

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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

EZCORP, INC.
(Name of Issuer)

CLASS A, Non-voting Common Stock, Par Value \$0.01
(Title of Class of Securities)

302301106
(CUSIP Number)

John D. Spears
52 Vanderbilt Avenue
New York, New York 10017
(212) 916-0600
(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

June 26, 1997
(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).

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Tweedy, Browne Company L.P. ("TBC")	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) / / (b) /X/
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	00	
5	CHECK BOX 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 337,355 shares held in certain TBC accounts (as hereinafter defined). Additionally, certain of the general partners of TBC may be deemed to have sole power to vote certain shares as more fully set forth herein.	
8	SHARED VOTING POWER	
	0 shares	
9	SOLE DISPOSITIVE POWER	
	0 shares, except that certain of the general partners of TBC may be deemed to have sole power to dispose of certain shares as more fully set forth herein.	
10	SHARED DISPOSITIVE POWER	
	358,635 shares held in accounts of TBC (as hereinafter defined).	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	358,635 shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	/X/
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	3.41%	
14	TYPE OF REPORTING PERSON*	
	BD, IA & PN	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
 TBK Partners, L.P. ("TBK")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
 (b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
 WC and BK

5 CHECK BOX 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
 10,605 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
 10,605 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
 10,605 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.10%

14 TYPE OF REPORTING PERSON*
 PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Vanderbilt Partners, L.P. ("Vanderbilt")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC and BK

5 CHECK BOX 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
0 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
0 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

0 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

PRELIMINARY NOTE

This Amendment No. 2 is being filed because the filing persons are no longer subject to the reporting requirements of Section 13(d) of the Securities Exchange Act of 1934, as a result of the disposition of shares of Class A, Non-voting Common Stock (the "Non-voting Common Stock") of the Issuer as set forth more fully in Item 5 hereof. This Amendment No. 2 is being filed by Tweedy, Browne Company L.P. ("TBC"), TBK Partners, L.P. ("TBK") and Vanderbilt Partners, L.P. ("Vanderbilt") who may be deemed to be members of a group. However, 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").

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations, each of TBC, TBK and Vanderbilt hereby amend their respective Statements on Schedule 13D, relating to the Class A, Nonvoting Common Stock of EZCORP, Inc. TBC, TBK and Vanderbilt filed a Statement on Schedule 13D, dated as of February 13, 1996 which was amended by (i) Amendment No. 1 thereto, dated as of February 13, 1996 and (ii) Amendment No. 2 thereto, dated as of May 28, 1996. Pursuant to Item 101(a)(2)(ii) of Regulation S-T, this Amendment No. 2 also includes an amended and restated composite of all paper filings to date made by TBC, TBK and Vanderbilt, respectively.

ITEM 1. SECURITY AND ISSUER

This Schedule 13D relates to the Class A, Non-voting Common Stock, \$0.01 par value of EZCORP, Inc. (the "Company"), which, to the best knowledge of the persons filing this Schedule 13D, is a company organized under the laws of Delaware, with its principal executive offices located at 1901 Capital Parkway, Austin, Texas 78746.

ITEM 2. IDENTITY AND BACKGROUND

(a) The persons filing this Schedule 13D are (i) Tweedy, Browne Company L.P. ("TBC"), a Delaware limited partnership, (ii) TBK Partners, L.P. ("TBK"), a Delaware limited partnership and (iii) Vanderbilt Partners, L.P. ("Vanderbilt"), a Delaware limited partnership. Annexed as Exhibit 99.1, which is incorporated by reference herein, is an agreement among TBC, TBK and Vanderbilt that this Schedule 13D is filed on behalf of each of them. The filing of this Schedule 13D 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 Exchange Act of 1934 (the "Act").

This Schedule 13D contains information regarding shares of Non-voting 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 accounts TBC has investment discretion (the "TBC Accounts"), and with respect to some of which it has obtained sole or shared voting power.

The general partners of TBK are Christopher H. Browne, William H. Browne, Thomas P. Knapp and John D. Spears. The general partners of TBC and Vanderbilt are Christopher H. Browne, William H. Browne and John D. Spears (the "General Partners"). By reason of their positions as such, the general partners of TBK may be deemed to control TBK and the general partners of TBC and Vanderbilt may be deemed to control TBC and Vanderbilt, respectively.

(b) The business address of each of TBC, TBK, Vanderbilt, the General Partners and Thomas P. Knapp is 52 Vanderbilt Avenue, New York, New York 10017.

(c) TBC is engaged primarily in the business of a securities broker and dealer and investment adviser, is registered as a broker-dealer and investment adviser with the Securities and Exchange Commission, and is a member of the National Association of Securities Dealers, Inc.

TBK is a private investment partnership and is currently, and at all relevant times was, engaged primarily in the business of investing in securities for its own account.

Vanderbilt is a private investment partnership and is currently, and at all relevant times was, engaged primarily in the business of investing in securities for its own account.

The present principal occupation of each of the General Partners is serving as such for TBC, TBK and Vanderbilt. The present principal occupation of Thomas P. Knapp is serving as a general partner in TBK. The principal business address of each of TBC, TBK and Vanderbilt is set forth above.

(d) None of TBC, TBK, Vanderbilt, Thomas P. Knapp, nor any General Partner has, during the last five years, been convicted in any criminal proceeding (excluding traffic violations and similar misdemeanors).

(e) None of TBC, TBK, Vanderbilt, Thomas P. Knapp, nor any General Partner has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding it or he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect thereto.

(f) Each of TBC, TBK and Vanderbilt is a Delaware limited partnership. Each of the General Partners and Thomas P. Knapp is a citizen of the United States of America.

ITEM 3. SOURCE AND AMOUNTS OF FUNDS OR OTHER CONSIDERATION

As of the date hereof, the number of shares with respect to which TBC may be deemed to be the beneficial owner is 358,635 shares of Non-voting Common Stock (the "TBC Shares"), all of which shares were purchased in open market transactions. The aggregate cost of the TBC Shares, including brokerage commissions, was \$1,956,651.

The TBC Shares are held in the TBC Accounts, the funds therefor coming from the funds on hand in each individual managed account and in certain instances from standard margin account borrowings from brokerage accounts maintained at Fleet Clearing Corporation. It is expected that funds used by the TBC Accounts to purchase additional shares of Non-voting Common Stock, if additional shares are purchased by the TBC Accounts (see Item 4 hereof), will come from the funds on hand for each individual managed account, which funds on hand at any time and from time to time may include, among others, funds borrowed pursuant to margin accounts maintained at Fleet Clearing Corporation. Borrowings made by certain TBC Accounts pursuant to such margin accounts are secured by margin securities owned by the respective accounts, including some of the TBC Shares. Interest on outstanding borrowings under such margin accounts ranges from 1/2% to 2% over the brokers' call rate in effect from time to time at Chase Manhattan Bank, New York, New York, depending upon the amount of outstanding borrowings at any given time.

As of the date hereof, TBK beneficially owns directly 10,605 shares of Non-Voting Common Stock (the "TBK Shares"), all of which shares were purchased in open market transactions. (TBK and certain of the general partners in TBK, who are also general partners of TBC and Vanderbilt may also be deemed to be the indirect beneficial owners of certain other shares of Non-voting Common Stock, as set forth in Item 5 hereof.) The aggregate cost of the TBK Shares, including brokerage commissions, was \$66,743.

It is expected that funds used by TBK to purchase additional shares of Non-voting Common Stock, if additional shares are purchased by TBK (see Item 4 hereof), will come from TBK's general funds, which include cash and cash equivalents on hand and in banks.

TBK's general funds have included, and it is expected that they will from time to time include, funds borrowed by it pursuant to an understanding with Chase Manhattan Bank. As of the date hereof, TBK has a loan outstanding with Chase Manhattan Bank in the amount of \$20,000. Borrowings made by TBK pursuant to that understanding bear interest at the brokers' call rate in effect from time to time at Chase Manhattan Bank. TBK's funds may also include funds borrowed pursuant to a Line of Credit Agreement between TBK and Boston Safe Deposit and Trust Company. Pursuant to the Line of Credit Agreement, TBK may borrow up to \$15,000,000 at the brokers' call rate charged from time to time by Boston Safe Deposit & Trust Company. Borrowings made by TBK pursuant to its understandings with Chase Manhattan Bank and the Line of Credit Agreement with Boston Safe Deposit and Trust Company are secured by securities owned by TBK; such borrowings are not secured by any TBK Shares. No borrowings from Chase Manhattan Bank or Boston Safe Deposit and Trust Company were made for the purpose of acquiring the TBK Shares. TBK reserves the right to include all or any of the shares of Non-voting Common Stock owned by it at any time or from time to time, among the securities that serve as collateral for such borrowings, subject to compliance with any applicable statutes and regulations.

As a result of the disposition of 12,500 shares of Non-voting Common Stock in open market transactions, Vanderbilt does not beneficially own directly any shares of Non-Voting Common Stock.

It is expected that funds used by Vanderbilt to purchase additional shares of Non-voting Common Stock, if additional shares are purchased by Vanderbilt (see Item 4 hereof), will come from Vanderbilt's general funds, which include cash and cash equivalents on hand and in banks.

Vanderbilt's funds may include funds borrowed pursuant to a Line of Credit Agreement between Vanderbilt and Boston Safe Deposit and Trust Company. Pursuant to the Line of Credit Agreement, Vanderbilt may borrow up to \$2,000,000 at the brokers' call rate charged from time to time by Boston Safe Deposit & Trust Company. Borrowings made by Vanderbilt pursuant to the Line of Credit Agreement with Boston Safe Deposit and Trust Company are secured by securities owned by Vanderbilt; such borrowings are not secured by any Vanderbilt Shares. No borrowings from Boston Safe Deposit and Trust Company were made by Vanderbilt for the purpose of acquiring the Vanderbilt Shares. Vanderbilt reserves the right to include all or any of the shares of Non-voting Common Stock owned by it at any time or from time to time, among the securities that serve as collateral for such borrowings, subject to compliance with any applicable statutes and regulations.

ITEM 4. PURPOSE OF TRANSACTION

Each of TBC, TBK and Vanderbilt has acquired the shares of Non-voting Common Stock owned by it for investment purposes and for none of the reasons enumerated in Item 4 of Schedule 13D, except that TBC, TBK and Vanderbilt may dispose of all or some of the TBC Shares, the TBK Shares and the Vanderbilt Shares, respectively, or may acquire additional shares of Non-voting Common Stock from time to time, depending upon price and market conditions, evaluation of alternative investments, and other factors.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As a result of the disposition of 126,955 shares of Non-Voting Common Stock in open market transactions, TBC may be deemed to be the beneficial owner of an aggregate of 358,635 shares of Non-voting Common Stock, which constitutes approximately 3.41% of the 10,515,530 shares of Non-voting Common Stock which TBC believes to be the total number of shares of Non-voting Common Stock outstanding. The TBC Shares are held in the TBC Accounts.

As a result of the disposition of 28,395 shares of Non-voting Common Stock in open market transactions, of the date hereof, TBK beneficially owns directly 10,605 shares of Non-voting Common Stock, which constitutes approximately 0.10% of the 10,515,530 shares of Non-voting Common Stock which TBK believes to be the total number of shares of Non-voting Common Stock outstanding.

As a result of the disposition of 12,500 shares of Non-voting Common Stock in open market transactions, as of the date hereof, Vanderbilt does not beneficially own directly any shares of Non-voting Common Stock.

Each of TBC, TBK and Vanderbilt disclaims that it is the beneficial owner of any of the shares of Non-voting Common Stock held in the TBC Accounts. The aggregate number of shares of Non-voting Common Stock with respect to which TBC, TBK and Vanderbilt could be deemed to be the beneficial owner as of the date hereof, is 369,240 shares, which constitutes approximately 3.51% of the 10,515,530 shares of Non-voting Common Stock, which the filing persons believe to be the total number of shares of Non-voting 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 Non-voting Common Stock with respect to which each of the General Partners may be deemed to be the beneficial owner by reason of his being a general partner of TBC, TBK and Vanderbilt, respectively, is 369,240 shares, which constitutes approximately 3.51% of the 10,515,530 shares of Non-voting Common Stock outstanding. The aggregate number of shares and percentage of Non-voting 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 10,605 shares of Non-voting Common Stock which constitutes approximately 0.10% of the 10,515,530 shares of Non-voting 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 Non-voting 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 Non-voting 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 Non-voting Common Stock.

(b) TBC has investment discretion with respect to 358,635 shares of Non-voting 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 Non-voting Common Stock, TBC has sole power to vote or to direct the voting of 337,355 shares of Non-voting Common Stock held in certain TBC Accounts.

Each of the General Partners 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 Non-voting Common Stock held in the TBC Accounts; and (ii) shared power to vote or direct the vote of 337,355 shares of Nonvoting 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) During the sixty-day period ended as of the date hereof, TBC, TBK and Vanderbilt have sold shares of the Non-voting Common Stock in open market transactions, as follows:

REPORTING PERSON	DATE	NO. OF SHARES SOLD	PRICE PER SHARE
TBC Accounts	04/30/97	2,000	\$ 8 1/2
	05/23/97	2,290	\$ 8 1/8
	06/25/97	4,455	\$10 1/6
	06/26/97	118,210	\$ 9 5/8
TBK:	06/26/97	28,395	\$ 9 5/8
VANDERBILT:	06/25/97	4,245	\$10 1/6
	06/26/97	8,255	\$ 9 5/8

(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 Non-voting 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) TBC, TBK and Vanderbilt ceased to be the beneficial owner of more than 5% of Non-voting Common Stock on June 26, 1997.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except as otherwise described herein, none of TBC, TBK or Vanderbilt, nor, to the best knowledge of TBC, TBK or Vanderbilt, any other person named in Item 2 hereof, has any contract, arrangement, understanding or relationship with respect to any securities of the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 99.1 -- Agreement pursuant to Rule 13d-1(f)(1)(iii).

SIGNATURE

Each of Tweedy, Browne Company L.P., 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 L.P.

By -----
Christopher H. Browne
General Partner

TBK PARTNERS, L.P.

By -----
Christopher H. Browne
General Partner

VANDERBILT PARTNERS, L.P.

By -----
Christopher H. Browne
General Partner

Dated: July 2, 1997

EXHIBIT 99.1

AGREEMENT dated as of July 2, 1997 among Tweedy, Browne Company L.P., a Delaware limited partnership ("TBC"), TBK Partners, L.P., a Delaware limited partnership ("TBK"), and Vanderbilt Partners L.P., a Delaware limited partnership ("Vanderbilt").

WITNESSETH:

WHEREAS, in accordance with Rule 13d-1(f) of the Act, only one such Statement need be filed whenever two or more persons are required to file such a Statement pursuant to Section 13(d) of the Act with respect to the same securities, provided that said persons agree in writing that such Statement is filed on behalf of each of them.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree as follows:

TBC, TBK and Vanderbilt do hereby agree, in accordance with Rule 13d-1(f) under the Act, to file one Statement on Schedule 13D relating to their ownership of the Non-voting Common Stock, and do hereby further agree that said Statement shall be filed on behalf of each of TBC, TBK and Vanderbilt. Nothing herein, however, shall be, or shall be deemed to be, an admission that the parties hereto, or any of them, are members of a "group" (within the meaning of Section 13(d) of the Act and the rules and regulations promulgated thereunder) with respect to any securities of the Company.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

TWEEDY, BROWNE COMPANY L.P.

VANDERBILT PARTNERS, L.P.

By _____
Christopher H. Browne
General Partner

By _____
Christopher H. Browne
General Partner

TBK PARTNERS, L.P.

By _____
Christopher H. Browne
General Partner