstanding principal balance	\$	101.5	\$ 150.0
Average outstanding principal balance		7.1	7.8
Warehouse Facility VIII			
Maximum outstanding principal balance	\$	145.3	\$ —
Average outstanding principal balance		7.2	—

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

(Dollars in millions)

	As of December 31,	
	2019	2018
<b>Revolving Secured Line of Credit</b>		
Principal balance outstanding	\$ —	\$ 171.9
Amount available for borrowing (1)	340.0	178.1
Interest rate	—%	4.38%
<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	1.0	1.0
Interest rate	—%	—%
<b>Warehouse Facility IV</b>		
Principal balance outstanding	\$ —	\$ —
Amount available for borrowing (1)	300.0	250.0
Loans pledged as collateral	—	—
Restricted cash and cash equivalents pledged as collateral	1.0	1.0
Interest rate	—%	—%
<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	1.0	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
Interest rate	—%	—%
<b>Warehouse Facility VII</b>		
Principal balance outstanding	\$ —	\$ —
Amount available for borrowing (1)	150.0	150.0
Loans pledged as collateral	—	—
Restricted cash and cash equivalents pledged as collateral	1.0	1.0
Interest rate	—%	—%
<b>Warehouse Facility VIII</b>		
Principal balance outstanding	\$ —	\$ —
Amount available for borrowing (1)	200.0	—
Loans pledged as collateral	—	—
Restricted cash and cash equivalents pledged as collateral	—	—
Interest rate	—%	—%
<b>Term ABS 2016-1</b>		
Principal balance outstanding	\$ —	\$ 125.3
Loans pledged as collateral	—	320.8
Restricted cash and cash equivalents pledged as collateral	—	29.6
Interest rate	—%	4.41%
<b>Term ABS 2016-2</b>		
Principal balance outstanding	\$ —	\$ 184.5
Loans pledged as collateral	—	335.0
Restricted cash and cash equivalents pledged as collateral	—	28.3
Interest rate	—%	3.20%

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

<b>Term ABS 2016-3</b>			
Principal balance outstanding	\$	51.8	\$ 300.6
Loans pledged as collateral		219.5	392.7
Restricted cash and cash equivalents pledged as collateral		23.5	30.7
Interest rate		3.60%	2.59%
<b>Term ABS 2017-1</b>			
Principal balance outstanding	\$	120.9	\$ 350.0
Loans pledged as collateral		292.8	429.8
Restricted cash and cash equivalents pledged as collateral		26.1	30.9
Interest rate		3.19%	2.78%
<b>Term ABS 2017-2</b>			
Principal balance outstanding	\$	277.2	\$ 450.0
Loans pledged as collateral		426.7	548.4
Restricted cash and cash equivalents pledged as collateral		35.1	39.4
Interest rate		2.83%	2.72%
<b>Term ABS 2017-3</b>			
Principal balance outstanding	\$	303.2	\$ 350.0
Loans pledged as collateral		393.0	426.1
Restricted cash and cash equivalents pledged as collateral		29.3	28.6
Interest rate		2.91%	2.88%
<b>Term ABS 2018-1</b>			
Principal balance outstanding	\$	500.0	\$ 500.0
Loans pledged as collateral		609.5	614.5
Restricted cash and cash equivalents pledged as collateral		43.8	41.8
Interest rate		3.24%	3.24%
<b>Term ABS 2018-2</b>			
Principal balance outstanding	\$	450.0	\$ 450.0
Loans pledged as collateral		550.4	552.2
Restricted cash and cash equivalents pledged as collateral		37.6	36.3
Interest rate		3.68%	3.68%
<b>Term ABS 2018-3</b>			
Principal balance outstanding	\$	398.3	\$ 398.3
Loans pledged as collateral		487.7	578.8
Restricted cash and cash equivalents pledged as collateral		32.3	33.6
Interest rate		3.72%	3.72%
<b>Term ABS 2019-1</b>			
Principal balance outstanding	\$	402.5	\$ —
Loans pledged as collateral		490.2	—
Restricted cash and cash equivalents pledged as collateral		31.9	—
Interest rate		3.53%	—%
<b>Term ABS 2019-2</b>			
Principal balance outstanding	\$	500.0	\$ —
Loans pledged as collateral		628.5	—
Restricted cash and cash equivalents pledged as collateral		38.6	—
Interest rate		3.13%	—%
<b>Term ABS 2019-3</b>			
Principal balance outstanding	\$	351.7	\$ —
Loans pledged as collateral		428.6	—
Restricted cash and cash equivalents pledged as collateral		27.2	—
Interest rate		2.56%	—%

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

### 2021 Senior Notes

Principal balance outstanding	\$	151.8	\$	300.0
Interest rate		6.125%		6.125%

### 2023 Senior Notes

Principal balance outstanding	\$	250.0	\$	250.0
Interest rate		7.375%		7.375%

### 2024 Senior Notes

Principal balance outstanding	\$	400.0	\$	—
Interest rate		5.125%		—%

### 2026 Senior Notes

Principal balance outstanding	\$	400.0	\$	—
Interest rate		6.625%		—%

### Mortgage Note

Principal balance outstanding	\$	11.3	\$	11.9
Interest rate		3.21%		3.85%

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

### Revolving Secured Line of Credit Facility

We have a \$340.0 million revolving secured line of credit facility with a commercial bank syndicate. 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 value of Loans, as defined in the agreement, 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.

### Warehouse Facilities

We have six Warehouse facilities with total borrowing capacity of \$1,225.0 million. Each of the facilities is with a different lender or group of 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 generally limited to the lesser of 80% of the value of the contributed Loans, as defined in the agreements, 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 servicing 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 2019-2, contributed the Loans to a respective trust that issued notes to qualified institutional investors. The Funding LLC for the Term ABS 2019-2 transaction pledged the Loans to a lender. The Term ABS 2016-3, 2017-1, 2017-2, 2017-3, 2018-1, 2018-2, 2018-3, 2019-1 and 2019-3 transactions each consist of three classes of notes.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Each financing at the time of issuance has a specified revolving period during which we are likely to contribute additional Loans to each Funding LLC. Each Funding LLC (other than that of Term ABS 2019-2) will then contribute the Loans to its respective trust. At the end of the applicable revolving period, the debt outstanding under each financing will begin to amortize.

The financings create indebtedness for which the trusts or Funding LLCs 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.

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	Revolving Period
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
Term ABS 2017-3	October 26, 2017	437.6	Through October 15, 2019
Term ABS 2018-1	February 22, 2018	625.1	Through February 17, 2020
Term ABS 2018-2	May 24, 2018	562.6	Through May 15, 2020
Term ABS 2018-3	August 23, 2018	500.1	Through August 17, 2020
Term ABS 2019-1	February 21, 2019	503.1	Through February 15, 2021
Term ABS 2019-2	August 28, 2019	625.1	Through August 15, 2022
Term ABS 2019-3	November 21, 2019	439.6	Through November 15, 2021

### Senior Notes

On December 18, 2019, we issued \$400.0 million aggregate principal amount of 5.125% senior notes due 2024 (the “2024 senior notes”). The 2024 senior notes were issued pursuant to an indenture, dated as of December 18, 2019, 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 2024 senior notes mature on December 31, 2024 and bear interest at a rate of 5.125% per annum, computed on the basis of a 360-day year composed of twelve 30-day months and payable semi-annually on June 30 and December 31 of each year, beginning on June 30, 2020. We used a portion of the net proceeds from the 2024 senior notes to repurchase or redeem all of the \$300.0 million outstanding principal amount of our 6.125% senior notes due 2021 (the “2021 senior notes”), of which \$148.2 million was repurchased on December 18, 2019 and the remaining \$151.8 million was redeemed on January 17, 2020. We intend to use the remaining net proceeds from the 2024 senior notes, together with borrowings under our revolving credit facility and cash on hand to the extent available, to redeem in full the \$250.0 million outstanding principal amount of our 7.375% senior notes due 2023 (the “2023 senior notes”) on or around March 15, 2020. During the fourth quarter of 2019, we recognized a pre-tax loss on extinguishment of debt of \$1.8 million related to the repurchase of the 2021 senior notes in the fourth quarter of 2019 and the irrevocable notice given in December 2019 for the redemption of the remaining 2021 senior notes in the first quarter of 2020.

On March 7, 2019, we issued \$400.0 million aggregate principal amount of 6.625% senior notes due 2026 (the “2026 senior notes”). The 2026 senior notes were issued pursuant to an indenture, dated as of March 7, 2019, among the Company, as issuer, the Guarantors, and U.S. Bank National Association, as trustee.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

The 2026 senior notes mature on March 15, 2026 and bear interest at a rate of 6.625% 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, 2019. We used the net proceeds from the offering of the 2026 senior notes for general corporate purposes, including repayment of outstanding borrowings under our revolving secured line of credit facility.

On March 30, 2015, we issued \$250.0 million aggregate principal amount of 2023 senior notes pursuant to an indenture, dated as of March 30, 2015, among the Company, as issuer, 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 2023 senior notes for general corporate purposes, including repayment of outstanding borrowings under our revolving secured line of credit facility. We intend to use the remaining net proceeds from the 2024 senior notes, together with borrowings under our revolving credit facility and cash on hand to the extent available, to redeem in full the \$250.0 million outstanding principal amount of the 2023 senior notes on or around March 15, 2020.

On January 22, 2014, we issued \$300.0 million aggregate principal amount of 2021 senior notes 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 (the "2017 senior notes") on February 21, 2014. During the first quarter of 2014, we recognized a pre-tax loss on extinguishment of debt of \$21.8 million related to the redemption of the 2017 senior notes. We used a portion of the net proceeds from the 2024 senior notes to repurchase or redeem all of the \$300.0 million outstanding principal amount of the 2021 senior notes, of which \$148.2 million was repurchased on December 18, 2019 and the remaining \$151.8 million was redeemed on January 17, 2020.

All of the 2021, 2023, 2024 and 2026 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.

### Mortgage Note

On August 6, 2018, we entered into a \$12.0 million mortgage note with a commercial bank that is secured by a first mortgage lien on a building acquired by us and an assignment of all leases, rents, revenues and profits under all present and future leases of the building. The note matures on August 6, 2023, and bears interest at LIBOR plus 150 basis points.

### Principal Debt Maturities

The scheduled principal maturities of our debt as of December 31, 2019 are as follows:

(In millions)

Year	Revolving Secured Line of Credit Facility	Warehouse Facilities	Term ABS Financings (1)	Senior Notes	Mortgage Note	Total
2020	\$ —	\$ —	\$ 1,376.0	\$ 151.8	\$ 0.7	\$ 1,528.5
2021	—	—	1,017.2	—	0.7	1,017.9
2022	—	—	915.5	—	0.7	916.2
2023	—	—	46.9	250.0	9.2	306.1
2024	—	—	—	400.0	—	400.0
Thereafter	—	—	—	400.0	—	400.0
<b>Total</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 3,355.6</b>	<b>\$ 1,201.8</b>	<b>\$ 11.3</b>	<b>\$ 4,568.7</b>

(1) The principal maturities of the Term ABS transactions are estimated based on forecasted collections.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

### Debt Covenants

As of December 31, 2019, we were in compliance with our covenants under the revolving secured line of credit facility and our Warehouse facilities, 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 also contain covenants that measure the performance of the contributed assets.

Our Term ABS financings also contain covenants that measure the performance of the contributed assets. As of December 31, 2019, we were in compliance with all such covenants. As of the end of the year, we were also in compliance with our covenants under the senior notes indentures.

### 10. 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 December 31, 2019 and 2018:

(Dollars in millions)

As of December 31, 2019						
Facility Amount	Facility Name	Purpose	Start	End	Notional	Cap Interest Rate (1)
\$ 400.0	Warehouse Facility II	Cap Floating Rate	12/2017	12/2020	\$ 205.0	5.50%
300.0	Warehouse Facility IV	Cap Floating Rate	05/2017	04/2021	100.0	6.50%
		Cap Floating Rate	05/2018	04/2021	150.0	6.50%
		Cap Floating Rate	07/2019	07/2023	50.0	6.50%
					<u>300.0</u>	
100.0	Warehouse Facility V	Cap Floating Rate	08/2018	08/2023	75.0	6.50%
150.0	Warehouse Facility VII	Cap Floating Rate	12/2017	11/2021	143.8	5.50%
200.0	Warehouse Facility VIII	Cap Floating Rate	08/2019	08/2023	200.0	5.50%

(Dollars in millions)

As of December 31, 2018						
Facility Amount	Facility Name	Purpose	Start	End	Notional	Cap Interest Rate (1)
\$ 400.0	Warehouse Facility II	Cap Floating Rate	12/2017	12/2020	\$ 205.0	5.50%
250.0	Warehouse Facility IV	Cap Floating Rate	04/2016	04/2019	25.0	5.50%
		Cap Floating Rate	05/2017	04/2021	75.0	6.50%
		Cap Floating Rate	05/2018	04/2021	150.0	6.50%
					<u>250.0</u>	
100.0	Warehouse Facility V	Cap Floating Rate	08/2018	08/2023	75.0	6.50%
125.3	Term ABS 2016-1	Cap Floating Rate	04/2016	02/2019	64.2	5.00%
150.0	Warehouse Facility VII	Cap Floating Rate	12/2017	11/2021	150.0	5.50%

(1) Rate excludes the spread over the corresponding LIBOR or commercial paper rate.

The interest rate caps have not been designated as hedging instruments. As of December 31, 2019 and 2018, the interest rate caps had a fair value of \$0.1 million and \$0.0 million, respectively, as the capped rates were significantly above market rates.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

Information related to the effect of derivative instruments not designated as hedging instruments on our consolidated statements of income for the years ended December 31, 2019, 2018 and 2017 is as follows:

(In millions)	Derivatives Not Designated as Hedging Instruments	Location	Amount of Loss Recognized in Income on Derivatives		
			For the Years Ended December 31,		
			2019	2018	2017
	Interest rate caps	Interest expense	\$ (0.1)	\$ (0.1)	\$ (0.1)

## 11. INCOME TAXES

### Income Tax Provision

The income tax provision consists of the following:

(In millions)	For the Years Ended December 31,		
	2019	2018	2017
Income before provision for income taxes:	\$ 855.9	\$ 755.1	\$ 583.8
Current provision for income taxes:			
Federal	94.1	110.9	184.6
State	18.7	19.5	13.5
	112.8	130.4	198.1
Deferred provision for income taxes:			
Federal	70.7	35.0	(88.4)
State	14.8	14.3	2.7
	85.5	49.3	(85.7)
Interest and penalties expense:			
Interest	1.5	1.4	1.2
Penalties	—	—	—
	1.5	1.4	1.2
Provision for income taxes	\$ 199.8	\$ 181.1	\$ 113.6

### Deferred Taxes

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities consist of the following:

(In millions)	As of December 31,	
	2019	2018
Deferred tax assets:		
Allowance for credit losses	\$ 128.3	\$ 110.1
Stock-based compensation	15.5	16.5
Deferred state net operating loss	3.6	4.3
Other, net	13.2	7.0
Total deferred tax assets	160.6	137.9
Deferred tax liabilities:		
Valuation of Loans receivable	471.3	363.9
Deferred Loan origination costs	1.6	1.5
Other, net	10.2	9.2
Total deferred tax liabilities	483.1	374.6
Net deferred tax liability	\$ 322.5	\$ 236.7



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

The deferred state net operating loss tax asset arising from the operating loss carryforward for state income tax purposes is expected to expire at various times beginning in 2028, if not utilized. During 2018, we wrote off \$3.4 million of this deferred tax asset as we determined that we would not be able to utilize a state net operating loss carryforward prior to its expiration. We do not anticipate expiration of the remaining net operating loss carryforwards prior to their utilization.

### Effective Income Tax Rate

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

	For the Years Ended December 31,		
	2019	2018	2017
U.S. federal statutory income tax rate	21.0 %	21.0 %	35.0 %
Effect of the 2017 Tax Act	— %	-0.7 %	-17.1 %
State income taxes	3.1 %	3.5 %	1.7 %
Excess tax benefits from stock-based compensation plans	-0.9 %	-0.1 %	-0.4 %
Other	0.1 %	0.3 %	0.3 %
Effective income tax rate	23.3 %	24.0 %	19.5 %

#### U.S. federal statutory income tax rate

The enactment of the 2017 Tax Act in December 2017 lowered our federal statutory income tax rate from 35.0% in 2017 to 21.0% in 2018 and 2019.

#### Effect of the 2017 Tax Act

While the lower federal statutory income tax rate was not effective until 2018, the 2017 Tax Act resulted in a one-time reversal of \$99.8 million of provision for income taxes in 2017 as we were required to revalue deferred taxes and uncertain tax positions at the lower federal statutory income tax rate. In 2018, we reversed a provisional valuation allowance related to stock-based compensation that we had established in 2017 upon enactment of the 2017 Tax Act, which resulted in a \$5.5 million reversal of provision for income taxes in 2018.

#### State income taxes

The decrease in our state income tax rate from 2018 to 2019 was primarily the result of the write-off of a deferred state net operating loss tax asset during 2018. The increase in our state income tax rate from 2017 to 2018 was primarily the result of the write-off of a deferred state net operating loss tax asset during 2018, an increase in the percentage of income reserved for uncertain tax positions and higher effective income tax rates in certain state tax jurisdictions.

#### Excess tax benefits from stock-based compensation plans

During the first quarter of each year, we receive a tax benefit 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 by which this tax benefit exceeds the grant-date fair value that was recognized as stock-based compensation expense is referred to as an excess tax benefit. Excess tax benefits are recognized in provision for income taxes and reduce our effective income tax rate. The increase in excess tax benefits from 2018 to 2019 was primarily the result of an increase in the number of restricted stock units that were converted to common stock due to the timing of long-term stock award grants.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

### Unrecognized Tax Benefits

The following table is a summary of changes in gross unrecognized tax benefits:

(In millions)	For the Years Ended December 31,		
	2019	2018	2017
Unrecognized tax benefits at January 1,	\$ 38.7	\$ 31.9	\$ 27.7
Additions for tax positions of the current year	10.0	10.2	6.7
Additions for tax positions of prior years	—	—	0.3
Reductions for tax positions of prior years	—	—	(0.4)
Settlements	(2.3)	—	—
Reductions as a result of a lapse of the statute of limitations	(4.7)	(3.4)	(2.4)
Unrecognized tax benefits at December 31,	\$ 41.7	\$ 38.7	\$ 31.9

The total amount of gross unrecognized tax benefit that, if recognized, would favorably affect our effective income tax rate in future periods, was \$41.7 million as of December 31, 2019. Accrued interest related to uncertain tax positions was \$8.9 million and \$7.5 million as of December 31, 2019 and 2018, respectively.

We are subject to income tax in federal and state jurisdictions. We are generally no longer subject to tax examinations on federal returns filed for years prior to 2016 and state returns filed for years prior to 2012.

### 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 Years Ended December 31,		
	2019	2018	2017
Weighted average shares outstanding:			
Common shares	18,614,719	19,144,785	19,245,188
Vested restricted stock units	285,537	301,282	252,531
Basic number of weighted average shares outstanding	18,900,256	19,446,067	19,497,719
Dilutive effect of restricted stock and restricted stock units	76,304	86,245	61,217
Dilutive number of weighted average shares outstanding	18,976,560	19,532,312	19,558,936

For the years ended December 31, 2019 and 2018, there were no stock options, restricted stock or restricted stock units that would have been anti-dilutive. For the year ended December 31, 2017, there were 250 shares of restricted stock that were not included in the computation of diluted net income per share because their inclusion would have been anti-dilutive.

### 13. STOCK REPURCHASES

The following table summarizes our stock repurchases for the years ended December 31, 2019, 2018, and 2017:

(Dollars in millions)

Stock Repurchases	For the Years Ended December 31,					
	2019		2018		2017	
	Number of Shares Repurchased	Cost	Number of Shares Repurchased	Cost	Number of Shares Repurchased	Cost
Open Market (1)	669,752	\$ 282.2	336,743	\$ 127.1	588,580	\$ 119.1
Other (2)	42,696	18.2	6,185	2.0	21,680	4.4
Total	712,448	\$ 300.4	342,928	\$ 129.1	610,260	\$ 123.5

- (1) 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 November 7, 2019, the board of directors authorized the repurchase of up to one million shares of our common stock in addition to the board's prior authorizations. As of December 31, 2019, we had authorization to repurchase 769,713 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

Pursuant to our Amended and Restated Incentive Compensation Plan (the "Incentive Plan"), we can grant stock-based awards in the form of restricted stock, restricted stock units and stock options to team members, officers, directors, and contractors at any time prior to March 26, 2022. On March 26, 2012, our board of directors approved an amendment to our Incentive Plan, increasing the number of shares authorized for issuance by 500,000 shares, to 2.0 million shares. The shares available for future grants under the Incentive Plan totaled 121,621 as of December 31, 2019.

#### Restricted Stock

We grant performance-based and time-based shares of restricted stock to team members in accordance with our Incentive Plan. The grant-date fair value per share is estimated to equal the market price of our common stock on the date of grant. Based on the terms of individual restricted stock grant agreements, shares vest under one of the following methods:

- Over a period of 15 years, based on continuous employment and a combination of the cumulative improvement in our annual adjusted economic profit, a non-GAAP financial measure, and the attainment of annual adjusted economic profit targets.
- Over a period of three years, based on continuous employment.

A summary of the non-vested restricted stock activity under the Incentive Plan for the year ended December 31, 2019 is presented below:

Restricted Stock	Number of Shares	Weighted Average Grant-Date Fair Value Per Share
Non-vested as of December 31, 2018	150,647	\$ 117.41
Granted	5,301	441.54
Vested	(17,971)	148.14
Forfeited	(474)	363.16
Non-vested as of December 31, 2019	137,503	\$ 125.04

The grant-date weighted average fair value of shares granted in 2019, 2018 and 2017 was \$441.54, \$317.87, and \$200.79, respectively. The total fair value of shares vested was \$7.9 million in 2019, \$4.8 million in 2018 and \$5.6 million in 2017.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

### *Restricted Stock Units*

We grant performance-based restricted stock units to team members and directors in accordance with our Incentive Plan. The grant-date fair value per share is estimated to equal the market price of our common stock on the date of grant. Each restricted stock unit represents and has a value equal to one share of common stock. Based on the terms of individual restricted stock grant agreements, restricted stock units vest under one of the following methods:

- Over a period of ten years, based on continuous employment and the cumulative improvement in our annual adjusted economic profit.
- Over a period of five years, based upon the compounded annual growth rate in our adjusted economic profit.
- Over a period of one to four years, based on continuous employment and the compounded annual growth rate in our adjusted EPS, a non-GAAP financial measure.

A summary of the restricted stock unit activity under the Incentive Plan for the year ended December 31, 2019, is presented below:

Restricted Stock Units	Number of Restricted Stock Units	Weighted Average Grant-Date Fair Value Per Share	Aggregate Intrinsic Value (2) (in millions)	Weighted Average Remaining Contractual Term (in years)
Outstanding as of December 31, 2018	516,773	\$ 127.07		
Granted	3,000	453.64		
Converted	(87,842)	106.54		
Forfeited	(3,100)	206.45		
Outstanding as of December 31, 2019 (1)	428,831	\$ 132.99	\$ 189.7	4.1
Vested as of December 31, 2019	285,250	\$ 124.67	\$ 126.2	3.6

(1) No RSUs outstanding at December 31, 2019 were convertible to shares of common stock.

(2) The intrinsic value of RSUs is measured by applying the closing stock price as of December 31, 2019 to the applicable number of units.

The grant-date weighted average fair value of RSUs granted in 2019, 2018 and 2017 was \$453.64, \$363.11, and \$206.45, respectively. The total intrinsic value of RSUs converted to common stock during 2019, 2018 and 2017 was \$36.9 million, \$0.5 million, and \$6.9 million, respectively.

### *Stock-based compensation expense*

Stock-based compensation expense consists of the following:

(In millions)	For the Years Ended December 31,		
	2019	2018	2017
Restricted stock	\$ 3.0	\$ 2.7	\$ 2.9
Restricted stock units	4.6	7.6	12.5
Total	\$ 7.6	\$ 10.3	\$ 15.4

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

While the stock-based awards are often expected to vest in equal, annual installments over the corresponding requisite service periods of the grants, the related stock-based compensation expense is not recognized on a straight-line basis over the same periods. Each installment is accounted for as a separate award and as a result, the fair value of each installment is recognized as stock-based compensation expense on a straight-line basis over the related expected vesting period. Assuming performance targets are achieved in the periods currently estimated, we expect to recognize the remaining expense for stock-based awards outstanding as of December 31, 2019 over a weighted average period of 1.7 years, as follows:

(In millions)

For the Years Ended December 31,	Restricted Stock Units	Restricted Stock	Total Projected Expense
2020	\$ 2.8	\$ 1.9	\$ 4.7
2021	0.6	1.2	1.8
2022	0.1	0.9	1.0
2023	—	0.7	0.7
2024	—	0.5	0.5
Thereafter	—	0.5	0.5
Total	\$ 3.5	\$ 5.7	\$ 9.2

### 15. BUSINESS SEGMENT AND OTHER INFORMATION

#### Business Segment Overview

We identify operating segments as components of our business for which separate financial information is regularly evaluated by the chief operating decision-maker (“CODM”) in making decisions regarding resource allocation and assessing performance. We periodically review and redefine our segment reporting as internal management reporting practices evolve and the components of our business change. Currently, the CODM reviews consolidated financial statements and metrics to allocate resources and assess performance. Thus, we have determined that we operate in one reportable operating segment. The consolidated financial statements reflect the financial results of our one reportable operating segment.

#### Geographic Information

For the three years ended December 31, 2019, 2018 and 2017, all of our revenues were derived from the United States. As of December 31, 2019 and 2018, all of our long-lived assets were located in the United States.

#### Products and Services Information

Our primary product consists of financing programs that enable Dealers to sell vehicles to consumers, regardless of their credit history. We also provide Dealers the ability to offer or purchase ancillary products on vehicles financed by us.

#### Major Customer Information

We did not have any Dealers that provided 10% or more of our revenue during 2019, 2018, or 2017. Additionally, no single Dealer’s Loans receivable balance accounted for more than 10% of total Loans receivable as of December 31, 2019 or 2018.

**16. 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 alleged physical and mental harm 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. We may also have disputes and litigation with vendors and other third parties. The claims may allege, among other theories of liability, that we breached a license agreement or contract. The damages, fines and penalties that may be claimed by consumers, regulatory agencies, Dealers, vendors or other third parties 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. Current actions to which we are a party include the following matters.

On May 7, 2019, we received a subpoena from the Office of the New York State Attorney General, relating to the Company's origination and collection policies and procedures in the state of New York. 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 April 22, 2019, we received a civil investigative demand from the Bureau of Consumer Financial Protection (the "Bureau") seeking, among other things, certain information relating to the Company's origination and collection of Consumer Loans, TPPs and credit reporting. We cannot predict the eventual scope, duration or outcome of this investigation 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 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. The Company cooperated with the inquiry. On April 23, 2019, the Attorney General of the State of Mississippi, on behalf of the State of Mississippi, filed a complaint in the Chancery Court of the First Judicial District of Hinds County, Mississippi, alleging that the Company engaged in unfair and deceptive trade practices in subprime auto lending, loan servicing, vehicle repossession and debt collection in the State of Mississippi in violation of the Mississippi Consumer Protection Act. The complaint seeks injunctive relief, including civil penalties and disgorgement, and payment of the State's attorney's fees and costs. 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 June 14, 2017, we were informed that the Bureau's Office of Fair Lending and Equal Opportunity is investigating whether the Company may have violated the Equal Credit Opportunity Act ("ECOA") and Regulation B. On February 6, 2020, we were notified by the Bureau that they have completed their examination, they identified two matters requiring action and these matters will be addressed through the supervisory process.

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.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

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. On January 5, 2018, the Court entered judgment in favor of the Company, dismissing the case with prejudice on the merits and ordering that the Company be awarded its costs of suit from Westlake Services, LLC. On February 2, 2018, Westlake Services, LLC filed a Notice of Appeal with the Court. On July 13, 2018, Westlake Services, LLC filed its appellate brief with the United States Court of Appeals for the Ninth Circuit. On September 14, 2018, we filed our response to Westlake Services, LLC's appellate brief. On October 19, 2018, Westlake Services, LLC filed its reply brief. On February 5, 2020, the United States Court of Appeals for the Ninth Circuit affirmed the January 5, 2018 judgment entered in favor of the Company, dismissing the case with prejudice.

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. On November 20, 2017 we received a second civil investigation demand from the Office of the Attorney General seeking updated information on its original civil investigation demand, additional information related to the Company's origination and collection of Consumer Loans, and information regarding securitization activities. In connection with this inquiry, we were informed by representatives of the Office of the Attorney General that it believes that the Company may have engaged in unfair and deceptive acts or practices related to the origination and collection of auto loans, which may have caused some of the Company's representations and warranties contained in securitization documents to be inaccurate. The investigation relating to the origination, collection and securitization of non-prime auto loans and securities transactions by the Office of the Attorney General remains ongoing. 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.

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.

### Lease Commitments

We lease office space and office equipment. We expect that in the normal course of business, leases will be renewed or replaced by other leases. Total rental expense on all operating leases was \$1.8 million for 2019, \$2.2 million for 2018, and \$1.5 million for 2017. Contingent rentals under the operating leases were insignificant. Our total minimum future lease commitments under operating leases as of December 31, 2019 are as follows:

(In millions)

Year	Minimum Future Lease Commitments
2020	\$ 1.6
2021	1.2
2022	0.6
2023	—
2024	—
Total	<u>\$ 3.4</u>

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONCLUDED)

## 17. QUARTERLY FINANCIAL DATA (unaudited)

The following quarterly financial data for the years ended December 31, 2019 and 2018 has been prepared in accordance with GAAP:

(In millions, except per share data)

Income Statement Data	2019			
	Quarters Ended			
	March 31	June 30	September 30	December 31
Revenue	\$ 353.8	\$ 370.6	\$ 378.7	\$ 385.9
Income before provision for income taxes	206.3	215.3	219.1	215.2
Net income	164.4	164.4	165.4	161.9
Net income per share (1):				
Basic	\$ 8.67	\$ 8.68	\$ 8.73	\$ 8.63
Diluted	\$ 8.65	\$ 8.68	\$ 8.73	\$ 8.60

(In millions, except per share data)

Income Statement Data	2018			
	Quarters Ended			
	March 31	June 30	September 30	December 31
Revenue	\$ 295.6	\$ 315.4	\$ 332.0	\$ 342.8
Income before provision for income taxes	157.7	198.0	198.4	201.0
Net income	120.1	151.0	151.0	151.9
Net income per share (1):				
Basic	\$ 6.18	\$ 7.76	\$ 7.76	\$ 7.82
Diluted	\$ 6.17	\$ 7.75	\$ 7.75	\$ 7.79

(1) Basic and diluted net income per share are computed independently for each of the quarters presented. Therefore, the sum of quarterly basic and diluted per share information may not equal annual basic and diluted net income per share.

## 18. SUBSEQUENT EVENTS

On January 17, 2020, we used a portion of the net proceeds from the 2024 senior notes to redeem the remaining \$151.8 million outstanding principal amount of the 2021 senior notes. For additional information regarding this transaction, see Note 9 to these consolidated financial statements.



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

Not applicable.

## ITEM 9A. CONTROLS AND PROCEDURES

### *Evaluation of disclosure 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 quarter ended December 31, 2019 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### *Management's Report on Internal Control over Financial Reporting.*

We are responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our consolidated financial statements.

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

We assessed the effectiveness of our internal control over financial reporting as of December 31, 2019. In making this assessment, we used the criteria set forth in the 2013 Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our assessment, we believe that as of December 31, 2019, our internal control over financial reporting is effective based on those criteria.

Our independent registered public accounting firm, Grant Thornton LLP, audited our internal control over financial reporting as of December 31, 2019 and their report dated February 11, 2020 expressed an unqualified opinion on our internal control over financial reporting and is included in this Item 9A.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders  
Credit Acceptance Corporation

### Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of Credit Acceptance Corporation (a Michigan corporation) and subsidiaries (the “Company”) as of December 31, 2019, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (“PCAOB”), the consolidated financial statements of the Company as of and for the year ended December 31, 2019, and our report dated February 11, 2020 expressed an unqualified opinion on those financial statements.

### Basis for opinion

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

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

### Definition and limitations of internal control over financial reporting

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

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

/s/ GRANT THORNTON LLP

Southfield, Michigan  
February 11, 2020

**ITEM 9B. OTHER INFORMATION**

None.

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information is contained under the captions “Election of Directors” (excluding the “Report of the Audit Committee”) and, if required, “Delinquent Section 16 (a) Reports” in the Proxy Statement and is incorporated herein by reference.

**ITEM 11. EXECUTIVE COMPENSATION**

Information is contained under the caption “Compensation of Executive Officers and Directors” (excluding the “Report of the Executive Compensation Committee”) in the Proxy Statement and is incorporated herein by reference.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information is contained under the caption “Common Stock Ownership of Certain Beneficial Owners and Management” in the Proxy Statement and is incorporated herein by reference.

Our Amended and Restated Incentive Compensation Plan (the “Incentive Plan”), which was approved by shareholders on May 17, 2012, provides for the granting of restricted stock, restricted stock units and stock options to team members, officers, and directors. As of December 31, 2019, there were no options issued or outstanding under the Incentive Plan.

The following table sets forth (1) the number of shares of common stock to be issued upon the exercise of outstanding options or restricted stock units, (2) the weighted average exercise price of outstanding options, if applicable, and (3) the number of shares remaining available for future issuance, as of December 31, 2019:

**Equity Compensation Plan Information**

Plan category	Number of shares to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options (a)	Number of shares remaining available for future issuance under equity compensation plans (b)
Equity compensation plan approved by shareholders:			
Incentive Plan	428,831	—	121,621

(a) The weighted average exercise price in this column does not take into account restricted stock units that are outstanding under the Incentive Plan, which have no exercise price.

(b) For additional information regarding our equity compensation plans, including grants of restricted stock units, see Note 14 to the consolidated financial statements contained in Item 8 of this Form 10-K, which is incorporated herein by reference.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information is contained under the caption “Certain Relationships and Transactions” and “Election of Directors – Meetings and Committees of the Board of Directors” in the Proxy Statement and is incorporated herein by reference.

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

Information is contained under the caption “Independent Accountants” in the Proxy Statement and is incorporated herein by reference.

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

- (a)(1) The following consolidated financial statements of the Company and notes thereto and the Report of Independent Registered Public Accounting Firm are contained in Item 8 — Financial Statements and Supplementary Data of this Form 10-K, which is incorporated herein by reference.
- Report of Independent Registered Public Accounting Firm
- Consolidated Financial Statements:
- Consolidated Balance Sheets as of December 31, 2019 and 2018
  - Consolidated Statements of Income for the years ended December 31, 2019, 2018 and 2017
  - Consolidated Statements of Comprehensive Income for the years ended December 31, 2019, 2018 and 2017
  - Consolidated Statements of Shareholders' Equity for the years ended December 31, 2019, 2018 and 2017
  - Consolidated Statements of Cash Flows for the years ended December 31, 2019, 2018 and 2017
- Notes to Consolidated Financial Statements
- (2) Financial Statement Schedules have been omitted because they are not applicable or are not required or the information required to be set forth therein is included in the Consolidated Financial Statements or notes thereto.
- (3) The exhibits filed in response to Item 601 of Regulation S-K are listed in the Exhibit Index below.

## EXHIBIT INDEX

The following documents are filed as part of this report. Those exhibits previously filed and incorporated herein by reference are identified below. Exhibits not required for this report have been omitted. Unless otherwise noted, the Company's commission file number for all exhibits incorporated by reference herein is 000-20202.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>3.1</u></a>	Articles of Incorporation, as amended July 1, 1997 (incorporated by reference to Exhibit 3(a)(1) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 1997).
<a href="#"><u>3.2</u></a>	Amended and Restated Bylaws of the Company, as amended February 24, 2005 (incorporated by reference to Exhibit 3(b) to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004).
<a href="#"><u>4.1</u></a>	Description of the Company's Common Stock.
<a href="#"><u>4.2</u></a>	Loan and Security Agreement, dated as of August 19, 2011 among the Company, CAC Warehouse Funding LLC IV, BMO Capital Markets Corp., Bank of Montreal and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4(f)(148) to the Company's Current Report on Form 8-K filed August 24, 2011).
<a href="#"><u>4.3</u></a>	Backup Servicing Agreement dated as of August 19, 2011, among the Company, CAC Warehouse Funding LLC IV, Wells Fargo Bank, National Association, Bank of Montreal and BMO Capital Markets Corp. (incorporated by reference to Exhibit 4(f)(149) to the Company's Current Report on Form 8-K filed August 24, 2011).
<a href="#"><u>4.4</u></a>	Amended and Restated Intercreditor Agreement, dated as of February 1, 2010, among Credit Acceptance Corporation, the other Grantors party thereto, representatives of the Secured Parties thereunder and Comerica Bank, as administrative agent under the Original Credit Agreement (as defined therein) and as collateral agent (incorporated by reference to Exhibit 4(g)(6) to the Company's Current Report on Form 8-K filed February 5, 2010).
<a href="#"><u>4.5</u></a>	Amended and Restated Backup Servicing Agreement dated as of December 27, 2012, among the Company, CAC Warehouse Funding Corporation II, Wells Fargo Securities, LLC, and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.82 to the Company's Current Report on Form 8-K filed January 3, 2013).
<a href="#"><u>4.6</u></a>	First Amendment to Loan and Security Agreement dated as of April 5, 2013, 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 Exhibit 4.84 to the Company's Current Report on Form 8-K filed April 5, 2013).
<a href="#"><u>4.7</u></a>	Amended and Restated Sale and Contribution Agreement dated as of April 5, 2013, between the Company and CAC Warehouse Funding LLC IV (incorporated by reference to Exhibit 4.85 to the Company's Current Report on Form 8-K filed April 5, 2013).
<a href="#"><u>4.8</u></a>	Second Amendment to Loan and Security Agreement, dated as of December 4, 2013, 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 Exhibit 4.106 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013).
<a href="#"><u>4.9</u></a>	First Amendment to Amended and Restated Sale and Contribution Agreement, dated as of December 4, 2013, between the Company and CAC Warehouse Funding LLC IV (incorporated by reference to Exhibit 4.107 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013).
<a href="#"><u>4.10</u></a>	Sixth Amended and Restated Credit Agreement, dated as of June 23, 2014, among the Company, the Banks signatory thereto and Comerica Bank, as agent for the Banks (incorporated by reference to Exhibit 4.124 to the Company's Current Report on Form 8-K filed June 25, 2014).
<a href="#"><u>4.11</u></a>	Amendment No. 1 to Amended and Restated Backup Servicing Agreement, dated as of July 18, 2014, among the Company, CAC Warehouse Funding Corporation II, Wells Fargo Securities, LLC, and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.126 to the Company's Current Report on Form 8-K filed July 23, 2014).
<a href="#"><u>4.12</u></a>	Loan and Security Agreement, dated as of September 15, 2014, among the Company, CAC Warehouse Funding LLC V, Fifth Third Bank and Systems & Services Technologies, Inc. (incorporated by reference to Exhibit 4.127 to the Company's Current Report on Form 8-K filed September 18, 2014).
<a href="#"><u>4.13</u></a>	Backup Servicing Agreement, dated as of September 15, 2014, among the Company, CAC Warehouse Funding LLC V, Fifth Third Bank and Systems & Services Technologies, Inc. (incorporated by reference to Exhibit 4.128 to the Company's Current Report on Form 8-K filed September 18, 2014).
<a href="#"><u>4.14</u></a>	Contribution Agreement, dated as of September 15, 2014, between the Company and CAC Warehouse Funding LLC V (incorporated by reference to Exhibit 4.129 to the Company's Current Report on Form 8-K filed September 18, 2014).
<a href="#"><u>4.15</u></a>	Indenture dated as of March 30, 2015, among the Company, the Guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed March 31, 2015).

<a href="#"><u>4.16</u></a>	Third Amendment to Loan and Security Agreement, dated as of May 13, 2015, 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 Exhibit 4.71 to the Company's Current Report on Form 8-K filed May 15, 2015).
<a href="#"><u>4.17</u></a>	First Amendment to Backup Servicing Agreement, dated as of May 13, 2015, 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 Exhibit 4.72 to the Company's Current Report on Form 8-K filed May 15, 2015).
<a href="#"><u>4.18</u></a>	First Amendment to the Sixth Amended and Restated Credit Agreement, dated as of June 11, 2015, among the Company, the Banks which are parties thereto from time to time, and Comerica Bank (incorporated by reference to Exhibit 4.74 to the Company's Current Report on Form 8-K filed June 16, 2015).
<a href="#"><u>4.19</u></a>	First Amendment to Loan and Security Agreement, dated as of June 11, 2015, among the Company, CAC Warehouse Funding LLC V, Fifth Third Bank, and Systems & Services Technologies, Inc. (incorporated by reference to Exhibit 4.75 to the Company's Current Report on Form 8-K filed June 16, 2015).
<a href="#"><u>4.20</u></a>	Loan and Security Agreement dated as of September 30, 2015, among the Company, CAC Warehouse Funding LLC VI, and Flagstar Bank, FSB (incorporated by reference to Exhibit 4.82 to the Company's Current Report on Form 8-K filed October 5, 2015).
<a href="#"><u>4.21</u></a>	Contribution Agreement, dated as of September 30, 2015, between the Company and CAC Warehouse Funding LLC VI (incorporated by reference to Exhibit 4.83 to the Company's Current Report on Form 8-K filed October 5, 2015).
<a href="#"><u>4.22</u></a>	Indenture dated as of May 12, 2016, between Credit Acceptance Auto Loan Trust 2016-2 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.70 to the Company's Current Report on Form 8-K filed May 16, 2016).
<a href="#"><u>4.23</u></a>	Second Amendment to the Sixth Amended and Restated Credit Agreement, dated as of June 15, 2016, among the Company, the Banks signatory thereto and Comerica Bank, as agent for the Banks (incorporated by reference to Exhibit 4.76 to the Company's Current Report on Form 8-K filed June 20, 2016).
<a href="#"><u>4.24</u></a>	Sixth Amended and Restated Loan and Security Agreement dated as of June 23, 2016, among the Company, CAC Warehouse Funding Corporation II and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.77 to the Company's Current Report on Form 8-K filed June 28, 2016).
<a href="#"><u>4.25</u></a>	Fourth Amended and Restated Sale and Contribution Agreement, dated as of June 23, 2016, between the Company and CAC Warehouse Funding Corporation II (incorporated by reference to Exhibit 4.78 to the Company's Current Report on Form 8-K filed June 28, 2016).
<a href="#"><u>4.26</u></a>	Second Amendment to Loan and Security Agreement, dated as of August 18, 2016, among the Company, CAC Warehouse Funding LLC V, Fifth Third Bank and Systems & Services Technologies, Inc. (incorporated by reference to Exhibit 4.79 to the Company's Current Report on Form 8-K filed August 23, 2016).
<a href="#"><u>4.27</u></a>	First Amendment to Contribution Agreement, dated as of August 18, 2016, between the Company and CAC Warehouse Funding LLC V (incorporated by reference to Exhibit 4.80 to the Company's Current Report on Form 8-K filed August 23, 2016).
<a href="#"><u>4.28</u></a>	Indenture dated as of October 27, 2016, between Credit Acceptance Auto Loan Trust 2016-3 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.81 to the Company's Current Report on Form 8-K filed October 31, 2016).
<a href="#"><u>4.29</u></a>	Sale and Servicing Agreement, dated as of October 27, 2016, among the Company, Credit Acceptance Auto Loan Trust 2016-3, Credit Acceptance Funding LLC 2016-3, and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.82 to the Company's Current Report on Form 8-K filed October 31, 2016).
<a href="#"><u>4.30</u></a>	Backup Servicing Agreement, dated as of October 27, 2016, among the Company, Credit Acceptance Funding LLC 2016-3, Credit Acceptance Auto Loan Trust 2016-3, and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.83 to the Company's Current Report on Form 8-K filed October 31, 2016).
<a href="#"><u>4.31</u></a>	Amended and Restated Trust Agreement, dated as of October 27, 2016, among Credit Acceptance Funding LLC 2016-3, each of the members of the Board of Trustees of the Trust and U.S. Bank Trust National Association (incorporated by reference to Exhibit 4.84 to the Company's Current Report on Form 8-K filed October 31, 2016).
<a href="#"><u>4.32</u></a>	Sale and Contribution Agreement, dated as of October 27, 2016, between the Company and Credit Acceptance Funding LLC 2016-3 (incorporated by reference to Exhibit 4.85 to the Company's Current Report on Form 8-K filed October 31, 2016).
<a href="#"><u>4.33</u></a>	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 Exhibit 4.73 to the Company's Current Report on Form 8-K filed March 1, 2017).
<a href="#"><u>4.34</u></a>	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 Exhibit 4.74 to the Company's Current Report on Form 8-K filed March 1, 2017).

<a href="#"><u>4.35</u></a>	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 Exhibit 4.75 to the Company's Current Report on Form 8-K filed March 1, 2017).
<a href="#"><u>4.36</u></a>	Amended and Restated Trust Agreement, dated as of February 23, 2017, among Credit Acceptance Funding LLC 2017-1, each of the members of the Board of Trustees of the Trust and U.S. Bank Trust National Association (incorporated by reference to Exhibit 4.76 to the Company's Current Report on Form 8-K filed March 1, 2017).
<a href="#"><u>4.37</u></a>	Sale and Contribution Agreement, dated as of February 23, 2017, between the Company and Credit Acceptance Funding LLC 2017-1 (incorporated by reference to Exhibit 4.77 to the Company's Current Report on Form 8-K filed March 1, 2017).
<a href="#"><u>4.38</u></a>	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 Exhibit 4.79 to the Company's Current Report on Form 8-K filed May 4, 2017).
<a href="#"><u>4.39</u></a>	Third Amendment to Sixth Amended and Restated Credit Agreement and Extension Agreement, dated as of June 28, 2017, among the Company, the Banks signatory thereto and Comerica Bank, as agent for the Banks (incorporated by reference to Exhibit 4.80 to the Company's Current Report on Form 8-K filed June 30, 2017).
<a href="#"><u>4.40</u></a>	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 Exhibit 4.81 to the Company's Current Report on Form 8-K filed July 5, 2017).
<a href="#"><u>4.41</u></a>	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 Exhibit 4.82 to the Company's Current Report on Form 8-K filed July 5, 2017).
<a href="#"><u>4.42</u></a>	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 Exhibit 4.83 to the Company's Current Report on Form 8-K filed July 5, 2017).
<a href="#"><u>4.43</u></a>	Amended and Restated Trust Agreement, dated as of June 29, 2017, among Credit Acceptance Funding LLC 2017-1, each of the members of the Board of Trustees of the Trust and U.S. Bank Trust National Association (incorporated by reference to Exhibit 4.84 to the Company's Current Report on Form 8-K filed July 5, 2017).
<a href="#"><u>4.44</u></a>	Sale and Contribution Agreement, dated as of June 29, 2017, between the Company and Credit Acceptance Funding LLC 2017-2 (incorporated by reference to Exhibit 4.85 to the Company's Current Report on Form 8-K filed July 5, 2017).
<a href="#"><u>4.45</u></a>	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 Exhibit 4.87 to the Company's Current Report on Form 8-K filed July 21, 2017).
<a href="#"><u>4.46</u></a>	New Bank Addendum, dated October 19, 2017 to the Sixth Amended and Restated Credit Acceptance Corporation Credit Agreement dated as of October 19, 2017, among the Company, each of the financial institutions parties thereto and Comerica Bank, as agent (incorporated by reference to Exhibit 4.94 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017).
<a href="#"><u>4.47</u></a>	Assignment Agreement, dated October 19, 2017, among the Company, the Banks signatory thereto and Comerica Bank, as agent, under the Sixth Amended and Restated Credit Acceptance Corporation Credit Agreement dated as of June 23, 2014 (incorporated by reference to Exhibit 4.95 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017).
<a href="#"><u>4.48</u></a>	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 Exhibit 4.88 to the Company's Current Report on Form 8-K filed October 27, 2017).
<a href="#"><u>4.49</u></a>	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 Exhibit 4.89 to the Company's Current Report on Form 8-K filed October 27, 2017).
<a href="#"><u>4.50</u></a>	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 Exhibit 4.90 to the Company's Current Report on Form 8-K filed October 27, 2017).
<a href="#"><u>4.51</u></a>	Amended and Restated Trust Agreement, dated as of October 26, 2017, among Credit Acceptance Funding LLC 2017-3, each of the members of the Board of Trustees of the Trust and U.S. Bank Trust National Association (incorporated by reference to Exhibit 4.91 to the Company's Current Report on Form 8-K filed October 27, 2017).
<a href="#"><u>4.52</u></a>	Sale and Contribution Agreement, dated as of October 26, 2017, between the Company and Credit Acceptance Funding LLC 2017-3 (incorporated by reference to Exhibit 4.92 to the Company's Current Report on Form 8-K filed October 27, 2017).

<a href="#"><u>4.53</u></a>	Loan and Security Agreement, dated as of December 1, 2017, among the Company, CAC Warehouse Funding LLC VII, Credit Suisse AG, New York Branch and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.96 to the Company's Current Report on Form 8-K filed December 7, 2017).
<a href="#"><u>4.54</u></a>	Contribution Agreement, dated as of December 1, 2017, between the Company and CAC Warehouse Funding LLC VII (incorporated by reference to Exhibit 4.97 to the Company's Current Report on Form 8-K filed December 7, 2017).
<a href="#"><u>4.55</u></a>	Backup Servicing Agreement, dated as of December 1, 2017, among the Company, CAC Warehouse Funding LLC VII, Credit Suisse AG, New York Branch and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.98 to the Company's Current Report on Form 8-K filed December 7, 2017).
<a href="#"><u>4.56</u></a>	Amendment No. 1 to Sixth Amended and Restated Loan and Security Agreement, dated as of December 20, 2017, among the Company, CAC Warehouse Funding Corporation II and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.100 to the Company's Current Report on Form 8-K filed December 21, 2017).
<a href="#"><u>4.57</u></a>	Indenture dated as of February 22, 2018, between Credit Acceptance Auto Loan Trust 2018-1 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.80 to the Company's Current Report on Form 8-K filed February 27, 2018).
<a href="#"><u>4.58</u></a>	Sale and Servicing Agreement, dated as of February 22, 2018, among the Company, Credit Acceptance Auto Loan Trust 2018-1, Credit Acceptance Funding LLC 2018-1 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.81 to the Company's Current Report on Form 8-K filed February 27, 2018).
<a href="#"><u>4.59</u></a>	Backup Servicing Agreement, dated as of February 22, 2018, among the Company, Credit Acceptance Funding LLC 2018-1, Credit Acceptance Auto Loan Trust 2018-1 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.82 to the Company's Current Report on Form 8-K filed February 27, 2018).
<a href="#"><u>4.60</u></a>	Amended and Restated Trust Agreement, dated as of February 22, 2018, among Credit Acceptance Funding LLC 2018-1, each of the members of the Board of Trustees of the Trust and U.S. Bank Trust National Association (incorporated by reference to Exhibit 4.83 to the Company's Current Report on Form 8-K filed February 27, 2018).
<a href="#"><u>4.61</u></a>	Sale and Contribution Agreement, dated as of February 22, 2018, between the Company and Credit Acceptance Funding LLC 2018-1 (incorporated by reference to Exhibit 4.84 to the Company's Current Report on Form 8-K filed February 27, 2018).
<a href="#"><u>4.62</u></a>	Amended and Restated Loan and Security Agreement dated as of May 10, 2018 among the Company, CAC Warehouse Funding LLC IV, the lenders from time to time party thereto, Bank of Montreal, BMO Capital Markets Corp., and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.86 to the Company's Current Report on Form 8-K filed May 15, 2018).
<a href="#"><u>4.63</u></a>	Second Amendment to Backup Servicing Agreement, dated as of May 10, 2018, 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 Exhibit 4.87 to the Company's Current Report on Form 8-K filed May 15, 2018).
<a href="#"><u>4.64</u></a>	Indenture dated as of May 24, 2018, between Credit Acceptance Auto Loan Trust 2018-2 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.88 to the Company's Current Report on Form 8-K filed May 30, 2018).
<a href="#"><u>4.65</u></a>	Sale and Servicing Agreement, dated as of May 24, 2018, among the Company, Credit Acceptance Auto Loan Trust 2018-2, Credit Acceptance Funding LLC 2018-2 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.89 to the Company's Current Report on Form 8-K filed May 30, 2018).
<a href="#"><u>4.66</u></a>	Backup Servicing Agreement, dated as of May 24, 2018, among the Company, Credit Acceptance Funding LLC 2018-2, Credit Acceptance Auto Loan Trust 2018-2 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.90 to the Company's Current Report on Form 8-K filed May 30, 2018).
<a href="#"><u>4.67</u></a>	Amended and Restated Trust Agreement, dated as of May 24, 2018, among Credit Acceptance Funding LLC 2018-2, each of the members of the Board of Trustees of the Trust and U.S. Bank Trust National Association (incorporated by reference to Exhibit 4.91 to the Company's Current Report on Form 8-K filed May 30, 2018).
<a href="#"><u>4.68</u></a>	Sale and Contribution Agreement, dated as of May 24, 2018, between the Company and Credit Acceptance Funding LLC 2018-2 (incorporated by reference to Exhibit 4.92 to the Company's Current Report on Form 8-K filed May 30, 2018).
<a href="#"><u>4.69</u></a>	Fourth Amendment to Sixth Amended and Restated Credit Agreement dated as of June 27, 2018 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 Exhibit 4.94 to the Company's Current Report on Form 8-K filed June 28, 2018).



<a href="#"><u>4.70</u></a>	Third Amendment to Loan and Security Agreement, dated as of August 15, 2018, among the Company, CAC Warehouse Funding LLC V, Fifth Third Bank and Systems & Services Technologies, Inc. (incorporated by reference to Exhibit 4.95 to the Company's Current Report on Form 8-K filed August 17, 2018).
<a href="#"><u>4.71</u></a>	Indenture dated as of August 23, 2018, between Credit Acceptance Auto Loan Trust 2018-3 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.96 to the Company's Current Report on Form 8-K filed August 29, 2018).
<a href="#"><u>4.72</u></a>	Sale and Servicing Agreement, dated as of August 23, 2018, among the Company, Credit Acceptance Auto Loan Trust 2018-3, Credit Acceptance Funding LLC 2018-3 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.97 to the Company's Current Report on Form 8-K filed August 29, 2018).
<a href="#"><u>4.73</u></a>	Backup Servicing Agreement, dated as of August 23, 2018, among the Company, Credit Acceptance Funding LLC 2018-3, Credit Acceptance Auto Loan Trust 2018-3 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.98 to the Company's Current Report on Form 8-K filed August 29, 2018).
<a href="#"><u>4.74</u></a>	Amended and Restated Trust Agreement, dated as of August 23, 2018, among Credit Acceptance Funding LLC 2018-3, each of the members of the Board of Trustees of the Trust and U.S. Bank Trust National Association (incorporated by reference to Exhibit 4.99 to the Company's Current Report on Form 8-K filed August 29, 2018).
<a href="#"><u>4.75</u></a>	Sale and Contribution Agreement, dated as of August 23, 2018, between the Company and Credit Acceptance Funding LLC 2018-3 (incorporated by reference to Exhibit 4.100 to the Company's Current Report on Form 8-K filed August 29, 2018).
<a href="#"><u>4.76</u></a>	First Amendment to Loan and Security Agreement, dated as of December 17, 2018, among the Company, CAC Warehouse Funding LLC VII, the lenders and managing agents from time to time party thereto, Credit Suisse AG, New York Branch and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.102 to the Company's Current Report on Form 8-K filed December 19, 2018).
<a href="#"><u>4.77</u></a>	Indenture dated as of February 21, 2019, between Credit Acceptance Auto Loan Trust 2019-1 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.93 to the Company's Current Report on Form 8-K filed February 26, 2019).
<a href="#"><u>4.78</u></a>	Sale and Servicing Agreement, dated as of February 21, 2019, among the Company, Credit Acceptance Auto Loan Trust 2019-1, Credit Acceptance Funding LLC 2019-1 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.94 to the Company's Current Report on Form 8-K filed February 26, 2019).
<a href="#"><u>4.79</u></a>	Backup Servicing Agreement, dated as of February 21, 2019, among the Company, Credit Acceptance Funding LLC 2019-1, Credit Acceptance Auto Loan Trust 2019-1 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.95 to the Company's Current Report on Form 8-K filed February 26, 2019).
<a href="#"><u>4.80</u></a>	Amended and Restated Trust Agreement, dated as of February 21, 2019, among Credit Acceptance Funding LLC 2019-1, each of the initial members of the Board of Trustees of the Trust and U.S. Bank Trust National Association (incorporated by reference to Exhibit 4.96 to the Company's Current Report on Form 8-K filed February 26, 2019).
<a href="#"><u>4.81</u></a>	Sale and Contribution Agreement, dated as of February 21, 2019, between the Company and Credit Acceptance Funding LLC 2019-1 (incorporated by reference to Exhibit 4.97 to the Company's Current Report on Form 8-K filed February 26, 2019).
<a href="#"><u>4.82</u></a>	Indenture, dated as of March 7, 2019, among Credit Acceptance Corporation, the Guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.99 to the Company's Current Report on Form 8-K filed March 8, 2019).
<a href="#"><u>4.83</u></a>	Registration Rights Agreement, dated March 7, 2019, among Credit Acceptance Corporation, Buyers Vehicle Protection Plan, Inc., Vehicle Remarketing Services, Inc. and the representative of the initial purchasers of Credit Acceptance Corporation's 6.625% Senior Notes due 2026 (incorporated by reference to Exhibit 4.100 to the Company's Current Report on Form 8-K filed March 8, 2019).
<a href="#"><u>4.84</u></a>	Fifth Amendment to Sixth Amended and Restated Credit Agreement, dated as of June 24, 2019, among the Company, Comerica Bank and the other banks signatory thereto and Comerica Bank, as administrative agent for the banks (incorporated by reference to Exhibit 4.101 to the Company's Current Report on Form 8-K filed June 26, 2019).
<a href="#"><u>4.85</u></a>	Amendment No. 2 to the Sixth Amended and Restated Loan and Security Agreement, dated as of July 12, 2019, by and among the Company, CAC Warehouse Funding Corporation II, the lenders from time to time party thereto and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.102 to the Company's Current Report on Form 8-K filed July 15, 2019).
<a href="#"><u>4.86</u></a>	Fourth Amendment to Loan Security Agreement, dated as of July 16, 2019, among the Company, CAC Warehouse Funding LLC V and Fifth Third Bank (incorporated by reference to Exhibit 4.103 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019).

<a href="#"><u>4.87</u></a>	Second Amendment to Loan and Security Agreement, dated as of July 18, 2019, among the Company, CAC Warehouse Funding LLC VII, the lenders and managing agents from time to time party thereto, Credit Suisse International and Credit Suisse AG, New York Branch (incorporated by reference to Exhibit 4.104 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019).
<a href="#"><u>4.88</u></a>	Second Amendment to Loan and Security Agreement, dated as of July 25, 2019, among the Company, CAC Warehouse Funding LLC VI and Flagstar Bank, FSB (incorporated by reference to Exhibit 4.105 to the Company's Current Report on Form 8-K filed July 26, 2019).
<a href="#"><u>4.89</u></a>	Loan and Security Agreement, dated as of July 26, 2019, among the Company, CAC Warehouse Funding LLC VIII, the lenders from time to time party thereto, Citizens Bank N.A. and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.106 to the Company's Current Report on Form 8-K filed July 29, 2019).
<a href="#"><u>4.90</u></a>	Sale and Contribution Agreement, dated as of July 26, 2019, between the Company and CAC Warehouse Funding LLC VIII (incorporated by reference to Exhibit 4.107 to the Company's Current Report on Form 8-K filed July 29, 2019).
<a href="#"><u>4.91</u></a>	Backup Servicing Agreement, dated as of July 26, 2019, among the Company, CAC Warehouse Funding LLC VIII, Citizens Bank, N.A. and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.108 to the Company's Current Report on Form 8-K filed July 29, 2019).
<a href="#"><u>4.92</u></a>	First Amendment to Amended and Restated Loan and Security Agreement, dated as of July 26, 2019, among the Company, CAC Warehouse Funding LLC IV, Bank of Montreal, Citizens Bank, N.A., BMO Capital Markets Corp. and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.110 to the Company's Current Report on Form 8-K filed July 29, 2019).
<a href="#"><u>4.93</u></a>	Amended and Restated Backup Servicing Agreement, dated as of July 26, 2019, 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 Exhibit 4.111 to the Company's Current Report on Form 8-K filed July 29, 2019).
<a href="#"><u>4.94</u></a>	Loan and Security Agreement, dated as of August 28, 2019, among the Company, Credit Acceptance Funding LLC 2019-2 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.112 to the Company's Current Report on Form 8-K filed September 4, 2019).
<a href="#"><u>4.95</u></a>	Backup Servicing Agreement, dated as of August 28, 2019, among the Company, Credit Acceptance Funding LLC 2019-2 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.113 to the Company's Current Report on Form 8-K filed September 4, 2019).
<a href="#"><u>4.96</u></a>	Sale and Contribution Agreement, dated as of August 28, 2019, between the Company and Credit Acceptance Funding LLC 2019-2 (incorporated by reference to Exhibit 4.114 to the Company's Current Report on Form 8-K filed September 4, 2019).
<a href="#"><u>4.97</u></a>	Amendment No. 3 to the Sixth Amended and Restated Loan and Security Agreement, dated as of August 16, 2019, among the Company, CAC Warehouse Funding Corporation II, the lenders from time to time party thereto and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.116 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019).
<a href="#"><u>4.98</u></a>	Second Amended and Restated Backup Servicing Agreement, dated as of August 16, 2019, among the Company, CAC Warehouse Funding Corporation II and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.117 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2019).
<a href="#"><u>4.99</u></a>	Indenture dated as of November 21, 2019, between Credit Acceptance Auto Loan Trust 2019-3 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.118 to the Company's Current Report on Form 8-K filed November 26, 2019).
<a href="#"><u>4.100</u></a>	Sale and Servicing Agreement, dated as of November 21, 2019, among the Company, Credit Acceptance Auto Loan Trust 2019-3, Credit Acceptance Funding LLC 2019-3 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.119 to the Company's Current Report on Form 8-K filed November 26, 2019).
<a href="#"><u>4.101</u></a>	Backup Servicing Agreement, dated as of November 21, 2019, among the Company, Credit Acceptance Funding LLC 2019-3, Credit Acceptance Auto Loan Trust 2019-3 and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.120 to the Company's Current Report on Form 8-K filed November 26, 2019).
<a href="#"><u>4.102</u></a>	Amended and Restated Trust Agreement, dated as of November 21, 2019, among Credit Acceptance Funding LLC 2019-3 and U.S. Bank Trust National Association (incorporated by reference to Exhibit 4.121 to the Company's Current Report on Form 8-K filed November 26, 2019).
<a href="#"><u>4.103</u></a>	Sale and Contribution Agreement, dated as of November 21, 2019, between the Company and Credit Acceptance Funding LLC 2019-3 (incorporated by reference to Exhibit 4.122 to the Company's Current Report on Form 8-K filed November 26, 2019).

Amended and Restated Intercreditor Agreement, dated November 21, 2019, among the Company, CAC Warehouse Funding Corporation II, CAC Warehouse Funding LLC IV, CAC Warehouse Funding LLC V, CAC Warehouse Funding LLC VI, CAC Warehouse Funding LLC VII, CAC Warehouse Funding LLC VIII, Credit Acceptance Funding LLC 2019-3, Credit Acceptance Funding LLC 2019-2, Credit Acceptance Funding LLC 2019-1, Credit Acceptance Funding LLC 2018-3, Credit Acceptance Funding LLC 2018-2, Credit Acceptance Funding LLC 2018-1, 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 Auto Loan Trust 2019-3, Credit Acceptance Auto Loan Trust 2019-1, Credit Acceptance Auto Loan Trust 2018-3, Credit Acceptance Auto Loan Trust 2018-2, Credit Acceptance Auto Loan Trust 2018-1, 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, Wells Fargo Bank, National Association, as agent, Fifth Third Bank, as agent, Bank of Montreal, as agent, Flagstar Bank, FSB, as agent, Citizens Bank, N.A., as agent, and Comerica Bank, as agent (incorporated by reference to Exhibit 4.123 to the Company's Current Report on Form 8-K filed November 26, 2019).

[4.104](#)

[4.105](#)

Indenture, dated as of December 18, 2019, among the Company, the Guarantors named therein and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.124 to the Company's Current Report on Form 8-K filed December 18, 2019).

[4.106](#)

Third Amendment to Loan and Security Agreement, dated as of December 19, 2019, among the Company, CAC Warehouse Funding LLC VII, Credit Suisse AG, New York Branch and Wells Fargo Bank, National Association (incorporated by reference to Exhibit 4.125 to the Company's Current Report on Form 8-K filed December 19, 2019).

[10.1](#)

Form of Restricted Stock Grant Agreement (incorporated by reference to Exhibit 10(q)(4) to the Company's Current Report on Form 8-K filed February 28, 2007).\*

[10.2](#)

Credit Acceptance Corporation Amended and Restated Incentive Compensation Plan, as amended, April 6, 2009 (incorporated by reference to Annex A to the Company's Definitive Proxy Statement on Schedule 14A filed April 10, 2009).\*

[10.3](#)

Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10(q)(11) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009).\*

[10.4](#)

Form of Board of Directors Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10(q)(12) to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009).\*

[10.5](#)

Restricted Stock Unit Award Agreement, dated March 26, 2012, between the Company and Brett A. Roberts (incorporated by reference to Exhibit 10.16 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012).\*

[10.6](#)

Restricted Stock Award Agreement, dated March 26, 2012, between the Company and Brett A. Roberts (incorporated by reference to Exhibit 10.17 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012).\*

[10.7](#)

Credit Acceptance Corporation Amended and Restated Incentive Compensation Plan, as amended, March 26, 2012 (incorporated by reference to Annex A to the Company's Definitive Proxy Statement on Schedule 14A filed April 5, 2012).\*

[10.8](#)

Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.19 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013).\*

[10.9](#)

Shareholder Agreement, dated as of January 3, 2017, between the Company and Donald A. Foss (incorporated by reference to Exhibit 10.18 to the Company's Current Report on Form 8-K filed January 4, 2017).\*

[10.10](#)

Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.19 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017).\*

[10.11](#)

Amendment to Shareholder Agreement dated September 15, 2017, between the Company and Donald A. Foss (incorporated by reference to Exhibit 10.19 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017).\*

[10.12](#)

Amendment to Shareholder Agreement dated November 29, 2017, between the Company and Donald A. Foss.\*

[10.13](#)

Form of Director Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2019).\*

[21](#)

Schedule of Credit Acceptance Corporation Subsidiaries.

[23](#)

Consent of Grant Thornton LLP.

[31.1](#)

Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.

[31.2](#)

Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.

[32.1](#)

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.

[32.2](#)

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(SCH)

Inline XBRL Taxonomy Extension Schema Document.

101(CAL)	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101(DEF)	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101(LAB)	Inline XBRL Taxonomy Label Linkbase Document.
101(PRE)	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (included in Exhibit 101).

\* Management contract or compensatory plan or arrangement.

Other instruments, notes or extracts from agreements defining the rights of holders of long-term debt of the Company or its subsidiaries have not been filed because (i) in each case the total amount of long-term debt permitted thereunder does not exceed 10% of the Company's consolidated assets and (ii) the Company hereby agrees that it will furnish such instruments, notes and extracts to the Securities and Exchange Commission upon its request.

Amendments and modifications to other exhibits previously filed have been omitted when in the opinion of the registrant such exhibits as amended or modified are no longer material or, in certain instances, are no longer required to be filed as exhibits.

#### **ITEM 16. FORM 10-K SUMMARY**

None.

## SIGNATURES

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

### CREDIT ACCEPTANCE CORPORATION

By: /s/ BRETT A. ROBERTS

Brett A. Roberts

*Chief Executive Officer*

Date: February 11, 2020

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on February 11, 2020 on behalf of the registrant and in the capacities indicated.

#### Signature

#### Title

/s/ BRETT A. ROBERTS

Brett A. Roberts

Chief Executive Officer and Director

(Principal Executive Officer)

/s/ KENNETH S. BOOTH

Kenneth S. Booth

Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

/s/ THOMAS N. TRYFOROS

Thomas N. Tryforos

Lead Director

/s/ GLENDA J. FLANAGAN

Glenda J. Flanagan

Director

/s/ SCOTT J. VASSALLUZZO

Scott J. Vassalluzzo

Director

## DESCRIPTION OF COMMON STOCK OF CREDIT ACCEPTANCE CORPORATION

The following description of certain matters with respect to the Common Stock, \$.01 par value ("Common Stock"), of Credit Acceptance Corporation (referred to as the "Company," "Credit Acceptance," "we," "our" or "us") is a summary and does not purport to be a complete legal description of the Common Stock. The following description is subject to and qualified in its entirety by reference to our restated articles of incorporation, as amended (our "Articles of Incorporation"), and our amended and restated bylaws, as amended (our "Bylaws"), a copy of each of which is incorporated by reference as an exhibit to our Annual Report on Form 10-K for the fiscal year ended December 31, 2019. We encourage you to read our Articles of Incorporation and Bylaws and relevant provisions of the Michigan business corporation act (the "MBCA") for additional information.

### Authorized Capital Stock

Under our Articles of Incorporation, our authorized capital stock consists of 80,000,000 shares of Common Stock and 1,000,000 shares of Preferred Stock, \$.01 par value ("Preferred Stock").

### Common Stock

*Fully Paid and Nonassessable.* All of the outstanding shares of Common Stock are fully paid and nonassessable.

*Voting Rights.* Each holder of Common Stock is entitled to cast one vote for each share held of record on all matters submitted to a vote of shareholders, including the election of directors. When an action other than the election of directors is to be taken by a vote of our shareholders, it will be authorized by a majority of the votes cast by the holders of shares entitled to vote on the action, unless a greater vote is required by the laws of the State of Michigan. In the case of any election of directors, directors are elected by a plurality of the votes cast. Holders of Common Stock have no cumulative voting rights.

*Dividends.* Holders of Common Stock are entitled to receive dividends or other distributions declared by the board of directors. The ability of the board of directors to declare dividends on the Common Stock is subject to the rights of any holders of Preferred Stock and the availability under the MBCA of sufficient funds to pay dividends. We have not issued any shares of Preferred Stock. The declaration and payment of dividends is subject to the discretion of our board of directors and depends on various factors, including our net income, financial condition, cash requirements, future prospects and other factors deemed relevant by our board of directors.

*Liquidation Rights.* If our company is dissolved, the holders of Common Stock will share ratably in the distribution of all assets that remain after we pay all of our liabilities and satisfy our obligations to the holders of any Preferred Stock, to the extent that any Preferred Stock is authorized and issued.

*Preemptive and Other Rights.* Holders of Common Stock have no preemptive rights to purchase or subscribe for any stock or other securities of the Company, and there are no conversion rights or redemption or sinking fund provisions with respect to the Common Stock.

### Preferred Stock

Our Articles of Incorporation authorize our board of directors to establish one or more series of Preferred Stock, each series to bear a distinctive designation. Unless required by law or by any applicable stock exchange rule, the authorized shares of Preferred Stock will be available for issuance without further action by our shareholders. Our board of directors is authorized to determine the relative rights, powers, preferences, limitations and restrictions of each series of Preferred Stock, which shall be stated in the resolutions of the board of directors providing for the issuance of the series of Preferred Stock.

### Provisions That May Discourage Takeovers

The MBCA, our Articles of Incorporation and our Bylaws contain provisions that may have the effect of discouraging transactions involving an actual or threatened change of control of the Company. These provisions could protect the continuity

of our directors and management and possibly deprive our shareholders of an opportunity to sell their shares of Common Stock at prices higher than the prevailing market prices.

*Availability of Authorized but Unissued Shares.* Under the terms of our Articles of Incorporation, our board of directors may issue shares of authorized Common Stock without shareholder approval. However, the listing requirements of the Nasdaq Stock Market, which would apply so long as the Common Stock is listed on the Nasdaq Stock Market, require shareholder approval of certain issuances equal to or exceeding 20% of the then-outstanding voting power or then-outstanding number of shares of Common Stock. If our board of directors causes us to issue shares to persons supportive of current management, such issuance could render more difficult or discourage an attempt to obtain control of the Company by means of a merger, tender offer, proxy contest or otherwise. Authorized but unissued shares also could be used to dilute the stock ownership of persons seeking to obtain control of the Company, including dilution through a shareholder rights plan of the type commonly known as a “poison pill,” which our board of directors could adopt without a shareholder vote.

*Issuance of Preferred Stock.* Our board of directors could cause us to issue shares of Preferred Stock having voting rights that adversely affect the voting power of holders of Common Stock, which could have the effect of delaying, deferring or impeding a change in control of the Company.

*No Cumulative Voting.* Under the MBCA, shareholders do not have cumulative voting rights for the election of directors unless the articles of incorporation so provide. Our Articles of Incorporation do not provide for cumulative voting.

*Limitation on Calling Special Meetings of Shareholders.* The MBCA allows the board of directors or officers, directors or shareholders authorized in our Bylaws to call special meetings of shareholders. Our Bylaws provide that a special meeting may be called by our board of directors, the Chairman of the Board (if the office is filled) or the President and shall be called by the President or the Secretary at the written request of shareholders holding a majority of the shares of stock of the Company outstanding and entitled to vote. Business to be transacted at a special meeting is limited by our Bylaws to the purpose or purposes stated in the notice of the meeting.

*Action Without Meeting of Shareholders.* Any action required or permitted by the MBCA to be taken at a meeting of shareholders may be taken without a meeting, without prior notice and without a vote only if all the shareholders entitled to vote consent in writing.

*Business Combinations.* We are currently not subject to the requirements of Chapter 7A of the MBCA (“Chapter 7A”), which regulates business combinations involving Michigan corporations, but our board of directors may at any time elect by resolution for the Company to be subject to such requirements. Chapter 7A provides that a business combination subject to Chapter 7A between a covered Michigan corporation or any of its subsidiaries and an interested shareholder or affiliate of an interested shareholder generally requires approval by an affirmative vote of not less than 90% of the votes of each class of stock entitled to be cast by the shareholders of the corporation and not less than two-thirds of the votes of each class of stock entitled to be cast by the shareholders of the corporation other than voting shares beneficially owned by the interested shareholder or an affiliate or associate of the interested shareholder. These requirements do not apply if (1) the corporation’s board of directors approves the transaction before the interested shareholder becomes such or (2) the transaction satisfies certain fairness standards, certain other conditions are met and the interested shareholder has been such for at least five years. For purposes of Chapter 7A, “interested shareholder” is defined generally to include, subject to certain exceptions, any person that is the beneficial owner, directly or indirectly, of 10% or more of the voting power of the outstanding voting shares of the corporation. Chapter 7A business combinations include, among other transactions, certain mergers, certain share exchanges, certain significant asset transfers, certain disproportionate issuances of shares to an interested shareholder or affiliate of an interested shareholder, certain reclassifications and recapitalizations that disproportionately increase the ownership by an interested shareholder or affiliate of an interested shareholder of any class of equity securities of the corporation, and the adoption of a plan of liquidation or dissolution in which an interested shareholder or affiliate of an interested shareholder would receive anything other than cash.

## **Bylaw Amendments**

Our Bylaws may be amended, altered or repealed, in whole or in part, by the shareholders or by our board of directors.

**CREDIT ACCEPTANCE CORPORATION**  
**SCHEDULE OF CREDIT ACCEPTANCE CORPORATION SUBSIDIARIES**  
**AS OF December 31, 2019**

The following is a list of subsidiaries as of the date of this filing of Credit Acceptance Corporation, other than subsidiaries which, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary, as defined by the Securities and Exchange Commission Regulation S-X.

Buyers Vehicle Protection Plan, Inc
CAC International Holdings, LLC
CAC of Canada Company
CAC Reinsurance, Ltd.
CAC Scotland
CAC Warehouse Funding Corporation II
CAC Warehouse Funding LLC IV
CAC Warehouse Funding LLC V
CAC Warehouse Funding LLC VI
CAC Warehouse Funding LLC VII
CAC Warehouse Funding LLC VIII
Credit Acceptance Auto Loan Trust 2016-3
Credit Acceptance Auto Loan Trust 2017-1
Credit Acceptance Auto Loan Trust 2017-2
Credit Acceptance Auto Loan Trust 2017-3
Credit Acceptance Auto Loan Trust 2018-1
Credit Acceptance Auto Loan Trust 2018-2
Credit Acceptance Auto Loan Trust 2018-3
Credit Acceptance Auto Loan Trust 2019-1
Credit Acceptance Auto Loan Trust 2019-3
Credit Acceptance Auto Loan Trust 2020-1
Credit Acceptance Corporation of South Dakota, Inc.
Credit Acceptance Funding LLC 2016-1
Credit Acceptance Funding LLC 2016-2
Credit Acceptance Funding LLC 2016-3
Credit Acceptance Funding LLC 2017-1
Credit Acceptance Funding LLC 2017-2
Credit Acceptance Funding LLC 2017-3
Credit Acceptance Funding LLC 2018-1
Credit Acceptance Funding LLC 2018-2
Credit Acceptance Funding LLC 2018-3
Credit Acceptance Funding LLC 2019-1
Credit Acceptance Funding LLC 2019-2
Credit Acceptance Funding LLC 2019-3
Credit Acceptance Funding LLC 2020-1
Chapter 4 Properties, LLC
Vehicle Remarketing Services, Inc.
VSC Re Company



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated February 11, 2020, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of Credit Acceptance Corporation and subsidiaries on Form 10-K for the year ended December 31, 2019. We consent to the incorporation by reference of said reports in the Registration Statements of Credit Acceptance Corporation and subsidiaries on Forms S-3 (File No. 333-18301 and File No. 333-187778) and on Forms S-8 (File No. 333-67348, File No. 333-91734, File No. 333-111831, File No. 333-120756 and File No. 333-187105).

/s/ GRANT THORNTON LLP

Southfield, Michigan  
February 11, 2020

## Credit Acceptance Corporation

CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002

I, Brett A. Roberts, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2019 of Credit Acceptance Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 11, 2020

By: /s/ Brett A. Roberts  
Brett A. Roberts  
Chief Executive Officer  
(Principal Executive Officer)

## Credit Acceptance Corporation

CERTIFICATION PURSUANT TO SECTION 302  
OF THE SARBANES-OXLEY ACT OF 2002

I, Kenneth S. Booth, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2019 of Credit Acceptance Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 11, 2020

By: /s/ Kenneth S. Booth  
Kenneth S. Booth  
Chief Financial Officer  
(Principal Financial Officer)

**Credit Acceptance Corporation****CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Credit Acceptance Corporation (the "Company") for the period ending December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brett A. Roberts, as Chief Executive Officer of the Company, hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 11, 2020

By: /s/ Brett A. Roberts  
Brett A. Roberts  
Chief Executive Officer  
(Principal Executive Officer)

**Credit Acceptance Corporation****CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Credit Acceptance Corporation (the "Company") for the period ending December 31, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Kenneth S. Booth, as Chief Financial Officer of the Company, hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 11, 2020

By: /s/ Kenneth S. Booth  
Kenneth S. Booth  
Chief Financial Officer  
(Principal Financial Officer)