

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 2)*
of
Tweedy, Browne Company LLC

SCHEDULE 13D
(Amendment No. 2)*
of
TBK Partners, L.P.

SCHEDULE 13D
(Amendment No. 2)*
of
Vanderbilt Partners, L.P.

Under the Securities Exchange Act of 1934

CREDIT ACCEPTANCE CORPORATION
(Name of Issuer)

Common Stock, Par Value \$.01 per share
(Title of Class of Securities)

225310101
(CUSIP Number)

John D. Spears
350 Park Avenue
New York, New York 10022
(212) 916-0600

(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

January 10, 2000
(Date of Event which Required Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is paid with the statement []. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

* 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 disclosures provided in a prior cover page.

The information required on 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 the provisions of the Act (however, see the Notes).

CUSIP No. 225310101

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons
Tweedy, Browne Company LLC ("TBC")

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []
(b) [X]

(3) SEC Use Only

(4) Source of Funds (See Instructions)
00

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to
Items (2)(d) or 2(e) []

(6) Citizenship or Place of Organization
Delaware

(7) Sole Voting Power

TBC has sole voting power with respect to 2,327,495 shares held in certain TBC accounts (as hereinafter defined). Additionally, certain of the members of TBC may be deemed to have sole power to vote certain shares as more fully set forth herein.

Number of Shares
Beneficially
Owned by Each
Reporting Person
With

(8) Shared Voting Power

0 shares

(9) Sole Dispositive Power

0 shares, except that certain of the member of TBC may be deemed to have sole power to vote certain shares as more fully set forth herein.

(10) Shared Dispositive Power

2,408,878 shares held in accounts of TBC (as hereinafter defined).

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
2,408,878 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) [X]

(13) Percent of Class Represented by Amount in Row (11)
5.23%

(14) Type of Reporting Person (See Instructions)
BD IA & 00

CUSIP No. 225310101

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons
TBK Partners, L.P. ("TBK")

(2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) [X]

(3) SEC Use Only

(4) Source of Funds (See Instructions)
WC and BK

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to
Items (2)(d) or 2(e) []

(6) Citizenship or Place of Organization
Delaware

(7) Sole Voting Power

58,210 shares, except that the general partners in
TBK, solely by reason of their positions as such,
may be deemed to have shared power to vote these
shares.

(8) Shared Voting Power

0 shares

(9) Sole Dispositive Power

58,210 shares, except that the general partners in
TBK, solely by reason of their positions as such,
may be deemed to have shared power to vote these
shares.

(10) Shared Dispositive Power

0 shares

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
58,210 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

(13) Percent of Class Represented by Amount in Row (11)
0.13%

(14) Type of Reporting Person (See Instructions)
PN

Number of Shares
Beneficially
Owned by Each
Reporting Person
With

CUSIP No. 225310101

(1) Names of Reporting Persons I.R.S. Identification Nos. of Above Persons
 Vanderbilt Partners, L.P. ("Vanderbilt")

(2) Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []
 (b) [X]

(3) SEC Use Only

(4) Source of Funds (See Instructions)
 WC and BK

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to
 Items (2)(d) or 2(e) []

(6) Citizenship or Place of Organization
 Delaware

(7) Sole Voting Power

53,520 shares, except that the general partners in
 Vanderbilt, solely by reason of their positions as
 such, may be deemed to have shared power to vote
 these shares.

Number of Shares
 Beneficially
 Owned by Each
 Reporting Person
 With

(8) Shared Voting Power

0 shares

(9) Sole Dispositive Power

53,520 shares, except that the general partners in
 Vanderbilt, solely by reason of their positions as
 such, may be deemed to have shared power to vote
 these shares.

(10) Shared Dispositive Power

0 shares

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
 53,520 shares

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 (See Instructions) []

(13) Percent of Class Represented by Amount in Row (11)
 0.12%

(14) Type of Reporting Person (See Instructions)
 PN

PRELIMINARY NOTE

The persons filing this Amendment No. 2 are (i) Tweedy, Browne Company LLC ("TBC"), a Delaware limited liability company, (ii) TBK Partners, L.P. ("TBK"), a Delaware limited partnership and (iii) Vanderbilt Partners, L.P. ("Vanderbilt"), a Delaware limited partnership. This Amendment No. 2 amends a Statement on Schedule 13D filed by TBC, TBK and Vanderbilt dated October 14, 1998 (the "Statement"). The filing of this Amendment No.2 should not be deemed an admission that TBC, TBK and Vanderbilt comprise a group within the meaning of Section 13(d) (3) of the Securities and Exchange Act of 1934, as amended (the "Act").

This Amendment No. 2 relates to the Common Stock, \$0.01 par value (the "Common Stock"), of Credit Acceptance Corporation (the "Company"), which, to the best knowledge of the persons filing this Amendment No. 2 is a company organized under the laws of Michigan, with its principal executive offices at 25505 West Twelve Mile Road, Suite 3000, Southfield, MI 48034-8339.

This Amendment No. 2 contains information regarding shares of Common Stock that may be deemed to be beneficially owned by TBC. Such shares are held in the accounts of various customers of TBC, with respect to which it has obtained sole or shared voting power.

Other than as set forth below, to the best knowledge of TBC, TBK and Vanderbilt, there has been no material change in the information set forth in response to Items 1, 2, 3, 4, 6 and 7 of the Statement, as amended. Accordingly, those Items are omitted from this Amendment No. 2.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the date hereof, TBC may be deemed to be the beneficial owner of an aggregate of 2,408,878 shares of Common Stock, which constitutes approximately 5.23% of the 46,071,000 shares of Common Stock which TBC believes to be the total number of shares of Common Stock outstanding. The TBC Shares are held in the TBC Accounts.

As of the date hereof, TBK beneficially owns directly 58,210 shares of Common Stock, which constitutes approximately 0.13% of the 46,071,000 shares of Common Stock which TBK believes to be the total number of shares of Common Stock outstanding.

As of the date hereof, Vanderbilt beneficially owns directly 53,520 shares of Common Stock, which constitutes approximately 0.12% of the 46,071,000 shares of Common Stock which Vanderbilt believes to be the total number of shares of Common Stock outstanding.

Each of TBC, TBK and Vanderbilt disclaims that it is the beneficial owner of any of the shares of Common Stock held in the TBC Accounts. The aggregate number of shares of Common Stock with respect to which TBC, TBK and Vanderbilt could be deemed to be the beneficial owner as of the date hereof, is 2,520,608 shares, which constitutes approximately 5.47% of the 46,071,000 shares of Common Stock, which the filing persons believe to be the total number of shares of Common Stock outstanding, but nothing contained herein shall be construed as an admission that TBC is the beneficial owner of any of the TBC Shares.

The aggregate number of shares and percentage of Common Stock with respect to which each of the General Partners and Members may be deemed to be the beneficial owner by reason of his being a general partner of TBK and Vanderbilt, or a member of TBC, is 2,520,608 shares, which constitutes approximately 5.47% of the 46,071,000 shares of Common Stock outstanding. The aggregate number of shares and percentage of Common Stock with respect to which Thomas P. Knapp may be deemed to be a beneficial owner by reason of his being a general partner of TBK is 58,210 shares of Common Stock which constitutes approximately 0.13% of the 46,071,000 shares of Common Stock outstanding. However, nothing contained herein shall be construed as an admission that any of the General Partners or Thomas P. Knapp is the beneficial owner of any shares of Common Stock, except as set forth herein as expressly and admittedly being beneficially owned by a particular General Partner or Thomas P. Knapp.

Each of TBC, TBK and Vanderbilt disclaims beneficial ownership of Common Stock held by the other. Except as described herein, to the best knowledge of TBC, TBK and Vanderbilt, no person who may

be deemed to comprise a group with any of TBC, TBK, Vanderbilt, or any other person named in Item 2 hereof, beneficially owns any shares of Common Stock.

(b) TBC has investment discretion with respect to 2,408,878 shares of Common Stock held by the TBC Accounts and has sole power to dispose or direct the disposition of all of such shares. Of these shares of Common Stock, TBC has sole power to vote or to direct the voting of 2,327,495 shares of Common Stock held in certain TBC Accounts.

Each of the Members of TBC, solely by reason of their positions as such, may be deemed to have (i) shared power to dispose of or to direct the disposition of all of the shares of Common Stock held in the TBC Accounts; and (ii) shared power to vote or direct the vote of 2,327,495 shares of Common Stock held in certain TBC Accounts.

TBK has the sole power to vote or direct the voting of and dispose or direct the disposition of the TBK Shares. Each of the General Partners and Thomas P. Knapp, solely by reason of their positions as general partners, may be deemed to have shared power to vote or direct the vote of and to dispose or direct the disposition of the TBK Shares.

Vanderbilt has the sole power to vote or direct the voting of and dispose or direct the disposition of the Vanderbilt Shares. Each of the General Partners of Vanderbilt, solely by reason of their positions as such, may be deemed to have shared power to vote or direct the vote of and to dispose or direct the disposition of the Vanderbilt Shares.

(c) No transactions in Common Stock were effected by Vanderbilt during the sixty-day period ended as of the date hereof. During the 60-day period ended as of the date hereof, transactions in Common Stock effected by TBC are set forth below:

| TBC ACCOUNTS | NO OF SHARES | | PRICE PER SHARE |
|--------------|--------------|---------|--------------------|
| | PURCHASED | SOLD | |
| 11/15/1999 | | 1,055 | \$4 13/16 |
| 11/16/1999 | | 3,345 | \$4 3/4 |
| 11/18/1999 | | 17,480 | \$3.9105 |
| 11/22/1999 | | 3,233 | \$4 |
| 11/24/1999 | | 740 | \$4 |
| 12/03/1999 | | 465 | \$4 1/32 |
| 12/06/1999 | | 450 | \$3 7/8 |
| 12/08/1999 | | 305 | \$3 5/16 |
| 12/09/1999 | | 30,000 | \$3.2448 |
| 12/13/1999 | | 25,000 | \$3.7625 |
| 12/15/1999 | | 7,350 | \$3.2154 |
| 12/16/1999 | | 19,650 | \$3.375 |
| 12/17/1999 | | 2,430 | \$3 3/8 |
| 12/20/1999 | | 445 | \$3 1/4 |
| 12/21/1999 | | 930 | \$3 5/16 |
| 12/23/1999 | | 2,040 | \$3 15/32 |
| 12/27/1999 | | 100,000 | \$3 1/2 |
| 12/28/1999 | | 2,095 | \$3 11/16 |
| 12/29/1999 | 485 | | \$3 11/16 |
| 12/30/1999 | | 195 | \$3 1/2 |
| 01/04/2000 | | 2,345 | \$3 11/16 |
| 01/06/2000 | | 244,230 | \$3.7155 |
| 01/10/2000 | | 475 | \$3 13/16 |
| TBK | | | |
| 12/28/1999 | | 10,000 | \$3 11/16 |

(d) To the best knowledge of TBC, each of the persons maintaining an account with TBC has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Common Stock held in said person's TBC Account.

To the best knowledge of TBK, no person other than TBK has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the TBK Shares, except that the General Partners and Thomas P. Knapp may be deemed to have such rights and powers solely by reason of being general partners in TBK.

To the best knowledge of Vanderbilt, no person other than Vanderbilt has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Vanderbilt Shares, except that the General Partners in Vanderbilt may be deemed to have such rights and powers solely by reason of being general partners in Vanderbilt.

(e) Not applicable.

SIGNATURE

Each of Tweedy, Browne Company LLC, TBK Partners, L.P. and Vanderbilt Partners, L.P., after reasonable inquiry and to the best of its knowledge and belief, hereby certifies that the information set forth in this Statement (which includes the Exhibit annexed hereto) is true, complete and correct.

TWEEDY, BROWNE COMPANY LLC

By /s/ Christopher H. Browne

Christopher H. Browne
Member

TBK PARTNERS, L.P.

By /s/ Christopher H. Browne

Christopher H. Browne
General Partner

VANDERBILT PARTNERS, L.P.

By /s/ Christopher H. Browne

Christopher H. Browne
General Partner

Dated: January 12, 2000