

NETSOL TECHNOLOGIES INC
Form 4
April 04, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BECKERT EUGEN

2. Issuer Name and Ticker or Trading Symbol
NETSOL TECHNOLOGIES INC
[NTWK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O NETSOL TECHNOLOGIES, INC., 24025 PARK SORRENTO, SUITE 410

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CALABASAS, CA 91302

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/01/2014		A	422 A \$ 0 (1)	19,316	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BECKERT EUGEN C/O NETSOL TECHNOLOGIES, INC. 24025 PARK SORRENTO, SUITE 410 CALABASAS, CA 91302	X			

Signatures

/s/ Eugen Beckert 04/02/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Issued as component of director's compensation earned as of March 31, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

e="vertical-align:bottom;background-color:#cceeff;padding-left:2px;padding-top:2px;padding-bottom:2px;"> 33.7

Transfers (2)
(4.6
)

4.6

Write-offs

(1.1
)

(0.1
)

(1.2
)

Recoveries (3)
0.4

0.1

0.5

Net change in other loans

(0.3
)

—

(0.3
)

Balance, end of period

\$
2,315.3

\$
300.3

\$
2,615.6

(In millions)

For the Three Months Ended September 30, 2013

Dealer Loans

Purchased Loans

Explanation of Responses:

Total
Balance, beginning of period

\$
2,041.4

\$
237.1

\$
2,278.5

New Consumer Loan assignments (1)

335.3

33.9

369.2

Principal collected on Loans receivable

(299.1
)

(31.4
)

(330.5
)

Accelerated Dealer Holdback payments

10.4

—

10.4

Dealer Holdback payments

27.8

—

27.8

Transfers (2)

Explanation of Responses:

(4.6
)

4.6

—

Write-offs

(1.6
)

—

(1.6
)

Recoveries (3)

0.5

0.1

0.6

Net change in other loans

(0.1
)

—

(0.1
)

Balance, end of period

\$
2,110.0

\$
244.3

\$
2,354.3

13

Explanation of Responses:

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

(In millions)	For the Nine Months Ended September 30, 2014		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$2,155.5	\$252.7	\$2,408.2
New Consumer Loan assignments (1)	1,103.6	142.8	1,246.4
Principal collected on Loans receivable	(1,060.5	) (111.2	) (1,171.7
Accelerated Dealer Holdback payments	31.6	—	31.6
Dealer Holdback payments	101.5	—	101.5
Transfers (2)	(16.0	) 16.0	—
Write-offs	(2.0	) (0.1	) (2.1
Recoveries (3)	1.4	0.1	1.5
Net change in other loans	0.2	—	0.2
Balance, end of period	\$2,315.3	\$300.3	\$2,615.6

(In millions)	For the Nine Months Ended September 30, 2013		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$1,869.4	\$240.5	\$2,109.9
New Consumer Loan assignments (1)	1,048.0	90.2	1,138.2
Principal collected on Loans receivable	(908.4	) (100.0	) (1,008.4
Accelerated Dealer Holdback payments	30.8	—	30.8
Dealer Holdback payments	86.3	—	86.3
Transfers (2)	(13.5	) 13.5	—
Write-offs	(4.6	) (0.1	) (4.7
Recoveries (3)	1.7	0.2	1.9
Net change in other loans	0.3	—	0.3
Balance, end of period	\$2,110.0	\$244.3	\$2,354.3

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

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

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

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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)

(UNAUDITED)

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

(In millions)	For the Three Months Ended September 30, 2014		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$709.6	\$124.5	\$834.1
New Consumer Loan assignments (1)	137.7	17.9	155.6
Finance charge income	(138.6	) (19.4	) (158.0
Forecast changes	7.3	2.5	9.8
Transfers (2)	(1.1	) 2.3	1.2
Balance, end of period	\$714.9	\$127.8	\$842.7

(In millions)	For the Three Months Ended September 30, 2013		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$654.8	\$111.3	\$766.1
New Consumer Loan assignments (1)	138.1	13.7	151.8
Finance charge income	(131.0	) (17.7	) (148.7
Forecast changes	7.6	1.4	9.0
Transfers (2)	(1.9	) 3.4	1.5
Balance, end of period	\$667.6	\$112.1	\$779.7

(In millions)	For the Nine Months Ended September 30, 2014		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$667.5	\$112.8	\$780.3
New Consumer Loan assignments (1)	445.2	54.5	499.7
Finance charge income	(411.7	) (57.0	) (468.7
Forecast changes	19.0	8.6	27.6
Transfers (2)	(5.1	) 8.9	3.8
Balance, end of period	\$714.9	\$127.8	\$842.7

(In millions)	For the Nine Months Ended September 30, 2013		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$602.9	\$115.2	\$718.1
New Consumer Loan assignments (1)	437.1	37.0	474.1
Finance charge income	(384.5	) (54.6	) (439.1
Forecast changes	17.7	5.3	23.0
Transfers (2)	(5.6	) 9.2	3.6
Balance, end of period	\$667.6	\$112.1	\$779.7

(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.

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

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

(In millions)	For the Three Months Ended September 30, 2014		
	Dealer Loans	Purchased Loans	Total
Contractual net cash flows at the time of assignment (1)	\$523.9	\$93.5	\$617.4
Expected net cash flows at the time of assignment (2)	480.6	66.7	547.3
Fair value at the time of assignment (3)	342.9	48.8	391.7

(In millions)	For the Three Months Ended September 30, 2013		
	Dealer Loans	Purchased Loans	Total
Contractual net cash flows at the time of assignment (1)	\$515.3	\$66.2	\$581.5
Expected net cash flows at the time of assignment (2)	473.4	47.6	521.0
Fair value at the time of assignment (3)	335.3	33.9	369.2

(In millions)	For the Nine Months Ended September 30, 2014		
	Dealer Loans	Purchased Loans	Total
Contractual net cash flows at the time of assignment (1)	\$1,684.8	\$274.7	\$1,959.5
Expected net cash flows at the time of assignment (2)	1,548.8	197.3	1,746.1
Fair value at the time of assignment (3)	1,103.6	142.8	1,246.4

(In millions)	For the Nine Months Ended September 30, 2013		
	Dealer Loans	Purchased Loans	Total
Contractual net cash flows at the time of assignment (1)	\$1,604.0	\$176.0	\$1,780.0
Expected net cash flows at the time of assignment (2)	1,485.1	127.2	1,612.3
Fair value at the time of assignment (3)	1,048.0	90.2	1,138.2

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

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

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

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(UNAUDITED)

Credit Quality

We monitor and evaluate the credit quality of Consumer Loans assigned under our Portfolio and Purchase Programs on a monthly basis by comparing our current forecasted collection rates to our initial expectations. For additional information regarding credit quality, see Note 3 to the consolidated financial statements. The following table compares our forecast of Consumer Loan collection rates as of September 30, 2014, with the forecasts as of June 30, 2014, as of December 31, 2013, and at the time of assignment, segmented by year of assignment:

Consumer Loan Assignment Year	Forecasted Collection Percentage as of (1)				Variance in Forecasted Collection Percentage from			
	September 30, 2014	June 30, 2014	December 31, 2013	Initial Forecast	June 30, 2014	December 31, 2013	Initial Forecast	
2005	73.7	% 73.7	% 73.7	% 74.0	% 0.0	% 0.0	% -0.3	%
2006	70.0	% 70.0	% 70.0	% 71.4	% 0.0	% 0.0	% -1.4	%
2007	68.0	% 68.0	% 67.9	% 70.7	% 0.0	% 0.1	% -2.7	%
2008	70.3	% 70.3	% 70.1	% 69.7	% 0.0	% 0.2	% 0.6	%
2009	79.4	% 79.3	% 79.2	% 71.9	% 0.1	% 0.2	% 7.5	%
2010	77.2	% 77.2	% 77.0	% 73.6	% 0.0	% 0.2	% 3.6	%
2011	74.0	% 74.1	% 74.1	% 72.5	% -0.1	% -0.1	% 1.5	%
2012	73.4	% 73.4	% 73.5	% 71.4	% 0.0	% -0.1	% 2.0	%
2013	73.5	% 73.3	% 73.3	% 72.0	% 0.2	% 0.2	% 1.5	%
2014 (2)	72.9	% 72.8	% —	72.3	% 0.1	% —	0.6	%

Represents the total forecasted collections we expect to collect on the Consumer Loans as a percentage of the (1) repayments that we were contractually owed on the Consumer Loans at the time of assignment. Contractual repayments include both principal and interest.

The forecasted collection rate for 2014 Consumer Loans as of September 30, 2014 includes both Consumer Loans (2) that were in our portfolio as of June 30, 2014 and Consumer Loans assigned during the most recent quarter. The following table provides forecasted collection rates for each of these segments:

2014 Consumer Loan Assignment Period	Forecasted Collection Percentage as of			Variance	
	September 30, 2014	June 30, 2014			
January 1, 2014 through June 30, 2014	73.3	% 72.8	% 0.5	%	
July 1, 2014 through September 30, 2014	71.8	% —	—	%	

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

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 value of the majority of our Loan portfolio by year of assignment. We are able to segment our Loan portfolio by the performance of the Loan pools. Performance considers both the amount and timing of expected net cash flows and is measured by comparing the balance of the Loan pool to the discounted value of the expected future net cash flows of each Loan pool using the yield established at the time of assignment. The following table segments our Loan portfolio by the performance of the Loan pools:

(In millions)	As of September 30, 2014			Loan Pool Performance Less than Initial		
	Loan Pool Performance Meets or Exceeds Initial Estimates			Estimates		
	Dealer Loans	Purchased Loans	Total	Dealer Loans	Purchased Loans	Total
Loans receivable	\$724.9	\$258.5	\$983.4	\$1,590.4	\$41.8	\$1,632.2
Allowance for credit losses	—	—	—	(199.1)	(9.1)	(208.2)
Loans receivable, net	\$724.9	\$258.5	\$983.4	\$1,391.3	\$32.7	\$1,424.0

(In millions)	As of December 31, 2013			Loan Pool Performance Less than Initial		
	Loan Pool Performance Meets or Exceeds Initial Estimates			Estimates		
	Dealer Loans	Purchased Loans	Total	Dealer Loans	Purchased Loans	Total
Loans receivable	\$681.4	\$227.3	\$908.7	\$1,474.1	\$25.4	\$1,499.5
Allowance for credit losses	—	—	—	(185.7)	(9.7)	(195.4)
Loans receivable, net	\$681.4	\$227.3	\$908.7	\$1,288.4	\$15.7	\$1,304.1

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

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

(In millions)	For the Three Months Ended September 30, 2014		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$195.8	\$9.0	\$204.8
Provision for credit losses	4.0	0.1	4.1
Write-offs	(1.1	) (0.1	) (1.2
Recoveries (1)	0.4	0.1	0.5
Balance, end of period	\$199.1	\$9.1	\$208.2

(In millions)	For the Three Months Ended September 30, 2013		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$175.5	\$10.3	\$185.8
Provision for credit losses	6.4	(0.3	) 6.1
Write-offs	(1.6	) —	(1.6
Recoveries (1)	0.5	0.1	0.6
Balance, end of period	\$180.8	\$10.1	\$190.9

(In millions)	For the Nine Months Ended September 30, 2014		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$185.7	\$9.7	\$195.4
Provision for credit losses	14.0	(0.6	) 13.4
Write-offs	(2.0	) (0.1	) (2.1
Recoveries (1)	1.4	0.1	1.5
Balance, end of period	\$199.1	\$9.1	\$208.2

(In millions)	For the Nine Months Ended September 30, 2013		
	Dealer Loans	Purchased Loans	Total
Balance, beginning of period	\$167.4	\$9.0	\$176.4
Provision for credit losses	16.3	1.0	17.3
Write-offs	(4.6	) (0.1	) (4.7
Recoveries (1)	1.7	0.2	1.9
Balance, end of period	\$180.8	\$10.1	\$190.9

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

During the second quarter of 2013, we enhanced our methodology for forecasting future collections on Loans through the utilization of more recent data, different segmentations and new forecast variables. Implementation of the enhanced forecasting methodology increased the provision for credit losses by \$3.0 million for the second quarter of 2013, of which \$1.2 million related to Dealer Loans and \$1.8 million related to Purchased Loans.

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6. DEBT

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. General information for each of our financing transactions in place as of September 30, 2014 is as follows:

(Dollars in millions)

Financings	Wholly-owned Subsidiary	Maturity Date	Financing Amount	Interest Rate as of September 30, 2014 At our option, either LIBOR plus 187.5 basis points or the prime rate plus 87.5 basis points Commercial paper rate or LIBOR plus 200 basis points (4) LIBOR plus 200 basis points (4) LIBOR plus 160 basis points (4)
Revolving Secured Line of Credit	n/a	06/23/2017	\$235.0	LIBOR plus 187.5 basis points or the prime rate plus 87.5 basis points Commercial paper rate or LIBOR plus 200 basis points (4) LIBOR plus 200 basis points (4) LIBOR plus 160 basis points (4)
Warehouse Facility II (1)	CAC Warehouse Funding Corp. II	07/18/2017 (3)	\$325.0	LIBOR plus 200 basis points (4) LIBOR plus 200 basis points (4) LIBOR plus 160 basis points (4)
Warehouse Facility IV (1)	CAC Warehouse Funding LLC IV	04/05/2016 (3)	\$75.0	LIBOR plus 200 basis points (4) LIBOR plus 160 basis points (4)
Warehouse Facility V (1)(2)	CAC Warehouse Funding LLC V	09/10/2017 (5)	\$75.0	LIBOR plus 160 basis points (4)
Term ABS 2012-1 (1)	Credit Acceptance Funding LLC 2012-1	03/17/2014 (3)	\$201.3	Fixed rate
Term ABS 2012-2 (1)	Credit Acceptance Funding LLC 2012-2	09/15/2014 (3)	\$252.0	Fixed rate
Term ABS 2013-1 (1)	Credit Acceptance Funding LLC 2013-1	04/15/2015 (3)	\$140.3	Fixed rate
Term ABS 2013-2 (1)	Credit Acceptance Funding LLC 2013-2	10/15/2015 (3)	\$197.8	Fixed rate
Term ABS 2014-1 (1)	Credit Acceptance Funding LLC 2014-1	04/15/2016 (3)	\$299.0	Fixed rate
Term ABS 2014-2 (1)	Credit Acceptance Funding LLC 2014-2	09/15/2016 (3)	\$349.0	Fixed rate
2021 Senior Notes	n/a	02/15/2021	\$300.0	Fixed rate

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

(2) In connection with the renewal of this warehouse facility in the third quarter of 2014, we formed a new wholly owned subsidiary, CAC Warehouse Funding LLC V, which replaced CAC Warehouse Funding III, LLC.

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

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

(5) Represents the revolving maturity date. The outstanding balance will amortize after the revolving maturity date and any amounts remaining on September 10, 2019 will be due.

Table of ContentsNOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)
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Additional information related to the amounts outstanding on each facility is as follows:

(In millions)	For the Three Months Ended		For the Nine Months Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Revolving Secured Line of Credit				
Maximum outstanding balance	\$ 163.5	\$ 179.0	\$ 204.7	\$ 195.1
Average outstanding balance	101.2	70.5	102.2	94.4
Warehouse Facility II				
Maximum outstanding balance	\$ 290.2	\$ 169.1	\$ 290.2	\$ 169.1
Average outstanding balance	152.9	136.0	89.6	91.5
Warehouse Facility IV				
Maximum outstanding balance	\$ 26.7	\$—	\$ 26.7	\$ 39.6
Average outstanding balance	24.5	—	21.7	15.7
Warehouse Facility V (1)				
Maximum outstanding balance	\$ 58.8	\$ 46.9	\$ 75.0	\$ 60.0
Average outstanding balance	2.5	42.0	7.4	27.5

(1) In connection with the renewal of this warehouse facility in the third quarter of 2014, we formed a new wholly owned subsidiary, CAC Warehouse Funding LLC V, which replaced CAC Warehouse Funding III, LLC.

(Dollars in millions)	As of			
	September 30,	December 31,		
	2014	2013		
Revolving Secured Line of Credit				
Balance outstanding	\$ 8.8	\$ 102.8		
Amount available for borrowing (1)	226.2	132.2		
Interest rate	2.03	% 2.04		%
Warehouse Facility II				
Balance outstanding	\$—	\$—		
Amount available for borrowing (1)	325.0	325.0		
Loans pledged as collateral	—	—		
Restricted cash and cash equivalents pledged as collateral	2.9	1.2		
Interest rate	2.15	% 2.17		%
Warehouse Facility IV				
Balance outstanding	\$ 25.0	\$—		
Amount available for borrowing (1)	50.0	75.0		
Loans pledged as collateral	44.9	—		
Restricted cash and cash equivalents pledged as collateral	1.4	0.2		
Interest rate	2.15	% 2.17		%
Warehouse Facility V (2)				
Balance outstanding	\$—	\$—		
Amount available for borrowing (1)	75.0	75.0		
Loans pledged as collateral	—	—		
Restricted cash and cash equivalents pledged as collateral	1.3	0.3		
Interest rate	1.75	% 1.77		%
Term ABS 2011-1				
Balance outstanding	\$—	\$ 144.2		

Explanation of Responses:

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Loans pledged as collateral	—	215.3	
Restricted cash and cash equivalents pledged as collateral	—	23.2	
Interest rate	—	% 3.01	%

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

Term ABS 2012-1				
Balance outstanding	\$88.2	\$201.3		
Loans pledged as collateral	169.7	240.4		
Restricted cash and cash equivalents pledged as collateral	22.8	23.5		
Interest rate	2.61	% 2.38		%
Term ABS 2012-2				
Balance outstanding	\$252.0	\$252.0		
Loans pledged as collateral	304.3	303.8		
Restricted cash and cash equivalents pledged as collateral	32.0	27.7		
Interest rate	1.63	% 1.63		%
Term ABS 2013-1				
Balance outstanding	\$140.3	\$140.3		
Loans pledged as collateral	183.7	184.3		
Restricted cash and cash equivalents pledged as collateral	17.6	15.3		
Interest rate	1.31	% 1.31		%
Term ABS 2013-2				
Balance outstanding	\$197.8	\$197.8		
Loans pledged as collateral	244.3	250.5		
Restricted cash and cash equivalents pledged as collateral	21.6	18.7		
Interest rate	1.67	% 1.67		%
Term ABS 2014-1				
Balance outstanding	\$299.0	\$—		
Loans pledged as collateral	440.5	—		
Restricted cash and cash equivalents pledged as collateral	34.3	—		
Interest rate	1.72	% —		%
Term ABS 2014-2				
Balance outstanding	\$349.0	\$—		
Loans pledged as collateral	444.9	—		
Restricted cash and cash equivalents pledged as collateral	70.0	—		
Interest rate	2.05	% —		%
2017 Senior Notes				
Balance outstanding (3)	\$—	\$350.2		
Interest rate	—	% 9.125		%
2021 Senior Notes				
Balance outstanding	\$300.0	\$—		
Interest rate	6.125	% —		%

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

(2) In connection with the renewal of this warehouse facility in the third quarter of 2014, we formed a new wholly owned subsidiary, CAC Warehouse Funding LLC V, which replaced CAC Warehouse Funding III, LLC.

(3) As of December 31, 2013, the outstanding balance presented for the 2017 Senior Notes includes a net unamortized debt premium of \$0.2 million.

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

Revolving Secured Line of Credit Facility

We have a \$235.0 million revolving secured line of credit facility with a commercial bank syndicate.

During the second quarter of 2014, we extended the maturity of our revolving secured line of credit facility from June 23, 2016 to June 23, 2017. There were no other material changes to the terms of the facility.

Borrowings under the revolving secured line of credit facility, including any letters of credit issued under the facility, are subject to a borrowing-base limitation. This limitation equals 80% of the net book value of Loans, less a hedging reserve (not exceeding \$1.0 million), and the amount of other debt secured by the collateral which secures the revolving secured line of credit facility. Borrowings under the revolving secured line of credit facility agreement are secured by a lien on most of our assets.

Warehouse Facilities

We have three Warehouse facilities with total borrowing capacity of \$475.0 million. Each of the facilities are with different institutional investors, and the facility limit is \$325.0 million for Warehouse Facility II and \$75.0 million for both Warehouse Facility IV and V.

On July 18, 2014, we extended the date on which Warehouse Facility II, our \$325.0 million revolving secured warehouse facility, will cease to revolve from December 27, 2015 to July 18, 2017. There were no other material changes to the terms of the facility.

On September 15, 2014, we extended the date on which one of our \$75.0 million revolving secured warehouse facilities will cease to revolve from September 10, 2015 to September 10, 2017. In connection with the extension, we formed a new wholly owned subsidiary, CAC Warehouse Funding LLC V, which replaced CAC Warehouse Funding III, LLC. The maturity of the facility was also extended from September 10, 2017 to September 10, 2019. There were no other material changes to the terms of the facility.

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 institutional investors to secure financing that will fund the cash portion of the purchase price of the Loans. The financing provided to each subsidiary under the applicable facility is limited to the lesser of 80% of the net book value of the contributed Loans plus the restricted cash and cash equivalents pledged as collateral on such Loans or the facility limit.

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

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

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Term ABS Financings

Our wholly-owned subsidiaries (the “Funding LLCs”), have completed secured financing transactions with qualified institutional investors. 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 contributed the Loans to a respective trust that issued notes to qualified institutional investors. The Term ABS 2012-1, 2012-2, 2013-1, 2013-2, 2014-1 and 2014-2 transactions each consist of three classes of notes. The Class A and Class B Notes for each Term ABS financing bear interest. The Class C Notes for each Term ABS financing do not bear interest and have been retained by us.

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

The financings create indebtedness for which the trusts are liable and which is secured by all the assets of each trust. 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. Alternatively, when a 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. The collections will then 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	24-month Revolving Period
Term ABS 2012-1	March 29, 2012	\$251.7	Through March 17, 2014
Term ABS 2012-2	September 20, 2012	\$315.1	Through September 15, 2014
Term ABS 2013-1	April 25, 2013	\$187.8	Through April 15, 2015
Term ABS 2013-2	October 31, 2013	\$250.1	Through October 15, 2015
Term ABS 2014-1	April 16, 2014	\$374.7	Through April 15, 2016
Term ABS 2014-2	September 25, 2014	\$437.6	Through September 15, 2016

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Senior Notes

On January 22, 2014, we issued \$300.0 million aggregate principal amount of 6.125% senior notes due 2021 (the “2021 senior notes”). The 2021 senior notes were issued pursuant to an indenture, dated as of January 22, 2014 (the “Indenture”), among the Company; the Company’s subsidiaries Buyers Vehicle Protection Plan, Inc. and Vehicle Remarketing Services, Inc. (collectively, 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.

The 2021 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 2021 senior notes in the future. The Indenture provides for a guarantor of the 2021 senior notes to be released from its obligations under its guarantee of the 2021 senior notes under specified circumstances.

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 (the “Redemption Date”), at a redemption price equal to 104.563% of the principal amount thereof, plus accrued and unpaid interest to but excluding the Redemption Date. 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.

Mortgage Note

On June 23, 2014, we repaid in full the \$3.6 million mortgage note with borrowings under our revolving credit facilities.

Debt Covenants

As of September 30, 2014, we were in compliance with all our debt covenants relating to the revolving secured line of credit facility, including those that require the maintenance of certain financial ratios and other financial conditions. These covenants require a minimum ratio of our earnings before interest, taxes and non-cash expenses to fixed charges. These covenants also limit the maximum ratio of our funded debt 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 debt covenants may indirectly limit the repurchase of common stock or payment of dividends on common stock.

Our Warehouse facilities and Term ABS financings also contain covenants that measure the performance of the contributed assets. As of September 30, 2014, we were in compliance with all such covenants. As of the end of the quarter, we were also in compliance with our covenants under the Indenture.

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7. DERIVATIVE AND HEDGING INSTRUMENTS

Interest Rate Caps. We utilize interest rate cap agreements to manage the interest rate risk on our Warehouse facilities. The following tables provide the terms of our interest rate cap agreements that were in effect as of September 30, 2014 and December 31, 2013:

As of September 30, 2014

Facility (in millions)	Facility Name	Purpose	Start	End	Notional (in millions)	Cap Interest Rate (1)	
\$325.0	Warehouse Facility II	Cap Floating Rate	06/2013	12/2014	\$325.0	5.50	%
75.0	Warehouse Facility IV	Cap Floating Rate	08/2011	09/2015	41.7	5.50	%
75.0	Warehouse Facility IV	Cap Floating Rate	03/2014	03/2017	33.3	5.50	%
75.0	Warehouse Facility V (2)	Cap Floating Rate	06/2012	07/2015	56.3	5.00	%

As of December 31, 2013

Facility (in millions)	Facility Name	Purpose	Start	End	Notional (in millions)	Cap Interest Rate (1)	
\$325.0	Warehouse Facility II	Cap Floating Rate	06/2013	12/2014	\$325.0	5.50	%
75.0	Warehouse Facility III (2)	Cap Floating Rate	06/2012	07/2015	56.3	5.00	%
75.0	Warehouse Facility IV	Cap Floating Rate	08/2011	09/2015	75.0	5.50	%

(1) Rate excludes the spread over the LIBOR rate or the commercial paper rate, as applicable.

(2) The interest rate caps associated with this facility were assigned from Warehouse Facility III to Warehouse Facility V in connection with the renewal of the facility during the third quarter of 2014.

The interest rate caps have not been designated as hedging instruments. As of September 30, 2014 and December 31, 2013, the interest rate caps had a fair value of less than \$0.1 million as the capped rates were significantly above market rates.

8. 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 amount of cash and cash equivalents and restricted cash and cash equivalents approximate their fair value due to the short maturity of these instruments.

Restricted Securities Available for Sale. Restricted securities consist of amounts held in trusts by TPPs to pay claims on vehicle service contracts. 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. The fair value of restricted securities are generally based on quoted market values in active markets. For commercial paper, we use model-based valuation techniques for which all

significant assumptions are observable in the market.

Net Investment in Loans Receivable. Loans receivable, net represents our net investment in Loans. The fair value is determined by calculating the present value of future Loan payment inflows and Dealer Holdback outflows estimated by us utilizing a discount rate comparable with the rate used to calculate our allowance for credit losses.

Liabilities. The fair value of our senior notes is determined using quoted market prices in an active market. The fair value of our Term ABS financings is also determined using quoted market prices, however, these instruments trade in a market with much lower trading volume. For our revolving secured line of credit, our Warehouse facilities and our mortgage note, the fair values are calculated using the estimated value of each debt instrument based on current rates for debt with similar risk profiles and maturities.

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

	As of September 30, 2014		As of December 31, 2013	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Assets				
Cash and cash equivalents	\$4.3	\$4.3	\$4.2	\$4.2
Restricted cash and cash equivalents	205.4	205.4	111.3	111.3
Restricted securities available for sale	51.4	51.4	53.6	53.6
Net investment in Loans receivable	2,407.4	2,417.2	2,212.8	2,226.7
Liabilities				
Revolving secured line of credit	\$8.8	\$8.8	\$102.8	\$102.8
Secured financing	1,351.3	1,356.9	935.6	938.9
Mortgage note	—	—	3.8	3.8
Senior notes	300.0	307.9	350.2	367.1

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 on a recurring basis, as of September 30, 2014 and December 31, 2013:
(In millions)

	As of September 30, 2014			Total Fair Value
	Level 1	Level 2	Level 3	
Assets				
Cash and cash equivalents	\$4.3	\$—	\$—	\$4.3
Restricted cash and cash equivalents	205.4	—	—	205.4
Restricted securities available for sale	47.9	3.5	—	51.4
Net investment in Loans receivable	—	—	2,417.2	2,417.2
Liabilities				
Revolving secured line of credit	\$—	\$8.8	\$—	\$8.8
Secured financing	—	1,356.9	—	1,356.9
Senior notes	307.9	—	—	307.9

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(In millions)

	As of December 31, 2013			Total Fair Value
	Level 1	Level 2	Level 3	
Assets				
Cash and cash equivalents	\$4.2	\$—	\$—	\$4.2
Restricted cash and cash equivalents	111.3	—	—	111.3
Restricted securities available for sale	25.1	28.5	—	53.6
Net investment in Loans receivable	—	—	2,226.7	2,226.7
Liabilities				
Revolving secured line of credit	\$—	\$102.8	\$—	\$102.8
Secured financing	—	938.9	—	938.9
Mortgage note	—	3.8	—	3.8
Senior notes	367.1	—	—	367.1

9. RELATED PARTY TRANSACTIONS

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

Affiliated Dealer Loan balances were \$8.0 million and \$7.5 million as of September 30, 2014 and December 31, 2013, respectively. Affiliated Dealer Loan balances were 0.3% of total consolidated Dealer Loan balances as of both September 30, 2014 and December 31, 2013. A summary of related party Loan activity is as follows:

(Dollars in millions)	For the Three Months Ended September 30,					
	2014			2013		
	Affiliated Dealer activity	% of consolidated		Affiliated Dealer activity	% of consolidated	
Dealer Loan revenue	\$0.4	0.3	%	\$0.4	0.3	%
New Consumer Loan assignments (1)	0.9	0.2	%	1.1	0.3	%
Accelerated Dealer Holdback payments	—	—	%	—	—	%
Dealer Holdback payments	0.3	0.9	%	0.4	1.4	%
(Dollars in millions)	For the Nine Months Ended September 30,					
	2014			2013		
	Affiliated Dealer activity	% of consolidated		Affiliated Dealer activity	% of consolidated	
Dealer Loan revenue	\$1.2	0.3	%	\$1.1	0.3	%
New Consumer Loan assignments (1)	3.0	0.2	%	3.5	0.3	%
Accelerated Dealer Holdback payments	0.1	0.3	%	0.1	0.3	%
Dealer Holdback payments	1.1	1.1	%	1.8	2.1	%

(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.

Our Chairman and significant shareholder has indirect control over entities that, in the past, offered secured lines of credit to automobile dealers, and has the right or obligation to reacquire these entities under certain circumstances until December 31, 2014 or the repayment of the related purchase money note.

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Table of ContentsNOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONTINUED)
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10. INCOME TAXES

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

	For the Three Months Ended		For the Nine Months Ended		
	September 30,		September 30,		
	2014	2013	2014	2013	
U.S. federal statutory rate	35.0	% 35.0	% 35.0	% 35.0	%
State income taxes	1.3	% 1.4	% 1.9	% 1.6	%
Changes in reserve for uncertain tax positions as a result of settlements and lapsed statutes and related interest	-0.4	% -0.3	% -0.4	% -0.3	%
Other	-0.1	% 0.2	% 0.1	% 0.2	%
Effective tax rate	35.8	% 36.3	% 36.6	% 36.5	%

The differences between the U.S. federal statutory rate and our effective tax rate are primarily due to state income taxes and reserves for uncertain tax positions and related interest that are included in the provision for income taxes.

11. NET INCOME PER SHARE

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

	For the Three Months		For the Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Weighted average shares outstanding:				
Common shares	21,402,969	22,991,709	21,978,263	23,323,319
Vested restricted stock units	485,622	680,926	772,605	666,526
Basic number of weighted average shares outstanding	21,888,591	23,672,635	22,750,868	23,989,845
Dilutive effect of stock options	—	27,852	4,393	34,940
Dilutive effect of restricted stock and restricted stock units	6,631	7,556	20,936	22,658
Dilutive number of weighted average shares outstanding	21,895,222	23,708,043	22,776,197	24,047,443

For the three and nine months ended September 30, 2014 and 2013, there were no stock options, restricted stock or restricted stock units that would have been anti-dilutive.

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12. STOCK REPURCHASES

Our board of directors approved a stock repurchase program which authorizes us to repurchase common shares in the open market or in privately negotiated transactions at price levels we deem attractive. On March 7, 2013, 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 September 30, 2014, we had authorization to repurchase 324,456 shares of our common stock. In addition, on September 18, 2014, our board approved a tender offer to purchase up to 995,698 shares of the Company's outstanding common stock.

The following table summarizes our stock repurchases for the three and nine months ended September 30, 2014 and 2013:

(Dollars in millions)	For the Three Months Ended September 30,			
	2014		2013	
	Number of Shares Repurchased	Cost	Number of Shares Repurchased	Cost
Stock Repurchases				
Open Market	—	\$—	282,018	\$31.3
Total	—	\$—	282,018	\$31.3

(Dollars in millions)	For the Nine Months Ended September 30,			
	2014		2013	
	Number of Shares Repurchased	Cost	Number of Shares Repurchased	Cost
Stock Repurchases				
Open Market	—	\$—	1,139,442	\$126.5
Tender Offer (1)	1,553,170	200.3	—	—
Other (2)	137,876	18.4	6,259	0.7
Total	1,691,046	\$218.7	1,145,701	\$127.2

(1) Tender Offer Cost amount includes offering costs of \$0.3 million for the nine months ended September 30, 2014.

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

13. STOCK-BASED COMPENSATION PLANS

Stock-based compensation expense consists of the following:

(In millions)	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2014	2013	2014	2013
Restricted stock	\$0.6	\$0.6	\$2.2	\$2.2
Restricted stock units	1.2	0.7	7.4	3.8
Total	\$1.8	\$1.3	\$9.6	\$6.0

A summary of the restricted stock unit activity is presented below:

Number of Restricted Stock	Weighted Average
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Explanation of Responses:

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	Units	Grant-Date Fair Value Per Share
Outstanding as of January 1, 2014	1,099,157	\$48.23
Granted	71,900	130.16
Converted	(300,875	) 26.53
Forfeited	(7,500	) 130.16
Outstanding as of September 30, 2014	862,682	61.91

During the third quarter of 2014, there were no restricted stock units granted, converted or forfeited.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (CONCLUDED)
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14. LITIGATION AND CONTINGENT LIABILITIES

In the normal course of business and as a result of the customer-oriented nature of the industry in which we operate, industry participants are frequently subject to various customer claims and litigation seeking damages and statutory penalties. The claims allege, among other theories of liability, violations of state, federal and foreign truth-in-lending, credit availability, credit reporting, customer protection, warranty, debt collection, insurance and other customer-oriented laws and regulations, including claims seeking damages for physical and mental damages relating to our repossession and sale of the customer's vehicle 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 customers 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. Many of these cases are filed as purported class actions and seek damages in large dollar amounts. The following matters include current actions to which we are a party and updates to matters that were disclosed in our Annual Report on Form 10-K for the year ended December 31, 2013.

On June 6, 2014, we received a civil investigative demand from the Federal Trade Commission relating to our various practices regarding consumers. We are cooperating with the inquiry.

On February 1, 2013, six Dealers, who had previously commenced a putative consolidated arbitration proceeding against the Company before the American Arbitration Association ("AAA") that was deemed not properly filed by the AAA on October 9, 2012, filed individual arbitrations against the Company before the AAA in Southfield, Michigan. These arbitration demands seek unspecified money damages for claims relating to the Dealer servicing agreements of these Dealers. The Company intends to vigorously defend itself against these arbitrations.

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.

15. SUBSEQUENT EVENTS

On September 19, 2014 we commenced a tender offer to repurchase 995,698 shares of the Company's outstanding common stock at a price of \$125.54 per share. Upon expiration of the tender offer on October 20, 2014, we repurchased the 995,698 shares of common stock at a cost of approximately \$125.0 million. We funded the purchase of our securities in the tender offer with available cash and by borrowing under our revolving secured line of credit facility and warehouse facilities.

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

The following discussion and analysis should be read in conjunction with the consolidated financial statements and related notes included in Item 8 - Financial Statements and Supplementary Data, of our 2013 Annual Report on Form 10-K, as well as Item 1- Consolidated Financial Statements, of this Form 10-Q, which is incorporated herein by reference.

Overview

We offer automobile dealers financing programs that enable them 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 product, but who actually end up qualifying for traditional financing.

For the three months ended September 30, 2014, consolidated net income was \$74.0 million, or \$3.38 per diluted share, compared to \$65.1 million, or \$2.75 per diluted share, for the same period in 2013. The increase in consolidated net income for the three months ended September 30, 2014 was primarily due an increase in the average balance of our Loan portfolio. For the nine months ended September 30, 2014, consolidated net income was \$193.2 million, or \$8.48 per diluted share, compared to \$187.2 million, or \$7.78 per diluted share, for the same period in 2013. The increase in consolidated net income for the nine months ended September 30, 2014 was primarily due to an increase in the average balance of our Loan portfolio, partially offset by a \$21.8 million loss on extinguishment of debt related to the redemption of senior notes during the first quarter of 2014.

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 financial metric 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 Performance

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 achieve an acceptable return on capital. If Consumer Loan performance equals or exceeds our initial expectation, it is likely our target return on capital will be achieved.

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We use a statistical model to estimate the expected collection rate for each Consumer Loan at the time of assignment. We continue to evaluate the expected collection rate of each Consumer Loan subsequent to assignment. Our evaluation becomes more accurate as the Consumer Loans age, as we use actual performance data in our forecast. By comparing our current expected collection rate for each Consumer Loan with the rate we projected at the time of assignment, we are able to assess the accuracy of our initial forecast. The following table compares our forecast of Consumer Loan collection rates as of September 30, 2014, with the forecasts as of June 30, 2014, as of December 31, 2013, and at the time of assignment, segmented by year of assignment:

Consumer Loan Assignment Year	Forecasted Collection Percentage as of (1)				Variance in Forecasted Collection Percentage from			
	September 30, 2014	June 30, 2014	December 31, 2013	Initial Forecast	June 30, 2014	December 31, 2013	Initial Forecast	
2005	73.7	% 73.7	% 73.7	% 74.0	% 0.0	% 0.0	% -0.3	%
2006	70.0	% 70.0	% 70.0	% 71.4	% 0.0	% 0.0	% -1.4	%
2007	68.0	% 68.0	% 67.9	% 70.7	% 0.0	% 0.1	% -2.7	%
2008	70.3	% 70.3	% 70.1	% 69.7	% 0.0	% 0.2	% 0.6	%
2009	79.4	% 79.3	% 79.2	% 71.9	% 0.1	% 0.2	% 7.5	%
2010	77.2	% 77.2	% 77.0	% 73.6	% 0.0	% 0.2	% 3.6	%
2011	74.0	% 74.1	% 74.1	% 72.5	% -0.1	% -0.1	% 1.5	%
2012	73.4	% 73.4	% 73.5	% 71.4	% 0.0	% -0.1	% 2.0	%
2013	73.5	% 73.3	% 73.3	% 72.0	% 0.2	% 0.2	% 1.5	%
2014 (2)	72.9	% 72.8	% —	72.3	% 0.1	% —	0.6	%

Represents the total forecasted collections we expect to collect on the Consumer Loans as a percentage of the (1) repayments that we were contractually owed on the Consumer Loans at the time of assignment. Contractual repayments include both principal and interest.

The forecasted collection rate for 2014 Consumer Loans as of September 30, 2014 includes both Consumer Loans (2) that were in our portfolio as of June 30, 2014 and Consumer Loans assigned during the most recent quarter. The following table provides forecasted collection rates for each of these segments:

2014 Consumer Loan Assignment Period	Forecasted Collection Percentage as of			Variance	
	September 30, 2014	June 30, 2014			
January 1, 2014 through June 30, 2014	73.3	% 72.8	% 0.5	%	
July 1, 2014 through September 30, 2014	71.8	% —	—		

Consumer Loans assigned in 2009 through 2013 have yielded forecasted collection results materially better than our initial estimates, while Consumer Loans assigned in 2006 and 2007 have yielded forecasted collection results materially worse than our initial estimates. For all other assignment years presented, actual results have been very close to our initial estimates. For the three months ended September 30, 2014, forecasted collection rates improved for Consumer Loans assigned in 2013 and 2014 and were generally consistent with expectations at the start of the period for all other assignment years presented. For the nine months ended September 30, 2014, forecasted collection rates improved for Consumer Loans assigned in 2008 through 2010, 2013 and 2014 and were generally consistent with expectations at the start of the period for all other assignment years presented.

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 currently forecast.

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The following table presents forecasted Consumer Loan collection rates, advance rates, the spread (the forecasted collection rate less the advance rate), and the percentage of the forecasted collections that had been realized as of September 30, 2014. All amounts, unless otherwise noted, are presented as a percentage of the initial balance of the Consumer Loan (principal + interest). The table includes both Dealer Loans and Purchased Loans.

Consumer Loan Assignment Year	As of September 30, 2014				% of Forecast Realized (2)
	Forecasted Collection %	Advance % (1)	Spread %		
2005	73.7	% 46.9	% 26.8	% 99.8	%
2006	70.0	% 46.6	% 23.4	% 99.5	%
2007	68.0	% 46.5	% 21.5	% 99.2	%
2008	70.3	% 44.6	% 25.7	% 98.7	%
2009	79.4	% 43.9	% 35.5	% 98.8	%
2010	77.2	% 44.7	% 32.5	% 97.1	%
2011	74.0	% 45.5	% 28.5	% 88.6	%
2012	73.4	% 46.3	% 27.1	% 70.9	%
2013	73.5	% 47.6	% 25.9	% 43.3	%
2014	72.9	% 48.1	% 24.8	% 13.0	%

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 2010 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 declined during the 2005 through 2007 period as we increased advance rates during this period in response to a more difficult competitive environment. During 2008 and 2009, the spread increased as the competitive environment improved and we reduced advance rates. In addition, during 2009, the spread was positively impacted by better than expected Consumer Loan performance. During the 2010 through 2013 period, the spread decreased as we again increased advance rates in response to the competitive environment. The decline in the spread from 2013 to 2014 is primarily the result of the performance of 2013 Consumer Loans, which has exceeded our initial expectations by a greater margin than 2014 Consumer Loans.

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The following table presents forecasted Consumer Loan collection rates, advance rates, and the spread (the forecasted collection rate less the advance rate) as of September 30, 2014 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	Forecasted Collection % (1)	Advance % (1)(2)	Spread %	
Dealer Loans	2007	67.9	% 45.8	% 22.1	%
	2008	70.7	% 43.3	% 27.4	%
	2009	79.3	% 43.4	% 35.9	%
	2010	77.2	% 44.4	% 32.8	%
	2011	74.0	% 45.2	% 28.8	%
	2012	73.3	% 46.1	% 27.2	%
	2013	73.4	% 47.1	% 26.3	%
	2014	72.8	% 47.6	% 25.2	%
Purchased Loans	2007	68.3	% 49.1	% 19.2	%
	2008	69.6	% 46.7	% 22.9	%
	2009	79.4	% 45.3	% 34.1	%
	2010	77.1	% 46.3	% 30.8	%
	2011	74.3	% 47.7	% 26.6	%
	2012	73.8	% 48.2	% 25.6	%
	2013	74.1	% 50.7	% 23.4	%
	2014	73.3	% 52.0	% 21.3	%

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

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

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

Access to Capital

Our strategy for accessing capital on acceptable terms needed to maintain and grow the business is to: (1) maintain consistent financial performance; (2) maintain modest financial leverage; and (3) maintain multiple funding sources. Our funded debt to equity ratio was 2.2:1 as of September 30, 2014. 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.

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Consumer Loan Volume

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

Three Months Ended	Year over Year Percent Change		
	Unit Volume	Dollar Volume (1)	
March 31, 2013	-2.9	%	-0.4 %
June 30, 2013	8.4	%	10.5 %
September 30, 2013	11.0	%	15.9 %
December 31, 2013	12.6	%	11.3 %
March 31, 2014	14.3	%	16.2 %
June 30, 2014	4.5	%	5.7 %
September 30, 2014	4.7	%	6.1 %

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

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

Unit and dollar volumes grew 4.7% and 6.1%, respectively, during the third quarter of 2014 as the number of active Dealers grew 9.8% while average volume per active Dealer declined 4.6%. We believe the decline in volume per Dealer is the result of increased competition.

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

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,			
	2014	2013	% Change	2014	2013	% Change	
Consumer Loan unit volume	52,086	49,762	4.7 %	168,282	155,573	8.2 %	
Active Dealers (1)	5,023	4,573	9.8 %	6,556	5,836	12.3 %	
Average volume per active Dealer	10.4	10.9	-4.6 %	25.7	26.7	-3.7 %	

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

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

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,			
	2014	2013	% Change	2014	2013	% Change	
Consumer Loan unit volume from Dealers active both periods	39,662	41,800	-5.1 %	141,400	142,335	-0.7 %	
Dealers active both periods	3,098	3,098	-	4,262	4,262	-	
Average volume per Dealers active both periods	12.8	13.5	-5.1 %	33.2	33.4	-0.7 %	
Consumer Loan unit volume from new Dealers	2,594	2,672	-2.9 %	17,180	20,117	-14.6 %	
New active Dealers (1)	628	571	10.0 %	1,774	1,864	-4.8 %	
Average volume per new active Dealers	4.1	4.7	-12.8 %	9.7	10.8	-10.2 %	
Attrition (2)	-16.0 %	-13.4 %		-8.5 %	-8.4 %		

(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 summarizes the portion of our Consumer Loan volume that was assigned to us as Dealer Loans:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,		
	2014	2013	2014	2013	
Dealer Loan unit volume as a percentage of total unit volume	90.5 %	92.9 %	91.3 %	93.8 %	%
Dealer Loan dollar volume as a percentage of total dollar volume (1)	87.5 %	90.8 %	88.5 %	92.1 %	%

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

As of September 30, 2014 and December 31, 2013, the net Dealer Loans receivable balance was 87.9% and 89.0%, respectively, of the total net Loans receivable balance.

Explanation of Responses:

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Results of Operations

Three Months Ended September 30, 2014 Compared to Three Months Ended September 30, 2013

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

(In millions, except share and per share data)	For the Three Months Ended September 30,			
	2014	2013	% Change	
Revenue:				
Finance charges	\$158.0	\$148.7	6.3	%
Premiums earned	12.7	13.1	-3.1	%
Other income	11.0	10.9	0.9	%
Total revenue	181.7	172.7	5.2	%
Costs and expenses:				
Salaries and wages	22.0	20.1	9.5	%
General and administrative	8.7	8.7	—	%
Sales and marketing	8.7	8.5	2.4	%
Provision for credit losses	4.1	6.1	-32.8	%
Interest	13.5	16.1	-16.1	%
Provision for claims	9.4	11.0	-14.5	%
Total costs and expenses	66.4	70.5	-5.8	%
Income before provision for income taxes	115.3	102.2	12.8	%
Provision for income taxes	41.3	37.1	11.3	%
Net income	\$74.0	\$65.1	13.7	%
Net income per share:				
Basic	\$3.38	\$2.75	22.9	%
Diluted	\$3.38	\$2.75	22.9	%
Weighted average shares outstanding:				
Basic	21,888,591	23,672,635	-7.5	%
Diluted	21,895,222	23,708,043	-7.6	%

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The following table highlights changes in net income for the three months ended September 30, 2014, as compared to 2013:

(In millions)	Change
Net income for the three months ended September 30, 2013	\$65.1
Increase in finance charges	9.3
Decrease in premiums earned	(0.4)
Increase in other income	0.1
Increase in operating expenses (1)	(2.1)
Decrease in provision for credit losses	2.0
Decrease in interest	2.6
Decrease in provision for claims	1.6
Increase in provision for income taxes	(4.2)
Net income for the three months ended September 30, 2014	\$74.0

(1) Operating expenses consist of salaries and wages, general and administrative, and sales and marketing expenses.

Finance Charges. For the three months ended September 30, 2014, finance charges increased \$9.3 million, or 6.3%, as compared to the same period in 2013. The increase was primarily the result of an increase in the average net Loans receivable balance partially offset by a decrease in the average yield on our Loan portfolio, as follows:

(Dollars in millions)	For the Three Months Ended September 30,			
	2014	2013	Change	
Average net Loans receivable balance	\$2,378.8	\$2,128.8	\$250.0	
Average yield on our Loan portfolio	26.6	% 27.9	% -1.3	%

The following table summarizes the impact each component had on the overall increase in finance charges for the three months ended September 30, 2014:

(In millions)	Year over Year Change For the Three Months Ended September 30, 2014
Impact on finance charges:	
Due to an increase in the average net Loans receivable balance	\$17.5
Due to a decrease in the average yield	(8.2)
Total increase in finance charges	\$9.3

The increase in the average net Loans receivable balance was primarily due to the growth in new Consumer Loan assignments in recent years, which resulted in the dollar volume of new Consumer Loan assignments exceeding the principal collected on Loans throughout the last two quarters of 2013 and the first three quarters of 2014. The growth in new Consumer Loan assignments in recent years was the result of an increase in active Dealers, partially offset by a decline in volume per active Dealer. The average yield on our Loan portfolio for the three months ended September 30, 2014 decreased as compared to the same period in 2013 due to lower yields on new Consumer Loan assignments, which was the result of advance rate increases made in recent years in response to the competitive environment, partially offset by improvements in forecasted collection rates throughout the last two quarters of 2013 and the first three quarters of 2014.

Premiums Earned. For the three months ended September 30, 2014, premiums earned decreased \$0.4 million, or 3.1%, as compared to the same period in 2013. The decrease was primarily due to a decrease in the size of our reinsurance portfolio, which was the result of a decline in premiums written on vehicle service contracts throughout the first three quarters of 2014. While we grew new Consumer Loan assignments during this period, the percentage of new Consumer Loan assignments with reinsured vehicle service contracts declined.

Operating Expenses. For the three months ended September 30, 2014, operating expenses increased \$2.1 million, or 5.6%, as compared to the same period in 2013. The change in operating expenses was primarily due to an increase in salaries and wages expense of \$1.9 million, or 9.5%, primarily related to our support function.

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Provision for Credit Losses. For the three months ended September 30, 2014, the provision for credit losses decreased \$2.0 million, or 32.8%, as compared to the same period in 2013. Under GAAP, when the present value of forecasted future cash flows decline relative to our expectations at the time of assignment, a provision for credit losses is recorded immediately as a current period expense and a corresponding allowance for credit losses is established. For purposes of calculating the required allowance, Dealer Loans are grouped by Dealer and Purchased Loans are grouped by month of purchase. As a result, regardless of the overall performance of the portfolio of Consumer Loans, a provision can be required if any individual Loan pool performs worse than expected. Conversely, a previously recorded provision can be reversed if any previously impaired individual Loan pool experiences an improvement in performance.

During the three months ended September 30, 2014, overall Consumer Loan performance exceeded our expectations at the start of the period. However, the performance of certain Loan pools declined from our expectations during the period, resulting in a provision for credit losses of \$4.1 million for the three months ended September 30, 2014, of which \$4.0 million related to Dealer Loans and \$0.1 million related to Purchased Loans. During the three months ended September 30, 2013, overall Consumer Loan performance exceeded our expectations at the start of the period. However, the performance of certain Loan pools declined from our expectations during the period, resulting in a provision for credit losses of \$6.1 million for the three months ended September 30, 2013, of which \$6.4 million related to Dealer Loans partially offset by a reversal of a provision of \$0.3 million related to Purchased Loans.

Interest. For the three months ended September 30, 2014, interest expense decreased \$2.6 million, or 16.1%, as compared to the same period in 2013. The following table shows interest expense, the average outstanding debt balance, and the average cost of debt for the three months ended September 30, 2014 and 2013:

(Dollars in millions)	For the Three Months Ended	
	September 30,	
	2014	2013
Interest expense	\$13.5	\$16.1
Average outstanding debt balance	1,626.6	1,404.4
Average cost of debt	3.3	% 4.6

The decrease in interest expense was primarily due to a decline in our average cost of debt, partially offset by an increase in the average outstanding debt balance. The decline in our average cost of debt was primarily a result of a change in the mix of our outstanding debt. The average outstanding debt balance increased compared to the same period in 2013 due to debt proceeds used to fund the growth in new Consumer Loan assignments and stock repurchases.

Provision for Claims. For the three months ended September 30, 2014, provision for claims decreased \$1.6 million, or 14.5%, as compared to the same period in 2013. The decrease was due to a decrease in the size of our reinsurance portfolio and a decrease in claims paid per reinsured vehicle service contract.

Provision for Income Taxes. For the three months ended September 30, 2014, the effective tax rate of 35.8% was generally consistent with the tax rate of 36.3% in the same period in 2013.

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Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

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

(In millions, except share and per share data)	For the Nine Months Ended September 30,			
	2014	2013	% Change	
Revenue:				
Finance charges	\$468.7	\$439.1	6.7	%
Premiums earned	39.5	38.0	3.9	%
Other income	30.2	29.7	1.7	%
Total revenue	538.4	506.8	6.2	%
Costs and expenses:				
Salaries and wages	72.0	65.1	10.6	%
General and administrative	25.4	24.9	2.0	%
Sales and marketing	27.1	26.0	4.2	%
Provision for credit losses	13.4	17.3	-22.5	%
Interest	42.8	48.3	-11.4	%
Provision for claims	31.4	30.5	3.0	%
Loss on extinguishment of debt	21.8	—	—	%
Total costs and expenses	233.9	212.1	10.3	%
Income before provision for income taxes	304.5	294.7	3.3	%
Provision for income taxes	111.3	107.5	3.5	%
Net income	\$193.2	\$187.2	3.2	%
Net income per share:				
Basic	\$8.49	\$7.80	8.8	%
Diluted	\$8.48	\$7.78	9.0	%
Weighted average shares outstanding:				
Basic	22,750,868	23,989,845	-5.2	%
Diluted	22,776,197	24,047,443	-5.3	%

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The following table highlights changes in net income for the nine months ended September 30, 2014, as compared to 2013:

(In millions)	Change
Net income for the nine months ended September 30, 2013	\$187.2
Increase in finance charges	29.6
Increase in premiums earned	1.5
Increase in other income	0.5
Increase in operating expenses (1)	(8.5)
Decrease in provision for credit losses	3.9
Decrease in interest	5.5
Increase in provision for claims	(0.9)
Increase in loss on extinguishment of debt	(21.8)
Increase in provision for income taxes	(3.8)
Net income for the nine months ended September 30, 2014	\$193.2

(1) Operating expenses consist of salaries and wages, general and administrative, and sales and marketing expenses.

Finance Charges. For the nine months ended September 30, 2014, finance charges increased \$29.6 million, or 6.7%, as compared to the same period in 2013. The increase was primarily the result of an increase in the average net Loans receivable balance partially offset by a decrease in the average yield on our Loan portfolio, as follows:

(Dollars in millions)	For the Nine Months Ended September 30,			
	2014	2013	Change	
Average net Loans receivable balance	\$2,324.0	\$2,053.5	\$270.5	
Average yield on our Loan portfolio	26.9	% 28.5	% -1.6	%

The following table summarizes the impact each component had on the overall increase in finance charges for the nine months ended September 30, 2014:

(In millions)	Year over Year Change For the Nine Months Ended September 30, 2014
Impact on finance charges:	
Due to an increase in the average net Loans receivable balance	\$57.8
Due to a decrease in the average yield	(28.2)
Total increase in finance charges	\$29.6

The increase in the average net Loans receivable balance was primarily due to the growth in new Consumer Loan assignments in recent years, which resulted in the dollar volume of new Consumer Loan assignments exceeding the principal collected on Loans throughout 2013 and the first three quarters of 2014. The growth in new Consumer Loan assignments in recent years was the result of an increase in active Dealers, partially offset by a decline in volume per active Dealer. The average yield on our Loan portfolio for the nine months ended September 30, 2014 decreased as compared to the same period in 2013 due to lower yields on new Consumer Loan assignments, which was the result of advance rate increases made in recent years in response to the competitive environment, partially offset by improvements in forecasted collection rates throughout 2013 and the first three quarters of 2014.

Premiums Earned. For the nine months ended September 30, 2014, premiums earned increased \$1.5 million, or 3.9%, as compared to the same period in 2013. The increase was primarily due to growth in the size of our reinsurance portfolio, which was the result of premiums written on vehicle service contracts from new Consumer Loan assignments throughout 2013 and the first three quarters of 2014.

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Operating Expenses. For the nine months ended September 30, 2014, operating expenses increased \$8.5 million, or 7.3%, as compared to the same period in 2013. The change in operating expenses was primarily due to the following:

• An increase in salaries and wages expense of \$6.9 million, or 10.6%, comprised of the following:

• An increase of \$3.6 million in stock-based compensation expense primarily due to new stock awards granted during the first quarter of 2014 and a change in the expected vesting period of performance-based stock awards.

• Excluding the increase in stock-based compensation expense, salaries and wages expense increased \$3.3 million related to increases of \$2.2 million for our support function and \$1.0 million for our servicing function.

• An increase in sales and marketing expense of \$1.1 million, or 4.2%, primarily as a result of an increase in sales commissions related to growth in Consumer Loan unit volume.

Provision for Credit Losses. For the nine months ended September 30, 2014, the provision for credit losses decreased \$3.9 million, or 22.5%, as compared to the same period in 2013. During the nine months ended September 30, 2014, overall Consumer Loan performance exceeded our expectations at the start of the period. However, the performance of certain Loan pools declined from our expectations during the period, resulting in a provision for credit losses of \$13.4 million for the nine months ended September 30, 2014, of which \$14.0 million related to Dealer Loans partially offset by a reversal of a provision of \$0.6 million related to Purchased Loans. During the nine months ended September 30, 2013, overall Consumer Loan performance exceeded our expectations at the start of the period. However, the performance of certain Loan pools declined from our expectations during the period, resulting in a provision for credit losses of \$17.3 million for the nine months ended September 30, 2013, of which \$16.3 million related to Dealer Loans and \$1.0 million related to Purchased Loans. The provision for credit losses included \$3.0 million in expense related to our implementation of an enhanced forecasting methodology during the second quarter of 2013, of which \$1.2 million related to Dealer Loans and \$1.8 million related to Purchased Loans. For additional information, see Note 5 to the consolidated financial statements contained in Item 1 of this Form 10-Q, which is incorporated herein by reference.

Interest. For the nine months ended September 30, 2014, interest expense decreased \$5.5 million, or 11.4%, as compared to the same period in 2013. The following table shows interest expense, the average outstanding debt balance, and the average cost of debt for the nine months ended September 30, 2014 and 2013:

(Dollars in millions)	For the Nine Months Ended September 30,		
	2014	2013	
Interest expense	\$42.8	\$48.3	
Average outstanding debt balance	1,583.3	1,354.0	
Average cost of debt	3.6	% 4.8	%

For the nine months ended September 30, 2014, the decrease in interest expense was primarily due to a decline in our average cost of debt, partially offset by an increase in the average outstanding debt balance. The decline in our average cost of debt was primarily the result of a change in the mix of our outstanding debt. The average outstanding debt balance increased compared to the same period in 2013 due to the following:

• Debt proceeds used to fund the growth in new Consumer Loan assignments and stock repurchases throughout 2013 and the first three quarters of 2014.

• Additional outstanding debt as a result of the one month lag from issuance of the \$300.0 million principal amount of the 2021 senior notes in January 2014 to the redemption of the \$350.0 million outstanding principal amount of the 2017 senior notes in February 2014.

Loss on extinguishment of debt. During the first quarter of 2014, we recognized a loss on extinguishment of debt of \$21.8 million related to the redemption of the 2017 senior notes. We used the net proceeds from the January 2014 issuance of the 2021 senior notes, together with borrowings under our revolving credit facilities, to fund the redemption of the 2017 senior notes.

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Provision for Income Taxes. For the nine months ended September 30, 2014, the effective tax rate of 36.6% was generally consistent with the tax rate of 36.5% in the same period in 2013.

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 debt covenants for each financing arrangement and we were in compliance with those covenants as of September 30, 2014. For information regarding these financings and the covenants included in the related documents, see Note 6 to the consolidated financial statements contained in Item 1 of this Form 10-Q, which is incorporated herein by reference.

On January 22, 2014, we issued \$300.0 million of 6.125% senior notes due 2021 in a private offering exempt from registration under the Securities Act of 1933. On February 21, 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 outstanding principal amount of our 9.125% first priority senior secured notes due 2017. 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.

During the second quarter of 2014, we completed a \$299.0 million Term ABS Financing, which was used to repay outstanding indebtedness. The financing has an expected annualized cost of approximately 2.0% (including the initial purchaser's fees and other costs), and it will revolve for 24 months, after which it will amortize based upon the cash flows on the contributed loans.

During the second quarter of 2014, we extended the maturity of our revolving secured line of credit facility from June 23, 2016 to June 23, 2017. There were no other material changes to the terms of the facility.

During the third quarter of 2014, we extended the date on which Warehouse Facility II, our \$325.0 million revolving secured warehouse facility, will cease to revolve from December 27, 2015 to July 18, 2017. There were no other material changes to the terms of the facility.

During the third quarter of 2014, we extended the date on which one of our \$75.0 million revolving secured warehouse facilities will cease to revolve, from September 10, 2015 to September 10, 2017. In connection with the renewal, we formed a new wholly owned subsidiary, CAC Warehouse Funding LLC V which replaced CAC Warehouse Funding III, LLC. The maturity of the facility was also extended from September 10, 2017 to September 10, 2019. There were no other material changes to the terms of the facility.

During the third quarter of 2014, we completed a \$349.0 million Term ABS Financing, which was used to repay outstanding indebtedness. The financing has an expected annualized cost of approximately 2.4% (including the initial purchaser's fees and other costs), and it will revolve for 24 months, after which it will amortize based upon the cash flows on the contributed loans.

Cash and cash equivalents as of September 30, 2014 and December 31, 2013 was \$4.3 million and \$4.2 million, respectively. Our total balance sheet indebtedness increased \$267.7 million to \$1,660.1 million as of September 30, 2014 from \$1,392.4 million as of December 31, 2013 due to the growth in new Consumer Loan assignments and stock repurchases.

On September 19, 2014 we commenced a tender offer to repurchase 995,698 shares of the Company's outstanding common stock at a price of \$125.54 per share. Upon expiration of the tender offer on October 20, 2014, we repurchased the 995,698 shares of common stock at a cost of approximately \$125.0 million. We funded the purchase of our securities in the tender offer with available cash and by borrowing under our revolving secured line of credit facility and warehouse facilities.

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Contractual Obligations

A summary of our scheduled principal debt maturities as of September 30, 2014 is as follows:

(In millions)

Year	Scheduled Principal Debt Maturities (1)
Remainder of 2014	\$ 114.2
2015	352.5
2016	516.9
2017	376.5
2018	—
Over five years	300.0
Total	\$ 1,660.1

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

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

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we review our accounting policies, assumptions, estimates and judgments to ensure that our financial statements are presented fairly and in accordance with GAAP. Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2013 discusses several critical accounting estimates, which we believe involve a high degree of judgment and complexity. There have been no material changes to the estimates and assumptions associated with these accounting estimates from those discussed in our Annual Report on Form 10-K for the year ended December 31, 2013.

Off-Balance Sheet Arrangements

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

Forward-Looking Statements

We make forward-looking statements in this report and may make such statements in future filings with the Securities and Exchange Commission (“SEC”). We may also make forward-looking statements in our press releases or other public or shareholder communications. Our forward-looking statements are subject to risks and uncertainties and

Explanation of Responses:

include information about our expectations and possible or assumed future results of operations. When we use any of the words “may,” “will,” “should,” “believe,” “expect,” “anticipate,” “assume,” “forecast,” “estimate,” “intend,” “plan,” “target” expressions, we are making forward-looking statements.

We claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 for all of our forward-looking statements. These forward-looking statements represent our outlook only as of the date of this report. While we believe that our forward-looking statements are reasonable, actual results could differ materially since the statements are based on our current expectations, which are subject to risks and uncertainties. Factors that might cause such a difference include, but are not limited to, the factors set forth in Item 1A of our Form 10-K for the year ended December 31, 2013, other risk factors discussed herein or listed from time to time in our reports filed with the SEC and the following:

- Our inability to accurately forecast and estimate the amount and timing of future collections could have a material adverse

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effect on results of operations.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Failure to properly safeguard confidential consumer information could subject us to liability, decrease our profitability

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and damage our reputation.

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

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

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

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Refer to our Annual Report on Form 10-K for the year ended December 31, 2013 for a complete discussion of our market risk. There have been no material changes to the market risk information included in our 2013 Annual Report on Form 10-K.

ITEM 4. CONTROLS AND PROCEDURES.

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

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

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PART II. - OTHER INFORMATION

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Stock Repurchases

Our board of directors approved a stock repurchase program which authorizes us to repurchase common shares in the open market or in privately negotiated transactions at price levels we deem attractive. On March 7, 2013, 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. In addition, on September 18, 2014, the board of directors approved a tender offer to purchase up to 995,698 shares of the Company's outstanding common stock.

The following table summarizes stock repurchases for the three months ended September 30, 2014:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 1 to July 31, 2014	—	\$—	—	324,456
August 1 to August 31, 2014	—	—	—	324,456
September 1 to September 30, 2014	—	—	—	324,456
	—	\$—	—	

ITEM 6. EXHIBITS

See Index of Exhibits following the signature page, which is incorporated herein by reference.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CREDIT ACCEPTANCE CORPORATION
(Registrant)

By: /s/ Kenneth S. Booth
 Kenneth S. Booth
 Chief Financial Officer
 (Principal Financial Officer and Principal
 Accounting Officer)
Date: October 29, 2014

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INDEX OF EXHIBITS

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.

Exhibit

No.	Description
4.125	Second Amendment to the Fifth Amended and Restated Loan and Security Agreement, dated as of July 18, 2014, among the Company, CAC Warehouse Funding Corporation II, Variable Funding Capital Company LLC, Wells Fargo Securities, LLC, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated July 23, 2014)
4.126	First Amendment to the 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 an exhibit to the Company's Current Report on Form 8-K, dated July 23, 2014).
4.127	Amended and Restated 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 an exhibit to the Company's Current Report on Form 8-K, dated September 18, 2014)
4.128	Amended and Restated 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 an exhibit to the Company's Current Report on Form 8-K, dated September 18, 2014)
4.129	Amended and Restated Contribution Agreement, dated as of September 15, 2014, between the Company and CAC Warehouse Funding LLC V (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 18, 2014)
4.130	Indenture, dated as of September 25, 2014, between Credit Acceptance Auto Loan Trust 2014-2 and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2014)
4.131	Sale and Servicing Agreement, dated as of September 25, 2014, among the Company, Credit Acceptance Auto Loan Trust 2014-2, Credit Acceptance Funding LLC 2014-2, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2014)
4.132	Backup Servicing Agreement, dated as of September 25, 2014, among the Company, Credit Acceptance Funding LLC 2014-2, Credit Acceptance Auto Loan Trust 2014-2, and Wells Fargo Bank, National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2014)
4.133	Amended and Restated Trust Agreement, dated as of September 25, 2014, between Credit Acceptance Funding LLC 2014-2 and U.S. Bank Trust National Association (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2014)
4.134	Sale and Contribution Agreement, dated as of September 25, 2014, between the Company and Credit Acceptance Funding LLC 2014-2 (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2014)
4.135	

Explanation of Responses:

Amended and Restated Intercreditor Agreement, dated September 25, 2014, among the Company, CAC Warehouse Funding Corporation II, CAC Warehouse Funding LLC IV, CAC Warehouse Funding LLC V, Credit Acceptance Funding LLC 2014-2, Credit Acceptance Funding LLC 2014-1, Credit Acceptance Funding LLC 2013-2, Credit Acceptance Funding LLC 2013-1, Credit Acceptance Funding LLC 2012-2, Credit Acceptance Funding LLC 2012-1, Credit Acceptance Funding LLC 2011-1, Credit Acceptance Auto Loan Trust 2014-1, Credit Acceptance Auto Loan Trust 2013-2, Credit Acceptance Auto Loan Trust 2013-1, Credit Acceptance Auto Loan Trust 2012-2, Credit Acceptance Auto Loan Trust 2012-1, Credit Acceptance Auto Loan Trust 2011-1, Fifth Third Bank, as agent, Wells Fargo Bank, National Association, as agent, Bank of Montreal, as agent and Comerica Bank, as agent (incorporated by reference to an exhibit to the Company's Current Report on Form 8-K, dated September 30, 2014)

- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 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.

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101(INS)	XBRL Instance Document.
101(SCH)	XBRL Taxonomy Extension Schema Document.
101(CAL)	XBRL Taxonomy Extension Calculation Linkbase Document.
101(DEF)	XBRL Taxonomy Extension Definition Linkbase Document.
101(LAB)	XBRL Taxonomy Extension Label Linkbase Document.
101(PRE)	XBRL Taxonomy Extension Presentation Linkbase Document.

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