

CREDIT ACCEPTANCE CORP
Form SC 13G/A
May 28, 2010

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Credit Acceptance Corporation
(Name of Issuer)
Common Stock
(Title of Class of Securities)
225310 10 1
(CUSIP Number)
May 20, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 225310 10 1

NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only).
The Donald A. Foss 2010 Annuity Trust.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

Michigan

SOLE VOTING POWER

5.

NUMBER OF 0

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 2,000,000

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8.

WITH 2,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

2,000,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.4%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* The percentage is calculated based upon total outstanding shares of 31,019,762 as of April 23, 2010 as set forth in Issuer's Form 10-Q filed on April 29, 2010.

CUSIP No. 225310 10 1

NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only).
The Donald A. Foss 2009 Annuity Trust.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4. Michigan

SOLE VOTING POWER

5.

NUMBER OF 0

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 2,000,000

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON 0

SHARED DISPOSITIVE POWER

8.

WITH 2,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9. 2,000,000

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.4%*

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

* The percentage is calculated based upon total outstanding shares of 31,019,762 as of April 23, 2010 as set forth in Issuer's Form 10-Q filed on April 29, 2010.

CUSIP No. 225310 10 1

NAMES OF REPORTING PERSONS.

1. I.R.S. Identification Nos. of above persons (entities only).
Allan V. Apple

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2. (a)
(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

United States

SOLE VOTING POWER

5.

NUMBER OF 6,840**

SHARED VOTING POWER

6.

SHARES BENEFICIALLY OWNED BY 4,000,000

SOLE DISPOSITIVE POWER

7.

EACH REPORTING PERSON 6,840**

SHARED DISPOSITIVE POWER

8.

WITH 4,000,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

4,006,840***

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

10.

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

12.9%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

12.

IN

* The percentage is calculated based upon total outstanding shares of 31,019,762 as of April 23, 2010 as set forth in Issuer's Form 10-Q filed on April 29, 2010.

** This Amendment No. 2 to Schedule 13G is filed to amend and supplement the Schedule 13G filed on October 5, 2009 and Amendment No. 1 to Schedule 13G filed on February 11, 2010 in order to add a new reporting trust, of which Mr. Apple is trustee, and a change in the number of common shares of Issuer thereby reported as beneficially owned by Mr. Apple..

*** Mr. Apple is the trustee of the Donald A. Foss 2010 Annuity Trust and the Donald A. Foss 2009 Annuity Trust. Mr. Apple disclaims beneficial ownership of these shares owned by such trusts except with respect to those shares over which he has sole voting power and sole dispositive power.

ITEM 1. (a) NAME OF ISSUER.

Credit Acceptance Corporation

ITEM 2. (b) ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES.

25505 West Twelve Mile Road, Southfield, Michigan 48034-8339

ITEM 2. (a) NAME OF PERSON FILING.

The Donald A. Foss 2010 Annuity Trust

The Donald A. Foss 2009 Annuity Trust

Allan V. Apple

(each, a Reporting Person and collectively, the Reporting Persons). See Exhibit A.

ITEM 2. (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE.

25505 West Twelve Mile Road, Southfield, Michigan 48034-8339

ITEM 2. (c) CITIZENSHIP.

The Donald A. Foss 2010 Annuity Trust: Michigan

The Donald A. Foss 2009 Annuity Trust: Michigan

Allan V. Apple: United States

ITEM 2. (d) TITLE OF CLASS OF SECURITIES. Common Stock

ITEM 2. (e) CUSIP NUMBER. 225310 10 1

ITEM 3. Not applicable

ITEM 4. OWNERSHIP.

Reporting Person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared	Sole	Shared
				power to vote or to direct the vote:	power to dispose or to direct the disposition of:	power to dispose or to direct the disposition of:
The Donald A. Foss 2010 Annuity Trust	2,000,000	6.4%*	0	2,000,000	0	2,000,000
The Donald A. Foss 2009 Annuity Trust	2,000,000	6.4%*	0	2,000,000	0	2,000,000
Allan V. Apple	4,006,840	12.9%*	6,840	4,000,000	6,840	4,000,000

* The percentage is calculated based upon total outstanding shares of 31,019,762 as of April 23, 2010 as set forth in Issuer's Form 10-Q filed on April 29, 2010.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 27, 2010

THE DONALD A. FOSS 2010 ANNUITY TRUST

By: /s/ Allan V. Apple
Name/ Title: Allan V. Apple, Trustee

THE DONALD A. FOSS 2009 ANNUITY TRUST

By: /s/ Allan V. Apple
Name/ Title: Allan V. Apple, Trustee

/s/ Allan V. Apple

Name: Allan V. Apple

EXHIBIT A

Joint Filing Agreement

In accordance with Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Persons (as such term is defined in the Schedule 13G referred to below) on behalf of each of them a statement on Schedule 13G (including amendments thereto, if any) with respect to the shares of common stock of Credit Acceptance Corporation, a Michigan corporation, and that this Agreement may be included as an Exhibit to such joint filing. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement as of the 27th day of May, 2010.

THE DONALD A. FOSS 2010 ANNUITY
TRUST

By: /s/ Allan V. Apple
Name/ Title: Allan V. Apple, Trustee

THE DONALD A. FOSS 2009 ANNUITY
TRUST

By: /s/ Allan V. Apple
Name/ Title: Allan V. Apple, Trustee

/s/ Allan V. Apple
Name: Allan V. Apple