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METRIS COMPANIES INC  
Form 10-Q  
November 15, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
-----

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

For the quarterly period ended September 30, 2002

or

Transition Report Pursuant to Section 13 or 15(d) of the Securities  
Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-12351

METRIS COMPANIES INC.  
(Exact name of registrant as specified in its charter)

Delaware 41-1849591  
(State of Incorporation) (I.R.S. Employer Identification No.)

10900 Wayzata Boulevard, Minnetonka, Minnesota 55305-1534  
(Address of principal executive offices)

(952) 525-5020  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No   
-----

As of October 31, 2002, 57,623,488 shares of the registrant's common stock, par value \$.01 per share, were outstanding.

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METRIS COMPANIES INC.

FORM 10-Q

TABLE OF CONTENTS

-----  
September 30, 2002

	Page
PART I.	FINANCIAL INFORMATION
Item 1.	Consolidated Financial Statements (unaudited):
	Consolidated Balance Sheets.....3
	Consolidated Statements of Income.....4
	Consolidated Statements of Changes in Stockholders' Equity.....6
	Consolidated Statements of Cash Flows.....7
	Notes to Consolidated Financial Statements.....8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations .....23
Item 3.	Quantitative and Qualitative Disclosures About Market Risk.....42
Item 4.	Controls and Procedures.....43
PART II.	OTHER INFORMATION
Item 1.	Legal Proceedings.....44
Item 2.	Changes in Securities.....45
Item 3.	Defaults Upon Senior Securities.....45
Item 4.	Submission of Matters to a Vote of Security Holders.....45
Item 5.	Other Information.....45
Item 6.	Exhibits and Reports on Form 8-K.....45
	Signatures .....46

Part I. Financial Information

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ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

METRIS COMPANIES INC. AND SUBSIDIARIES

Consolidated Balance Sheets

(Dollars in thousands, except per-share data) (Unaudited)

	September 30, 2002	
	-----	
Assets:		
Cash and due from banks .....	\$ 93,662	\$
Federal funds sold .....	116,000	
Short-term investments .....	881,017	
	-----	
Cash and cash equivalents .....	1,090,679	
	-----	
Retained interests in loans securitized .....	1,581,886	
Less: Valuation allowance .....	929,585	
	-----	
Net retained interests in loans securitized .....	652,301	
	-----	
Credit card loans .....	753,414	
Less: Allowance for loan losses .....	120,968	
	-----	
Net credit card loans .....	632,446	
	-----	
Property and equipment, net .....	102,489	
Purchased portfolio premium, net .....	71,369	
Other receivables due from credit card securitizations, net .....	123,211	
Other assets .....	228,536	
	-----	
Total assets .....	\$ 2,901,031	\$
	=====	
Liabilities:		
Deposits .....	\$ 1,099,229	\$
Debt .....	356,118	
Accounts payable .....	82,036	
Deferred income .....	178,540	
Accrued expenses and other liabilities .....	70,996	
	-----	
Total liabilities .....	1,786,919	
	-----	
Stockholders' Equity:		
Convertible preferred stock - Series C, par value \$.01 per share; 10,000,000 shares authorized, 1,130,647 and 1,057,638 shares issued and outstanding, respectively .....	421,166	
Common stock, par value \$.01 per share; 300,000,000 shares authorized, 64,627,008 and 64,224,878 shares issued, respectively .....	646	
Paid-in capital .....	236,058	
Unearned compensation .....	(4,589)	
Treasury stock - 6,553,300 and 806,300 shares, respectively .....	(56,731)	
Retained earnings .....	517,562	
	-----	
Total stockholders' equity .....	1,114,112	

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Total liabilities and stockholders' equity .....	\$ 2,901,031	\$
	=====	=====

See accompanying Notes to Consolidated Financial Statements.

METRIS COMPANIES INC. AND SUBSIDIARIES  
 Consolidated Statements of Income  
 (In thousands, except earnings per-share data) (Unaudited)

	Three Months Ended September 30,		Nine Se
	2002	2001	2002
	----	----	----
<b>Interest Income:</b>			
Credit card loans and retained interests in loans securitized .....	\$ 108,508	\$ 175,330	\$ 395,
Federal funds sold .....	145	364	7,
Other .....	3,838	3,513	7,
	-----	-----	-----
Total interest income .....	112,491	179,207	403,
Deposit interest expense .....	14,453	31,427	56,
Other interest expense .....	8,799	10,721	25,
	-----	-----	-----
Total interest expense .....	23,252	42,148	82,
	-----	-----	-----
Net Interest Income .....	89,239	137,059	320,
Provision for loan losses .....	138,197	116,513	445,
	-----	-----	-----
Net Interest (Expense) Income After Provision for Loan Losses .....	(48,958)	20,546	(124,
	-----	-----	-----
<b>Other Operating Income:</b>			
Net securitization and credit card servicing income .....	81,552	119,485	255,
Credit card fees, interchange and other credit card income .....	41,350	77,527	162,
Enhancement services revenues .....	99,617	86,168	290,
	-----	-----	-----
	222,519	283,180	708,
	-----	-----	-----
<b>Other Operating Expense:</b>			
Credit card account and other product solicitation and marketing expenses .....	48,824	42,354	145,
Employee compensation .....	51,875	61,105	162,
Data processing services and communications .....	20,054	23,095	63,
Enhancement services claims expense .....	13,146	10,506	40,
Credit card fraud losses .....	1,981	2,575	7,
Purchased portfolio premium amortization .....	7,232	7,132	23,
Other .....	32,624	42,609	117,

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	175,736	189,376	559,
(Loss) Income Before Income Taxes and Cumulative Effect of Accounting Change .....	(2,175)	114,350	23,
Income taxes .....	(848)	43,614	9,
(Loss) Income Before Cumulative Effect of Accounting Change .....	(1,327)	70,736	14,
Cumulative effect of accounting change (net of income taxes of \$9,000) .....	--	--	
Net (Loss) Income .....	(1,327)	70,736	14,
Convertible preferred stock dividends-Series C .....	9,605	8,788	28,
Net (Loss) Income Applicable to Common Stockholders .....	\$ (10,932)	\$ 61,948	\$ (13,

	Three Months Ended September 30,	
	2002	2001
(Loss) earnings per share:		
Basic-(loss) income before cumulative effect of accounting change .....	\$ (0.19)	\$ 0.72
Basic-cumulative effect of accounting change .....	--	--
Basic-net (loss) income .....	(0.19)	0.72
Diluted-(loss) income before cumulative effect of accounting change .....	(0.19)	0.70
Diluted-cumulative effect of accounting change .....	--	--
Diluted-net (loss) income .....	(0.19)	0.70
Shares used to compute earnings per share:		
Basic .....	58,311	98,846
Diluted .....	58,311	101,026
Dividends declared per common share .....	\$ 0.010	\$ 0.010

See accompanying Notes to Consolidated Financial Statements.

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METRIS COMPANIES INC. AND SUBSIDIARIES  
 Consolidated Statements of Changes in Stockholders' Equity  
 (In thousands) (Unaudited)

	Number of Shares		Preferred	Common	Paid-in	Unearned
	Preferred	Common	Stock	Stock	Capital	Compensation
BALANCE AT DECEMBER 31, 2000 ..	968	62,243	\$ 360,421	\$ 622	\$ 198,077	\$ --
Net income .....	--	--	--	--	--	--
Cash dividends .....	--	--	--	--	--	--
Preferred dividends in kind - Series C .....	66	--	24,880	--	--	--
Issuance of common stock under employee benefit plans .....	--	1,411	--	14	26,115	--
Deferred compensation obligations .....	--	422	--	5	5,429	(7,127)
Amortization of restricted stock .....	--	--	--	--	--	2,704
BALANCE AT SEPTEMBER 30, 2001 .	1,034	64,076	\$ 385,301	\$ 641	\$ 229,621	\$ (4,423)
BALANCE AT DECEMBER 31, 2001 ..	1,058	63,419	\$ 393,970	\$ 642	\$ 232,413	\$ (4,980)
Net income .....	--	--	--	--	--	--
Cash dividends .....	--	--	--	--	--	--
Common stock repurchased	--	(5,747)	--	--	--	--
Preferred dividends in kind - Series C .....	73	--	27,196	--	--	--
Issuance of common stock under employee benefit plans .....	--	326	--	3	2,678	--
Deferred compensation obligations .....	--	76	--	1	967	(968)
Amortization of restricted stock .....	--	--	--	--	--	1,359
BALANCE AT SEPTEMBER 30, 2002 .	1,131	58,074	\$ 421,166	\$ 646	\$ 236,058	\$ (4,589)

See accompanying Notes to Consolidated Financial Statements.

METRIS COMPANIES INC. AND SUBSIDIARIES  
 Consolidated Statements of Cash Flows  
 (Dollars in thousands) (Unaudited)

Nine Months E  
 September  
 2002

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Operating Activities:		
Net income .....	\$	14,639
Adjustments to reconcile net income to net cash provided by operating activities:		
Cumulative effect of accounting change .....		--
Depreciation and amortization .....		78,775
Provision for loan losses .....		445,378
Retained interests valuation income .....		(89,300)
Loss on derivative financial instruments .....		16,835
Changes in operating assets and liabilities, net:		
Other receivables due from credit card securitizations .....		39,822
Accounts payable and accrued expenses .....		(12,756)
Deferred income .....		(36,491)
Other .....		23,876
Net cash provided by operating activities .....		480,778
Investing Activities:		
Net proceeds from sales and repayments of securitized loans .....		163,155
Net loans collected (originated) .....		1,258,673
Credit card portfolio acquisitions .....		--
Additions to property and equipment .....		(5,607)
Net cash provided by (used in) investing activities .....		1,416,221
Financing Activities:		
(Decrease) increase in debt .....		(291,786)
(Decrease) increase in deposits .....		(958,779)
Cash dividends paid .....		(2,805)
Issuance of common stock .....		2,681
Repurchase of common stock .....		(43,717)
Net cash (used in) provided by financing activities .....		(1,294,406)
Net increase (decrease) in cash and cash equivalents .....		602,593
Cash and cash equivalents at beginning of period .....		488,086
Cash and cash equivalents at end of period .....	\$	1,090,679
Supplemental disclosure of cash flow information:		
Cash paid (received) during the period for:		
Interest .....	\$	87,025
Income taxes .....		(15,551)
Tax benefit from employee stock option exercises .....		174

See accompanying Notes to Consolidated Financial Statements.

METRIS COMPANIES INC. AND SUBSIDIARIES  
Notes to Consolidated Financial Statements  
(Dollars in thousands, except as noted) (Unaudited)

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### NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

The consolidated financial statements include the accounts of Metris Companies Inc. ("MCI") and its subsidiaries, including Direct Merchants Credit Card Bank, N.A. ("Direct Merchants Bank"), which may be referred to as "we," "us," "our" and the "Company." We are an information-based direct marketer of consumer lending products and enhancement services.

We have eliminated all significant intercompany balances and transactions in consolidation. We have reclassified certain prior-period amounts to conform with the current period's presentation.

#### Interim Financial Statements

We have prepared the unaudited interim consolidated financial statements and related unaudited financial information in the footnotes in accordance with accounting principles generally accepted in the United States of America and the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial statements. These interim financial statements reflect all adjustments consisting of normal recurring accruals which, in the opinion of management, are necessary to present fairly our consolidated financial position and the results of our operations and our cash flows for the interim periods. You should read these consolidated financial statements in conjunction with the financial statements and the notes thereto contained in our Annual Report on Form 10-K/A for the fiscal year ended December 31, 2001. The nature of our business is such that the results of any interim period may not be indicative of the results to be expected for the entire year.

#### Pervasiveness of Estimates

We have prepared the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, which require us to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. The most significant and subjective of these estimates is our determination of the adequacy of the allowance for loan losses and our determination of the fair value of retained interests from assets securitized. The significant factors susceptible to future change that have an impact on these estimates include default rates, net interest spreads, liquidity and overall economic conditions. As a result, the actual losses in our loan portfolio and the fair value of our retained interests as of September 30, 2002 and December 31, 2001 could materially differ from these estimates.

### NOTE 2 - EARNINGS PER SHARE

The following table presents the computation of basic and diluted weighted-average shares used in the per-share calculations:

	Three Months Ended September 30, 2002	September 30, 2001	Nine Mon Septem 2002
--	---	-----------------------	----------------------------

(In thousands)

(Loss) income before cumulative effect



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of accounting change .....	\$ (1,327)	\$ 70,736	\$ 14,639
Preferred dividends - Series C .....	9,605	8,788	28,187
	-----	-----	-----
Net (loss) income applicable to common stockholders before cumulative effect of accounting change .....	(10,932)	61,948	(13,548)
Cumulative effect of accounting change, net .....	--	--	--
	-----	-----	-----
Net (loss) income applicable to common stockholders .....	\$ (10,932)	\$ 61,948	\$ (13,548)
	=====	=====	=====
Weighted-average common shares outstanding .....	58,311	63,588	60,653
Adjustments for dilutive securities: Assumed conversion of convertible preferred stock (1) .....	--	35,258	--
	-----	-----	-----
Basic common shares .....	58,311	98,846	60,653
Assumed exercise of outstanding stock options (1) .....	--	2,180	--
	-----	-----	-----
Diluted common shares .....	58,311	101,026	60,653
	=====	=====	=====

(1) In accordance with SFAS 128, the earnings per share calculations for the three- and nine-month periods ended September 30, 2002 exclude the assumed conversion of the convertible preferred stock and the outstanding stock options as they are anti-dilutive.

NOTE 3 - ACCOUNTING CHANGES

On January 1, 2001, we adopted Statement of Financial Accounting Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities," which establishes accounting and reporting standards for derivative instruments. SFAS 133 requires enterprises to recognize all derivatives as either assets or liabilities in the statement of financial position and to measure those instruments at fair market value. As a result of the adoption of SFAS 133, we marked our derivatives to market value and recognized a one-time, non-cash, after-tax charge to earnings of \$14.5 million. This one-time charge is reflected as a "Cumulative effect of accounting change" in the consolidated statements of income for the nine months ended September 30, 2001.

On January 1, 2002, we adopted SFAS No. 142, "Goodwill and Other Intangible Assets," which establishes accounting and reporting standards for goodwill and other intangible assets. It requires enterprises to test these assets for impairment upon adoption of SFAS 142 as well as on an annual basis, and reduce the carrying amount of these assets if they are found to be impaired. Goodwill and other intangible assets with an indefinite useful life will no longer be amortized. Other intangible assets with an estimable useful life will continue to be amortized over their useful lives. The adoption of the new standard did not have a material impact on our financial statements.

On January 1, 2002, we adopted SFAS No. 144, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of," which supersedes FASB Statement No. 121, and provides a single accounting model for long-lived assets to be disposed of. The adoption of the new standard did not have a material impact on our financial statements. In April 2002, the FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44 and 62, Amendment of FASB Statement No. 13, and Technical Corrections." SFAS 145 will require gains and losses on extinguishments of debt to be classified as income or loss

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from continuing operations rather than as extraordinary items as previously required under SFAS 4. SFAS 145 also amends SFAS 13 to require certain modifications to capital leases be treated as a sale-leaseback and modifies the accounting for sub-leases when the original lessee remains a secondary obligor or guarantor. Accordingly, most gains or losses from extinguishments of debt for fiscal years beginning after May 15, 2002 shall not be reported as extraordinary. Upon adoption, any gain or loss on extinguishment of debt previously classified as an extraordinary item in prior periods presented must be reclassified to conform with the provisions of SFAS 145. SFAS 145's amendment and technical correction to SFAS 13 is effective for all transactions occurring after May 15, 2002. We do not expect a material impact on our financial statements upon adoption of SFAS 145.

In July 2002, FASB issued SFAS 146, "Accounting for Costs Associated with Exit or Disposal Activities." The statement addresses financial accounting and reporting for costs associated with exit or disposal activities and nullifies EITF Issue No. 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)." SFAS 146 requires that a liability for a cost associated with an exit or disposal activity be recognized when a liability is incurred. Under Issue 94-3, a liability for an exit cost as generally defined in Issue 94-3 was recognized at the date of an entity's commitment to an exit plan. The provisions of this Statement are effective for exit or disposal activities that are initiated after December 31, 2002. We do not expect a material impact on our financial statements upon adoption of SFAS 146.

### NOTE 4 - ALLOWANCE FOR LOAN LOSSES

The activity in the allowance for loan losses is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
	----	----	----	----
Balance at beginning of period .	\$ 275,279	\$ 258,057	\$ 410,159	\$ 123,123
Allowance related to assets acquired, net .....	--	6,063	--	6,063
Allowance transferred to the retained interests valuation allowance .....	(208,102)	(37,059)	(481,386)	3,733
Provision for loan losses .....	138,197	116,513	445,378	318,924
Loans charged off (1) .....	(91,509)	(72,602)	(271,995)	(190,231)
Recoveries .....	7,103	12,397	18,812	21,757
	-----	-----	-----	-----
Net loans charged off .....	(84,406)	(60,205)	(253,183)	(168,474)
	-----	-----	-----	-----
Balance at end of period .....	\$ 120,968	\$ 283,369	\$ 120,968	\$ 283,369
	=====	=====	=====	=====

(1) Loans charged off for the three-month and nine-month periods ended September 30, 2002 include \$41.5 million related to the sale of \$47 million of receivables.

As of September 30, 2002, we had \$2.9 million in credit card loans classified as non-accrual, compared to \$1.3 million in credit card loans classified as non-accrual as of December 31, 2001. As of September 30, 2001, we had no credit card loans classified as non-accrual. Credit card loans

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contractually 90 or more days past due and still accruing interest amounted to \$13.2 million as of September 30, 2002, \$122.3 million as of December 31, 2001, and \$120.7 million as of September 30, 2001.

During the three- and nine-month periods ended September 30, 2002, we transferred \$208.1 million and \$481.4 million of allowance for loan losses, respectively, to the valuation allowance for retained interests in loans securitized. This transfer was primarily due to the sale of approximately \$2.3 billion of receivables from Direct Merchants Bank to the Metris Master Trust ("Master Trust") during the nine months ended September 30, 2002, causing a decrease in the credit card portfolio and growth in gross retained interests. During the three-month period ended September 30, 2001, we transferred \$37.1 million of allowance for loan losses to the valuation allowance for retained interests in loans securitized. This transfer was due to growth in gross retained interests. During the nine month period ended September 30, 2001, we transferred \$3.7 million of valuation allowance for retained interests in loans securitized to allowance for loan losses. This transfer was primarily due to the maturity of a bank conduit that was accounted for as a sale under SFAS 140 in the second quarter of 2001 partially offset by the sale of receivables from Direct Merchants Bank to the Master Trust.

### NOTE 5 - RETAINED INTERESTS IN LOANS SECURITIZED

Activity in retained interests is as follows:

	September 30, 2002 ----	Change -----	December 31, 2001 ----
Gross retained interests	\$ 1,581,886	\$ 318,231	\$ 1,263,655
Valuation allowance ....	(929,585)	(392,086)	(537,499)
	-----	-----	-----
Net retained interests .	\$ 652,301	\$ (73,855)	\$ 726,156
	=====	=====	=====
	September 30, 2001 ----	Change -----	December 31, 2000 ----
Gross retained interests	\$ 1,228,154	\$ (795,527)	\$ 2,023,681
Valuation allowance ....	(596,153)	44,699	(640,852)
	-----	-----	-----
Net retained interests .	\$ 632,001	\$ (750,828)	\$ 1,382,829
	=====	=====	=====

Activity in the valuation allowance on retained interests in loans securitized is as follows:

	Three Months Ended September 30, -----		Nine Months Ended September 30, -----	
	2002 ----	2001 ----	2002 ----	2001 ----
Balance at beginning of period .	\$ 744,205	\$ 568,084	\$ 537,499	\$ 640,852
Transfers from the allowance for loan losses .....	208,102	37,059	481,386	(3,733)
Retained interests valuation				

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income .....	(22,722)	(8,990)	(89,300)	(40,966)
	-----	-----	-----	-----
Balance at end of period .....	\$ 929,585	\$ 596,153	\$ 929,585	\$ 596,153
	=====	=====	=====	=====

Gross retained interests in loans securitized increased \$318.2 million to \$1.6 billion as of September 30, 2002, compared to \$1.3 billion as of December 31, 2001. The increase is due to the sale of approximately \$2.3 billion of receivables from Direct Merchants Bank to the Master Trust during the nine months ended September 30, 2002. The \$795.5 million decrease in gross retained interests during the nine months ended September 30, 2001 was due primarily to the maturity of a securitization that was accounted for as a sale under SFAS 140. As a result, approximately \$855 million of receivables that were classified as retained interests in loans securitized as of December 31, 2000 were classified as credit card loans as of September 30, 2001. During the nine months ended September 30, 2002 the valuation allowance increased by \$392.1 million due primarily to the higher gross retained interests and narrowing excess spreads in the Master Trust due to increasing default rates. The projected default rate increased from 18% as of December 31, 2001 to 21% as of September 30, 2002. The increase in the projected default rate is due to increased delinquencies in the Master Trust caused by the overall deterioration in the economy and our 2001 credit line increase program which added pressure to some of our customers due to increased average outstanding balances which require higher monthly payments. The increase in the projected default rate accounted for an approximate \$250 million increase in the valuation allowance. The \$44.7 million decrease in the valuation allowance during the nine months ended September 30, 2001 primarily reflects lower gross retained interests.

NOTE 6 - SEGMENTS

We operate in two principal areas: consumer lending products and enhancement services. Our consumer lending products are primarily unsecured credit cards, including the Direct Merchants Bank MasterCard(R) and Visa(R). Our credit card accountholders include consumers obtained from third-party lists and other consumers for whom general credit bureau information is available.

We market our enhancement services, including (1) debt waiver protection for unemployment, disability, and death; (2) membership programs such as card registration, purchase protection and other club memberships; and (3) third-party insurance, directly to our credit card accountholders and customers of third parties. We currently administer our extended service plans sold through a third-party retailer, and the customer pays the retailer directly. In addition, we develop customized targeted mailing lists from information contained in our databases for use by unaffiliated companies in their own product solicitation efforts that do not directly compete with our efforts.

We have presented the segment information reported below on a managed basis. We use this basis to review segment performance and to make operating decisions. In doing so, the income statement and balance sheet are adjusted to reverse the effects of securitizations. Presentation on a managed basis is not in conformity with accounting principles generally accepted in the United States of America. The adjustments columns in the segment table include adjustments to present the information on an owned basis as reported in the financial statements of this Quarterly Report.

We do not allocate the expenses, assets and liabilities attributable to corporate functions to the operating segments, such as employee compensation,

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data processing services and communications, third-party servicing expenses, and other expenses including occupancy, depreciation and amortization, professional fees, and other general and administrative expenses. We do not allocate capital expenditures for leasehold improvements, capitalized software and furniture and equipment to operating segments. There were no material operating assets located outside of the United States for the periods presented.

Our enhancement services operating segment pays a fee to our consumer lending products segment for successful marketing efforts to the consumer lending products segment's credit card accountholders at a rate similar to those paid to our other third parties. Our enhancement services segment reports interest income and our consumer lending products segment reports interest expense at our weighted-average borrowing rate for the excess cash flow generated by the enhancement services segment that is used by the consumer lending products segment to fund the growth of credit card accountholder balances.

Three Months Ended September 30, 2002

	Consumer Lending Products	Enhancement Services	Securitization Adjustments (a)	Other Adjustments (b)	Consolidated
Interest income . . . . .	\$ 534,340	\$ 65	\$ (421,849)	\$ (65)	\$ 112,491
Interest expense . . . . .	80,069	--	(56,752)	(65)	23,252
Net interest income . . . . .	454,271	65	(365,097)	--	89,239
Other revenue . . . . .	139,539	99,617	(16,637)	--	222,519
Total revenue . . . . .	593,810	99,682	(381,734)	--	311,758
Income before income taxes . . . . .	51,744 (c)	57,867 (c)	--	(111,786)	(2,175)
Total assets . . . . .	\$10,819,140	\$ 135,201	\$ (9,243,689)	\$ 1,190,379 (d)	\$ 2,901,031

Three Months Ended September 30, 2001

	Consumer Lending Products	Enhancement Services	Securitization Adjustments (a)	Other Adjustments (b)	Consolidated
Interest income . . . . .	\$ 514,818	\$ 2,970	\$ (335,611)	\$ (2,970)	\$ 179,207
Interest expense . . . . .	122,539	--	(77,421)	(2,970)	42,148

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Net interest income .....	392,279	2,970	(258,190)	--	137,050
Other revenue ....	155,875	86,168	41,137	--	283,180
Total revenue ....	548,154	89,138	(217,053)	--	420,239
Income before income taxes .	191,515 (c)	56,776 (c)	--	(133,941)	114,350
Total assets .....	\$10,583,562	\$ 145,857	\$ (7,162,158)	\$ 509,959 (d)	\$ 4,077,220

Nine Months Ended September 30, 2002

	Consumer Lending Products	Enhancement Services	Securitization Adjustments (a)	Other Adjustments (b)	Consolidated
Interest income ...	\$ 1,570,839	\$ 2,442	\$ (1,167,588)	\$ (2,442)	\$ 403,251
Interest expense ..	251,797	--	(166,983)	(2,442)	82,368
Net interest income .....	1,319,042	2,442	(1,000,605)	--	320,879
Other revenue .....	389,619	290,262	28,265	--	708,146
Total revenue .....	1,708,661	292,704	(972,340)	--	1,029,025
Income before income taxes ...	213,295 (c)	177,351 (c)	--	(366,647)	23,999
Total assets .....	\$10,819,140	\$ 135,201	\$ (9,243,689)	\$ 1,190,379 (d)	\$ 2,901,052

Nine Months Ended September 30, 2001

	Consumer Lending Products	Enhancement Services	Securitization Adjustments (a)	Other Adjustments (b)	Consolidated
Interest income .....	\$ 1,463,178	\$ 9,792	\$ (942,035)	\$ (9,792)	\$ 421,143
Interest expense .....	395,830	--	(251,742)	(9,792)	133,306
Net interest income .....	1,067,348	9,792	(690,293)	--	396,847

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Other revenue .....	441,486	247,332	99,999	--	
Total revenue .....	1,508,834	257,124	(590,294)	--	1
Income before					
income taxes and					
cumulative effect of					
accounting change ..	522,766 (c)	166,513 (c)	--	(382,068)	
Total assets .....	\$10,583,562	\$ 145,857	\$ (7,162,158)	\$ 509,959 (d)	\$ 4

(a) This column reflects adjustments to the Company's internal financial statements, which are prepared on a managed basis, to eliminate investors' interests in securitized loans.

(b) The other adjustments column includes: intercompany eliminations and amounts not allocated to segments.

(c) Income before income taxes (and cumulative effect of accounting change) includes intercompany commissions paid by the enhancement services segment to the consumer lending products segment for successful marketing efforts to consumer lending products credit card account holders of \$4.4 million for the three months ended September 30, 2002, \$2.6 million for the three months ended September 30, 2001, \$10.7 million for the nine months ended September 30, 2002 and \$8.8 million for the nine months ended September 30, 2001.

(d) Total assets include the assets attributable to corporate functions not allocated to operating segments and the removal of investors interests in securitized loans to present total assets on an owned basis.

NOTE 7 - STOCKHOLDERS' EQUITY

On February 6, 2001, the Board of Directors authorized a stock repurchase program of up to \$200 million of our outstanding common stock over a period ending December 31, 2002. For the nine months ended September 30, 2002, 5,747,000 common shares had been repurchased under the program for \$43.7 million. Subsequent to September 30, 2002, we repurchased an additional 502,000 common shares for \$1.6 million. The amount of common shares we can repurchase in a calendar year is limited under various debt agreements. In 2002, the Company may repurchase up to an additional \$49 million of common shares.

The purpose of the Metris Companies Inc. stock repurchase program is to purchase outstanding stock for later reissuance under its stock option and employee benefit plans or potential acquisition opportunities. During the first nine months of 2002 and 2001, the Company issued 326,000 and 1,411,000 shares of common stock, respectively, under its employee benefit plans for net cash proceeds of \$2.7 million and \$26.1 million, respectively.

NOTE 8 - SUPPLEMENTAL CONSOLIDATING FINANCIAL STATEMENTS

We have various indirect subsidiaries which do not guarantee Company debt. We have presented the following condensed consolidating financial statements of the Company, the guarantor subsidiaries and the non-guarantor subsidiaries to comply with SEC reporting requirements. We have not presented separate financial





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	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminat
	-----	-----	-----	-----
<b>Assets:</b>				
Cash and cash equivalents .....	\$ 17,613	\$ 1,505	\$ 468,968	\$
Net retained interests in loans securitized .....	--	--	726,156	
Credit card loans, net of allowance .....	1,646	--	2,334,851	
Property and equipment, net .....	--	78,425	36,488	
Purchased portfolio premium .....	248	--	94,545	
Other receivables due from credit card securitizations, net .....	34	644	179,190	
Other assets .....	(21,776)	55,731	260,676	
Investment in subsidiaries .....	1,900,528	1,745,701	--	(3,64
	-----	-----	-----	-----
Total assets .....	\$ 1,898,293	\$ 1,882,006	\$ 4,100,874	\$ (3,65
	=====	=====	=====	=====
<b>Liabilities:</b>				
Deposits .....	\$ (1,000)	\$ --	\$ 2,059,008	\$
Debt .....	345,924	171	301,809	
Accounts payable .....	3,070	15,461	68,073	
Deferred income .....	3,270	30,615	184,275	
Accrued expenses and other liabilities .....	405,074	(64,769)	(257,992)	
	-----	-----	-----	-----
Total liabilities .....	756,338	(18,522)	2,355,173	
	-----	-----	-----	-----
Total stockholders' equity .....	1,141,955	1,900,528	1,745,701	(3,64
	-----	-----	-----	-----
Total liabilities and stockholders' equity .....	\$ 1,898,293	\$ 1,882,006	\$ 4,100,874	\$ (3,65
	=====	=====	=====	=====

METRIS COMPANIES INC.  
Supplemental Consolidating Statements of Income  
Three Months Ended September 30, 2002  
(Dollars in thousands)  
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminat
	-----	-----	-----	-----
<b>Net Interest (Expense)</b>				
Income .....	\$ (10,526)	\$ 659	\$ 99,106	\$
Provision for loan losses .....	37	--	133,535	4,6
	-----	-----	-----	-----
Net Interest (Expense)				

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Income After Provision for Loan Losses .....	(10,563)	659	(34,429)	(4,6
Other Operating Income:				
Net securitization and credit card servicing income .....	(2,903)	--	84,455	
Credit card fees, interchange and other credit card income .....	763	53,926	48,406	(61,7
Enhancement services revenues .....	--	8,208	91,409	
Intercompany allocations .....	38	65,527	11,174	(76,7
	(2,102)	127,661	235,444	(138,4
Other Operating Expense:				
Credit card account and other product solicitation and marketing expenses .....	16	56,475	40,467	(48,1
Employee compensation .....	--	46,278	5,597	
Data processing services and communications .....	8	(24,642)	48,442	(3,7
Enhancement services claims expense .....	--	478	12,668	
Credit card fraud losses .....	51	--	1,930	
Purchased portfolio premium amortization .....	--	--	7,925	(6
Other .....	38	26,890	6,899	(1,2
Intercompany allocations .....	16	25,554	51,169	(76,7
	129	131,033	175,097	(130,5
(Loss) Income Before Income Taxes and Equity in Income of Subsidiaries .....	(12,794)	(2,713)	25,918	(12,5
Income taxes .....	(4,989)	(1,058)	10,108	(4,9
Equity in income of subsidiaries .....	6,478	8,133	--	(14,6
Net (Loss) Income .....	\$ (1,327)	\$ 6,478	\$ 15,810	\$ (22,2

METRIS COMPANIES INC.  
Supplemental Consolidating Statements of Income  
Three Months Ended September 30, 2001  
(Dollars in thousands)  
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminat
	-----	-----	-----	-----
Net Interest Income				

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(Expense) .....	\$ 62,939	\$ (1,962)	\$ 76,082	\$
Provision for loan losses .....	874	--	115,639	
	-----	-----	-----	-----
Net Interest Expense After				
Provision for Loan Losses .....	62,065	(1,962)	(39,557)	
	-----	-----	-----	-----
Other Operating Income:				
Net securitization and				
credit card servicing				
income .....	(3,774)	--	123,259	
Credit card fees,				
interchange and other				
credit card income .....	4,539	12,060	60,928	
Enhancement services				
revenues .....	--	11,885	74,283	
Intercompany allocations .....	11	121,492	(121,503)	
	-----	-----	-----	-----
	776	145,437	136,967	
	-----	-----	-----	-----
Other Operating Expense:				
Credit card account and				
other product				
solicitation and				
marketing expenses .....	--	(969)	43,323	
Employee compensation .....	356	54,023	6,726	
Data processing services				
and communications .....	--	(16,892)	39,987	
Enhancement services claims				
expense .....	--	330	10,176	
Credit card fraud losses .....	1	5	2,569	
Purchased portfolio premium				
amortization .....	--	--	7,132	
Other .....	37	39,784	2,788	
	-----	-----	-----	-----
	394	76,281	112,701	
	-----	-----	-----	-----
Income (Loss) Before Income				
Taxes and Equity in				
Income of Subsidiaries .....	62,447	67,194	(15,291)	
Income taxes .....	23,918	27,653	(7,957)	
Equity in income of				
subsidiaries .....	32,207	(7,334)	--	(24,8
	-----	-----	-----	-----
Net Income (Loss) .....	\$ 70,736	\$ 32,207	\$ (7,334)	\$ (24,8
	=====	=====	=====	=====

METRIS COMPANIES INC.  
Supplemental Consolidating Statements of Income  
Nine Months Ended September 30, 2002  
(Dollars in thousands)  
Unaudited

Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminat
--------------------------	---------------------------	-------------------------------	----------

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Net Interest (Expense)				
Income .....	\$ (19,025)	\$ (357)	\$ 340,261	\$
Provision for loan losses .....	(695)	--	391,448	54,
	-----	-----	-----	-----
Net Interest (Expense)				
Income After Provision				
for Loan Losses .....	(18,330)	(357)	(51,187)	(54,
	-----	-----	-----	-----
Other Operating Income:				
Net securitization and				
credit card servicing				
income .....	(4,645)	--	259,983	
Credit card fees,				
interchange and other				
credit card income .....	1,216	67,645	166,564	(72,
Enhancement services				
revenues .....	--	27,034	263,228	
Intercompany allocations .....	109	190,794	35,961	(226,
	-----	-----	-----	-----
	(3,320)	285,473	725,736	(299,
	-----	-----	-----	-----
Other Operating Expense:				
Credit card account and				
other product				
solicitation and				
marketing expenses .....	16	63,729	130,012	(48,
Employee compensation .....	(1,101)	141,199	22,690	
Data processing services				
and communications .....	44	(68,013)	136,672	(5,
Enhancement services claims				
expense .....	--	978	39,292	
Credit card fraud losses .....	178	--	6,984	
Purchased portfolio premium				
amortization .....	--	--	25,855	(2,
Other .....	(72)	101,499	25,239	(9,
Intercompany allocations .....	62	67,142	159,660	(226,
	-----	-----	-----	-----
	(873)	306,534	546,404	(292,
	-----	-----	-----	-----
(Loss) Income Before Income				
Taxes and Equity in				
Income of Subsidiaries .....	(20,777)	(21,418)	128,145	(61,
Income taxes .....	(8,103)	(8,353)	49,977	(24,
Equity in income of				
subsidiaries .....	27,313	40,378	--	(67,
	-----	-----	-----	-----
Net Income .....	\$ 14,639	\$ 27,313	\$ 78,168	\$ (105,
	=====	=====	=====	=====

METRIS COMPANIES INC.  
Supplemental Consolidating Statements of Income  
Nine Months Ended September 30, 2001

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(Dollars in thousands)  
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminat
	-----	-----	-----	-----
Net Interest Income				
(Expense) .....	\$ 2,002	\$ (5,554)	\$ 390,399	\$
Provision for loan losses .....	2,091	--	316,833	
	-----	-----	-----	-----
Net Interest (Expense)				
Income After Provision				
for Loan Losses .....	(89)	(5,554)	73,566	
	-----	-----	-----	-----
Other Operating Income:				
Net securitization and				
credit card servicing				
income .....	982	--	325,307	
Credit card fees,				
interchange and other				
credit card income .....	1,688	21,357	192,151	
Enhancement services				
revenues .....	--	43,086	204,246	
Intercompany allocations .....	11	121,492	(121,503)	
	-----	-----	-----	-----
	2,681	185,935	600,201	
	-----	-----	-----	-----
Other Operating Expense:				
Credit card account and				
other product				
solicitation and				
marketing expenses .....	--	9,515	125,085	
Employee compensation .....	698	151,249	20,009	
Data processing services				
and communications .....	2	(69,824)	137,437	
Enhancement services claims				
expense .....	--	820	24,615	
Credit card fraud losses .....	1	5	7,420	
Purchased portfolio premium				
amortization .....	--	--	22,378	
Other .....	127	84,071	35,921	
	-----	-----	-----	-----
	828	175,836	372,865	
	-----	-----	-----	-----
Income Before Income Taxes,				
Equity in Income of				
Subsidiaries and				
Cumulative Effect of				
Accounting Change .....	1,764	4,545	300,902	--
Income taxes .....	676	1,743	115,243	--
Equity in income of				
subsidiaries .....	173,962	171,160	--	(345,12)
	-----	-----	-----	-----
Income Before Cumulative				
Effect of Accounting				
Change .....	175,050	173,962	185,659	(345,12)
Cumulative effect of				
accounting change, net .....	--	--	14,499	--
	-----	-----	-----	-----

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Net Income .....	\$ 175,050	\$ 173,962	\$ 171,160	\$ (345,12
	=====	=====	=====	=====

METRIS COMPANIES INC.  
Supplemental Condensed Consolidating Statements of Cash Flows  
Nine Months Ended September 30, 2002  
(Dollars in thousands)  
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
	-----	-----	-----
Operating Activities:			
Net cash provided by operating activities ....	\$ 253,279	\$ 104,842	\$ 211,303
	-----	-----	-----
Investing Activities:			
Net proceeds from sales and repayments of securitized loans .....	--	--	163,155
Net loans collected .....	220	--	1,313,078
(Additions to) dispositions of property and equipment .....	--	(7,557)	1,950
Investment in subsidiaries .....	(30,333)	(61,867)	--
	-----	-----	-----
Net cash (used in) provided by investing activities .....	(30,113)	(69,424)	1,478,183
	-----	-----	-----
Financing Activities:			
Net increase (decrease) in debt .....	673	(171)	(292,288)
Net decrease in deposits .....	--	--	(958,779)
Cash dividends paid .....	(2,805)	--	--
Issuance of common stock .....	2,681	--	--
Repurchase of common stock .....	(43,717)	--	--
Capital contributions .....	--	(34,770)	(16,301)
	-----	-----	-----
Net cash used in financing activities .....	(43,168)	(34,941)	(1,267,368)
	-----	-----	-----
Net increase in cash and cash equivalents ....	179,998	477	422,118
Cash and cash equivalents at beginning of period .....	17,613	1,505	468,968
	-----	-----	-----
Cash and cash equivalents at end of period ...	\$ 197,611	\$ 1,982	\$ 891,086
	=====	=====	=====

METRIS COMPANIES INC.  
Supplemental Condensed Consolidating Statements of Cash Flows  
Nine Months Ended September 30, 2001  
(Dollars in thousands)  
Unaudited

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	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
Operating Activities:			
Net cash provided by operating activities ...	\$ 150,433	\$ 174,266	\$ 614,658
Investing Activities:			
Net proceeds from sales and repayments of securitized loans .....	545	--	791,249
Net loans originated .....	(3,948)	--	(1,470,131)
Credit card portfolio acquisition .....	--	--	(157,640)
(Additions to) dispositions of property and equipment .....	--	(17,522)	11,016
Investment in subsidiaries .....	(227,107)	(218,038)	--
Net cash used in investing activities .....	(230,510)	(235,560)	(825,506)
Financing Activities:			
Net increase (decrease) in debt .....	673	(6)	94,738
Net increase in deposits .....	--	--	29,339
Cash dividends paid .....	(2,798)	--	--
Issuance of common stock .....	24,436	--	--
Capital contributions .....	--	53,145	46,878
Net cash provided by financing activities ...	22,311	53,139	170,955
Net decrease in cash and cash equivalents ...	(57,766)	(8,155)	(39,893)
Cash and cash equivalents at beginning of period .....	64,869	10,658	445,913
Cash and cash equivalents at end of period ..	\$ 7,103	\$ 2,503	\$ 406,020

ITEM 2.

METRIS COMPANIES INC. AND SUBSIDIARIES  
MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis provides information management believes to be relevant to understanding the financial condition and results of operations of Metris Companies Inc. ("MCI") and its subsidiaries, including Direct Merchants Credit Card Bank, N.A. ("Direct Merchants Bank"), which may be referred to as "we," "us," "our" and the "Company." You should read this discussion along with the following documents for a full understanding of our financial condition and results of operations: Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K/A for the fiscal year ended December 31, 2001; and our Proxy Statement for the 2002 Annual Meeting of Shareholders. In addition, you should read this discussion along with our Quarterly Report on Form 10-Q for the period ended September 30, 2002, of which this commentary is a part, and the condensed consolidated financial statements and related notes thereto.

Results of Operations

Net loss for the three months ended September 30, 2002 was \$1.3 million, compared to net income of \$70.7 million for the third quarter of 2001. Diluted

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loss per share for the three months ended September 30, 2002 was \$0.19 compared to diluted earnings per share of \$0.70 for the third quarter of 2001. The decrease in net income is due primarily to an increase in provision for loan losses, a decrease in net securitization and credit card servicing income and a decrease in credit card fees, interchange and other income. The increase in the provision for loan losses is due to the estimated loan loss allowance necessary to absorb probable future loan losses inherent in the existing loan portfolio. Increased net charge-offs, increased delinquency rates and the current economic environment were some of the factors considered by management in determining the necessary balance in the allowance for loan losses. The decrease in the net securitization revenue relates to a decreased excess spread on securitized receivables due primarily to an increased default rate. The decrease in credit card fees, interchange and other income is primarily due to a \$1.0 billion reduction in average receivables during the quarter due to the transfer of approximately \$690 million receivables to the Metris Master Trust. In addition, we also amended the Pooling and Servicing Agreement between the Metris Master Trust and Direct Merchants Bank, which resulted in interchange income earned on receivables held by the Metris Master Trust to be recorded as net securitization revenue. Enhancement services revenue increased 16% to \$99.6 million for the third quarter of 2002 compared to the same period in 2001. This increase was due primarily to an increase in receivables covered by our debt waiver product, price increases on various debt waiver products, increased active enrollments in various membership products and a shift from annual-billed products to monthly-billed products, which have higher product prices and different trial/cancel periods which impact the timing of revenues recognized.

Net income for the nine months ended September 30, 2002 was \$14.6 million, down from \$175.1 million for the first nine months of 2001. Net income reported for the nine-month period ended September 30, 2001 includes a \$14.5 million cumulative effect of accounting change described below. Without this item, reported earnings would have been \$189.5 million for the nine-month period ended September 30, 2001. Diluted loss per share for the nine months ended September 30, 2002 was \$0.22 compared to diluted earnings per share of \$1.75 for the same period in 2001. Without the impact of the cumulative effect of accounting change, diluted earnings per share would have been \$1.90 for the nine months ended September 30, 2001. The \$174.9 million decrease in income before cumulative effect of accounting change primarily relates to a \$71.0 million reduction in net securitization and credit card servicing income, a \$126.5 million increase in the provision for loan losses, a \$52.7 million decrease in credit card fees, interchange, and other credit card income, and a \$10.1 million increase in operating expenses. This was partially offset by enhancement services revenue increasing 17% to \$290.3 million for the nine months ended September 30, 2002 compared to the same period in 2001.

On January 1, 2001, we adopted Statement of Financial Accounting Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities," which establishes accounting and reporting standards for derivative instruments. SFAS 133 requires enterprises to recognize all derivatives as either assets or liabilities in the statement of financial position and to measure those instruments at fair value. Prior to SFAS 133, we amortized the costs of interest rate contracts on a straight-line basis over the expected life of the contract. The adoption of SFAS 133 resulted in a one-time, non-cash, after-tax charge to earnings of \$14.5 million reflected as a "Cumulative effect of accounting change" in the consolidated statements of income for the nine months ended September 30, 2001.

### Critical Accounting Policies

Our most significant accounting policies are our determination of the allowance for loan losses, valuation of retained interests and accounting for deferred revenues and costs.



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### Allowance for loan losses

We maintain an allowance for loan losses sufficient to cover anticipated probable loan losses inherent in the credit card loan portfolio as of the balance sheet date. The allowance is based on management's consideration of all relevant factors including management's assessment of applicable economic and seasonal trends. In addition, we have incorporated updated regulatory guidance regarding analysis and documentation for the allowance for loan losses.

We segment the loan portfolio into several individual static pools with similar credit risk and time since solicitation (vintage pools), and estimate (based on historical experience and existing environmental conditions) the dollar amount of principal, accrued finance charges and fees in each 30-day delinquency bucket that will not be collected and, therefore, "roll" into the next 30-day bucket and ultimately charge off. We then aggregate these pools into prime and sub-prime portfolios based on the prescribed FICO score cuts and into several other groups such as credit counseling and payment alternative receivables. We also isolate individual pools subsequent to solicitation when the credit risk associated with the pools include higher risk segments, such as our partially secured card program, accounts that are over their credit limit by more than 10%, accounts receiving benefits under our debt waiver program and other programs as deemed necessary. We separately analyze the reserve requirement on each of these groups or portfolios.

We continually evaluate the homogeneous static risk pools using a roll rate model which uses historical delinquency levels and pay-down levels (12 months of historical data, with significant influence given to last six months' performance to capture current economic and seasonal trends), loan seasoning and other measures of asset quality to estimate charge-offs for both credit loss and bankruptcy losses.

We also consider several subjective factors which may be overlaid into the credit risk roll-rate model in determining the necessary loan loss reserve, including:

- o national and economic trends and business conditions, including the condition of various market segments;
- o changes in lending policies and procedures, including those for underwriting, collection, charge-off and recovery, as well as in the experience, ability and depth of lending management and staff;
- o trends in volume and the product pricing of accounts, including any concentrations of credit; and
- o impacts from external factors, such as changes in competition, and legal and regulatory requirements, on the level of estimated credit losses in the current portfolio.

Significant changes in these factors could impact our financial projections and thereby affect the adequacy of our allowance for loan losses.

The loan loss allowance methodology and calculation was revised in the first quarter of 2002. The significant changes reflected in this revised methodology are as follows:

- o reserving for twelve months (versus six months) of estimated losses on the static pool of our core prime receivables; and
- o establishing a judgmental reserve for accounts over their credit limit, accounts under specific payment programs and accounts receiving benefits under our debt waiver program (versus including these items in our roll

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rate methodology).

Retained interest

The Company determines the fair value of the net retained interests by calculating the present value of future expected cash flows using management's best estimate of key assumptions including credit losses, weighted-average spreads, payment rates and a discount rate commensurate with the risks involved.

For purposes of determining the value of the retained interests, we have included only cash flows associated with the excess spread and principal receivables included in the retained interests as of the balance sheet date. We have not included certain expected finance charge receivable cashflows in our calculation.

The significant assumptions used for estimating the fair value of the retained interests in loans securitized are as follows:

	September 30, ----- 2002 ----	December 31, ----- 2001 ----
Annual discount rate (1) .....	15%	15%
Monthly payment rate .....	6%	7%
Weighted-average spread (2) .....	20%	20%
Annual principal, finance charge and fees default rate .....	21%	18%

(1) If we had included all expected finance charge receivable cash flows, our effective discount rate would have ranged from 40% to 50%.

(2) Includes finance charges, late fees and overlimit fees, less weighted-average cost of funds and 2% servicing fee.

Deferred acquisition costs

We defer direct credit card origination costs associated with successful credit card solicitations that we incur in transactions with independent third parties, and certain other costs that we incur in connection with loan underwriting and the preparation and processing of loan documents. We also defer qualifying acquisition costs associated with our enhancement services products. These costs, which relate directly to membership solicitations (direct response advertising costs), principally include postage, printing, mailings and telemarketing costs. The total amount of deferred costs as of September 30, 2002 and December 31, 2001 were \$91.9 million and \$89.5 million, respectively. The most significant assumption we used in determining the realizability of these deferred costs is future revenues from our credit cards and enhancement services products. A significant reduction in revenues could have a material impact on the values of these balances.

Deferred revenue on Enhancement Services products

Direct Merchants Bank offers various debt waiver products to its credit card accountholders. Revenue for such products is recognized in the month following completion of the cancellation period, and reserves are provided for pending claims based on Direct Merchants Bank's historical experience with settlement of such claims. We record fees on membership programs as deferred income upon acceptance of membership and amortize them on a straight-line basis over the membership period beginning after the contractual cancellation period

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is complete. We recognize all amortization related to the cancel period in the first month following the cancel period. We defer and recognize extended service plan revenues and the incremental direct acquisition costs on a straight-line basis over the life of the related extended service plan contracts beginning after the expiration of any manufacturers' warranty coverage. We record unearned revenues and reserves for pending claims as "Deferred income" and "Accrued expenses and other liabilities," respectively.

### Net Interest Income

Net interest income consists primarily of interest earned on our credit card loans and retained interests in loans securitized, less interest expense on borrowings to fund loans. Table 1 provides an analysis of interest income and expense, net interest spread, net interest margin and average balance sheet data for the three- and nine-month periods ended September 30, 2002 and 2001.

Table 1: Analysis of Average Balances, Interest and Average Yields and Rates  
(Dollars in thousands)

	Three Months Ended September 30,				
	2002			2001	
	Average Balance -----	Interest -----	Yield/ Rate ----	Average Balance -----	Inter -----
<b>Assets:</b>					
<b>Interest-earning assets:</b>					
Federal funds sold .....	\$ 33,108	\$ 145	1.7%	\$ 39,735	\$
Short-term investments .....	877,792	3,838	1.7%	337,222	
Credit card loans and retained interests in loans securitized .....	2,631,258	108,508	16.4%	3,650,294	17
<b>Total interest-earning assets .</b>	<b>\$ 3,542,158</b>	<b>\$ 112,491</b>	<b>12.6%</b>	<b>\$ 4,027,251</b>	<b>\$ 17</b>
Other assets .....	626,691	--	--	772,649	
Allowances for loan losses and retained interests valuation allowance .....	(1,051,866)	--	--	(875,606)	
<b>Total assets .....</b>	<b>\$ 3,116,983</b>	<b>--</b>	<b>--</b>	<b>\$ 3,924,294</b>	
<b>Liabilities and Equity:</b>					
<b>Interest-bearing liabilities:</b>					
Deposits .....	\$ 1,214,548	\$ 14,453	4.7%	\$ 2,148,610	\$ 3
Debt .....	356,306	8,799	9.8%	362,098	1
<b>Total interest-bearing liabilities .....</b>	<b>\$ 1,570,854</b>	<b>\$ 23,252</b>	<b>5.9%</b>	<b>\$ 2,510,708</b>	<b>\$ 4</b>
Other liabilities .....	432,145	--	--	365,168	
<b>Total liabilities .....</b>	<b>2,002,999</b>	<b>--</b>	<b>--</b>	<b>2,875,876</b>	
Stockholders' equity .....	1,113,984	--	--	1,048,418	
<b>Total liabilities and equity ..</b>	<b>\$ 3,116,983</b>	<b>--</b>	<b>--</b>	<b>\$ 3,924,294</b>	

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Net interest income and					
interest margin (1) .....	--	\$ 89,239	10.0%	--	\$ 13
Net interest rate spread (2)...	--	--	6.7%	--	
Return on average assets .....	--	--	(0.2%)	--	
Return on average total					
equity .....	--	--	(0.5%)	--	

(1) We compute net interest margin by dividing annualized net interest income by average total interest-earning assets.

(2) The net interest rate spread is the annualized yield on average interest-earning assets minus the annualized funding rate on average interest-bearing liabilities.

Net interest income decreased from \$137.1 million for the three months ended September 30, 2001 to \$89.2 million for the three months ended September 30, 2002. The decrease is due to a decrease in average interest-earning assets of \$485 million and a 350 basis point reduction in net interest margin. The decrease in net interest margin is due to a 510 basis point decrease in yield partially offset by an 80 basis point decrease in cost of funds. The decrease in yield is due to higher charge-offs and lower interest rates. The decrease in cost of funds is due to lower interest rates.

Table 1: Analysis of Average Balances, Interest and Average Yields and Rates (cont'd)  
(Dollars in thousands)

	Nine Months Ended September 30,				
	2002				
	Average Balance	Interest	Yield/ Rate	Average Balance	Inte
Assets:					
Interest-earning assets:					
Federal funds sold .....	\$ 29,937	\$ 369	1.6%	\$ 77,984	\$
Short-term investments .....	544,574	7,401	1.8%	291,701	1
Credit card loans and retained interests in loans securitized .....	3,269,775	395,481	16.2%	3,491,472	50
Total interest-earning assets .	\$ 3,844,286	\$ 403,251	14.0%	\$ 3,861,157	\$ 52
Other assets .....	680,958	--	--	803,437	
Allowances for loan losses and retained interests valuation allowance .....	(1,012,482)	--	--	(821,635)	
Total assets .....	\$ 3,512,762	--	--	\$ 3,842,959	
Liabilities and Equity:					
Interest-bearing liabilities:					
Deposits .....	\$ 1,551,566	\$ 56,441	4.9%	\$ 2,113,702	\$ 10
Debt .....	387,811	25,931	8.9%	361,340	3
Total interest-bearing liabilities .....	\$ 1,939,377	\$ 82,372	5.7%	\$ 2,475,042	\$ 13
Other liabilities .....	431,081	--	--	391,434	

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Total liabilities .....	2,370,458	--	--	2,866,476
Stockholders' equity .....	1,142,304	--	--	976,483
	-----			-----
Total liabilities and equity ..	\$ 3,512,762	--	--	\$ 3,842,959
	=====			=====
Net interest income and				
interest margin (1) .....	--	\$	320,879	11.2%
Net interest rate spread (2) ..	--			8.3%
Return on average assets (3) ..	--			0.6%
Return on average total				
equity (3) .....	--			1.7%

(1) We compute net interest margin by dividing annualized net interest income by average total interest-earning assets.

(2) The net interest rate spread is the annualized yield on average interest-earning assets minus the annualized funding rate on average interest-bearing liabilities.

(3) Amounts for the nine-month period ended September 30, 2001 are shown before the cumulative effect of accounting change.

Net interest income decreased from \$386.8 million for the nine months ended September 30, 2001 to \$320.9 million for the nine months ended September 30, 2002. The decrease is primarily due to a 220 basis point reduction in net interest margin. The decrease in net interest margin is due to a 410 basis point decrease in yield partially offset by a 160 basis point decrease in cost of funds. The decrease in yield is due to higher charge-offs and lower interest rates. The decrease in cost of funds is due to lower interest rates.

### Other Operating Income

Other operating income decreased \$60.7 million and \$80.7 million for the three- and nine-month periods ended September 30, 2002 compared to the same periods in 2001. The decrease was primarily due to the decrease in net securitization and credit card servicing income. Net securitization and credit card servicing income for the three- and nine-month periods ended September 30, 2002 decreased \$37.9 million and \$71.0 million over the comparable periods in 2001, due to a decreased excess spread, as a result of an increased default rate on securitized receivables, partially offset by retained interests valuation income needed to record the retained interests at fair value.

Credit card fees, interchange and other credit card income decreased \$36.2 million and \$52.7 million for the three- and nine-month periods ended September 30, 2002 compared to the same periods in 2001. For the three months ended September 30, 2002, credit card fees, interchange and other income decrease is primarily due to a \$1.0 billion reduction in average receivables due to the transfer of approximately \$690 billion receivables to the Metris Master Trust. For the nine months ended September 30, 2002, credit card fees, interchange and other income decrease is primarily due to the \$221.7 million reduction in average receivables due to the transfer of approximately \$2.3 billion receivables to the Metris Master Trust. In addition, we also amended the Pooling and Servicing Agreement between the Metris Master Trust and Direct Merchants Bank, which resulted in interchange income earned on receivables held by the Metris Master Trust to be recorded as net securitization revenue. For the three months ended September 30, 2002, \$17.2 million of interchange revenue was recorded as net securitization revenue. For the nine months ended September 30, 2002, \$27.4 million of interchange revenue was recorded as net securitization revenue.

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Enhancement services revenues increased by \$13.4 million and \$42.9 million for the three- and nine-month periods ended September 30, 2002. These increases were due primarily to an increase in receivables covered by our debt waiver product, price increases on various debt waiver products, increased active enrollments in various membership products and a shift from annual-billed products to monthly-billed products, which have higher product prices and different trial/cancel periods which impact the timing of revenues recognized.

Table 2 presents the breakdown of revenues and active enrollments for our enhancement services products:

Table 2: Enhancement Services (In Thousands)  
Revenues

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2002	2001	2002	2001
	----	----	----	----
Credit Protection ...	\$ 57,730	\$ 52,253	\$179,273	\$147,759
Membership Products .	28,405	14,815	66,673	40,550
Warranty/Other .....	13,482	19,100	44,316	59,023
	-----	-----	-----	-----
Total .....	\$ 99,617	\$ 86,168	\$290,262	\$247,332
	=====	=====	=====	=====

### Active Enrollments

	September 30,	December 31,	September 30,
	2002	2001	2001
	----	----	----
Credit Protection ...	1,037	1,125	1,150
Membership Products .	3,327	2,856	2,739
Warranty/Other .....	1,132	1,794	1,968
	-----	-----	-----
Total .....	5,496	5,775	5,857
	=====	=====	=====

### Other Operating Expense

Total other operating expenses for the three-month period ended September 30, 2002 decreased \$13.6 million from the comparable period in 2001. This decrease is due primarily to a decrease in professional fees and compensation expense, partially offset by higher marketing expenses.

Total other operating expenses for the nine-month period ended September 30, 2002 increased \$10.1 million over the comparable period in 2001. Credit card account and other product solicitation and marketing expenses increased \$11.0 million to \$145.6 million for the nine-month period ended September 30, 2002 compared to the same period in 2001, largely due to increased costs associated with our marketing activity. Enhancement services claims expense increased \$2.6 million for the three-month period ended September 30, 2002 from the comparable period in 2001. For the nine-month period ended September 30, 2002, enhancement services claims expenses increased \$14.8 million from the same period in 2001. The increase in enhancement services claims expenses primarily reflects higher claims paid on death benefits, as well as an increase in our estimate of unreported claims as of the balance sheet date, both of which reflects increases in covered receivables. Included in other operating expenses for the nine-month period ended September 30, 2002 is a charge of \$10 million due to the write-down

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of portfolios of charged-off loans purchased in 2001 and 2000. The book values of these portfolios were \$5.6 million as of September 31, 2002 and \$20.1 million as of December 31, 2001.

### Asset Quality

Our delinquency and net loan charge-off rates at any point in time reflect, among other factors, the credit risk of loans, the average age of our various credit card account portfolios, the success of our collection and recovery efforts, and general economic conditions. The average age of our credit card account portfolio affects the stability of delinquency and loss rates. In order to minimize losses, we continue to focus our resources on refining our credit underwriting standards for new accounts, and on collections and post charge-off recovery efforts. At September 30, 2002, 55% of our outstanding receivables balance were from credit card accounts that have been with us in excess of two years, and 24% of outstanding receivables were with us in excess of four years.

We use credit line analyses, account management and customer transaction authorization procedures to minimize loan losses. Our risk models determine initial credit lines at the time of solicitation. We manage credit lines on an ongoing basis and adjust them based on customer usage and payment patterns. To maximize profitability, we continually monitor customer accounts and initiate appropriate collection activities when an account is delinquent or overlimit.

### Delinquencies

Delinquencies not only have the potential to affect earnings in the form of net loan losses, but they are also costly in terms of the personnel and other resources dedicated to their resolution. It is our policy to continue to accrue interest and fee income on all credit card accounts until we charge off the credit card account, except in limited circumstances. We follow FFIEC (Federal Financial Institutions Examination Council) guidelines by re-aging past due accounts to current status only after receiving the equivalent of three minimum payments or one lump sum equivalent. Furthermore, accounts can only be re-aged to current once every twelve months and twice every 5 years.

Table 3 presents the delinquency trends of our credit card loan portfolio.

Table 3: Loan Delinquency  
(Dollars in thousands)

	September 30, 2002 ----	% of Total -----	December 31, 2001 ----	% of Total -----	September 30, 2001 ----	% of Total -----
Loans outstanding ...	\$ 753,414	100%	\$2,746,656	100%	\$2,634,228	100%
Loans contractually delinquent:						
30 to 59 days ..	18,961	2.5%	87,603	3.2%	71,082	2.7%
60 to 89 days ..	14,010	1.9%	66,647	2.4%	55,679	2.1%
90 or more days.	14,351	1.9%	123,528	4.5%	120,708	4.6%
	-----	-----	-----	-----	-----	-----
Total .....	\$ 47,322	6.3%	\$ 277,778	10.1%	\$ 247,469	9.4%
	=====	=====	=====	=====	=====	=====

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The 310-basis-point decrease in the delinquency rates over September 30, 2001 primarily reflects the sale of \$47 million of revoked receivables. As a result of the sale of the revoked receivables, 30 to 59 days contractually delinquent loans would have been \$20.5 million, 60 to 89 days contractually delinquent loans would have been \$19.5 million, and 90 or more days contractually delinquent loans would have been \$51.0 million. Excluding the sale of delinquent receivables, the delinquency rate as of September 30, 2002 would have been 11.4%. The increase in the adjusted delinquency rate reflects a deterioration in the economy, seasoning in the loan portfolio and the impact of our 2001 credit line increase program. The credit line increase program added pressure to some of our customers due to increased average outstanding balances, which require higher monthly payments. This, along with a deteriorating economy, has put pressure on our collections efforts, resulting in higher delinquencies.

### Net Charge-Offs

Net charge-offs are the principal amount of losses from credit card accountholders unwilling or unable to make minimum payments, bankrupt credit card accountholders and deceased credit card accountholders, less current period recoveries. Net charge-offs exclude accrued finance charges and fees, which are charged against the related income at the time of charge-off. The following table presents our net principal charge-offs for the periods indicated as reported in the consolidated financial statements.

Table 4: Net Charge-offs  
(Dollars in thousands)

	Three Months Ended September 30, -----		Nine Months Ended September 30, -----	
	2002 ----	2001 ----	2002 ----	2001 ----
Average credit card loans	\$ 871,014	\$1,837,506	\$1,462,911	\$1,563,662
Net charge-offs .....	84,406	60,205	253,183	168,474
Net charge-off ratio ....	38.4%	13.0%	23.1%	14.4%
	=====	=====	=====	=====

Net charge-offs and the net charge-off ratio for the three- and nine-month periods ended September 30, 2002 include \$41.5 million related to the sale of approximately \$47 million of receivables. Excluding the impact of this transaction, net charge-offs would have been \$42.9 million for the three months ended September 30, 2002 and \$211.7 million for the nine months ended September 30, 2002, and the net charge-off ratio would have been 19.5% for the three months ended September 30, 2002 and 19.3% for the nine months ended September 30, 2002.

The increase in the adjusted charge off ratios for the three- and nine-month periods ended September 30, 2002 primarily reflects a decrease in loan growth, sales of current and early stage delinquent accounts to the Master Trust, deterioration in the economy and the 2001 credit line increase program.



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### Provision and Allowance for Loan Losses

We make provisions for loan losses in amounts necessary to maintain the allowance at a level estimated to be sufficient to absorb probable future loan losses, net of recoveries, inherent in the loan portfolio.

The economy has slowed down significantly over the last year, exacerbated by the terrorist attacks on September 11, 2001. Also, our 2001 credit line increase program added pressure to some of our customers, due to increased average outstanding balances which require higher monthly payments. This, along with a deteriorating economy, has made our collection efforts more difficult, resulting in higher delinquencies. This changing environment has caused our delinquencies and losses to increase from prior years' levels. Some of the actions we are taking to mitigate this slowdown include expanding our collections strategies to aggressively address any potential delinquency increases and using our recovery staff to work on precharge-off receivables. We are closely managing our contingent accountholder liability through extension and contraction of credit lines. We also leverage debt forbearance programs and credit counseling services for qualifying credit card accountholders that are experiencing payment difficulties. These programs include reduced interest rates, reduced or suspended fees and other incentives to induce the customer to continue making payments. The amount of customer receivables in debt forbearance programs was \$42.3 million or 6% of credit card loans as of September 30, 2002, compared with \$129.9 million or 5% of credit card loans as of December 31, 2001. All delinquent receivables in debt forbearance programs are included in Table 3.

The provision for loan losses was \$138.2 million and \$445.4 million for the three- and nine-month periods ended September 30, 2002 compared to \$116.5 million and \$318.9 million for the same periods in 2001. These increases reflect higher delinquency rates and the current economic environment.

The allowance for loan losses was \$121 million as of September 30, 2002, versus \$410 million as of December 31, 2001. Our roll rate models, including management contingency, indicated our required allowance for loan losses was in the range of \$110 million to \$130 million as of September 30, 2002, versus \$385 million to \$415 million as of December 31, 2001. The ratio of allowance for loan losses to period-end loans was 16.1% at September 30, 2002, compared to 14.9% at December 31, 2001. The allowance for loan losses as a percentage of 30-day plus receivables was 255.6% at September 30, 2002 compared to 147.7% at December 31, 2001. The decrease is due to the sale of \$47 million of revoked receivables.

### Retained Interests Valuation

We record a valuation allowance to reduce the contractual value of the retained interests in loans securitized to fair value. The following summarizes our retained interests as of September 30, 2002, December 31, 2001, September 30, 2001 and December 31, 2000.

	September 30, 2002 ----	Change -----	December 31, 2001 ----
Gross retained interests	\$ 1,581,886	\$ 318,231	\$ 1,263,655
Valuation allowance ....	(929,585)	(392,086)	(537,499)
	-----	-----	-----
Net retained interests .	\$ 652,301	\$ (73,855)	\$ 726,156
	=====	=====	=====
	September 30,		December 31,

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	2001 ----	Change -----	2000 ----
Gross retained interests	\$ 1,228,154	\$ (795,527)	\$ 2,023,681
Valuation allowance ....	(596,153)	44,699	(640,852)
	-----	-----	-----
Net retained interests .	\$ 632,001	\$ (750,828)	\$ 1,382,829
	=====	=====	=====

Gross retained interests in loans securitized increased \$318.2 million to \$1.6 billion as of September 30, 2002, compared to \$1.3 billion as of December 31, 2001. The increase is due to the sale of approximately \$2.3 billion of receivables from Direct Merchants Bank to the Master Trust during the nine months ended September 30, 2002. The \$795.5 million decrease in gross retained interests during the nine months ended September 30, 2001 was due primarily to the maturity of a securitization that was accounted for as a sale under SFAS 140. As a result, approximately \$855 million of receivables that were classified as retained interests in loans securitized as of December 31, 2000 were classified as credit card loans as of September 30, 2001. During the nine months ended September 30, 2002 the valuation allowance increased by \$392.1 million due primarily to the higher gross retained interests and narrowing excess spreads in the Master Trust due to increasing default rates. The projected default rate increased from 18% as of December 31, 2001 to 21% as of September 30, 2002. The increase in the projected default rate is due to increased delinquencies in the Master Trust caused by the overall deterioration in the economy and our 2001 credit line increase program which added pressure to some of our customers due to increased average outstanding balances which require higher monthly payments. The increase in the projected default rate accounted for an approximate \$250 million increase in the valuation allowance. The \$44.7 million decrease in the valuation allowance during the nine months ended September 30, 2001 primarily reflects lower gross retained interests.

### Balance Sheet Analysis

#### Cash and Cash Equivalents

Cash and cash equivalents were \$1.1 billion as of September 30, 2002, compared to \$488.1 million as of December 31, 2001. The \$602.6 million increase is due to the transfer of assets from Direct Merchants Bank to the Master Trust, which creates excess liquidity at Direct Merchants Bank, as well as the Company's decision to maintain a high level of liquidity in the current economic environment.

#### Credit Card Loans

Credit card loans were \$753.4 million as of September 30, 2002, compared to \$2.7 billion as of December 31, 2001. The \$2.0 billion decrease is primarily a result of the transfer of \$2.3 billion of receivables from Direct Merchants Bank to the Master Trust.

#### Deposits

Deposits decreased \$958.8 million to \$1.1 billion as of September 30, 2002, compared to \$2.1 billion as of December 31, 2001. The decrease relates to a shift in funding from deposits to off-balance sheet asset-backed securitizations.

#### Debt

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Debt decreased to \$356.1 million as of September 30, 2002 from \$647.9 million as of December 31, 2001 due to the paydown of a warehouse financing arrangement entered into by Direct Merchants Bank in June 2001 that was accounted for as a collateralized financing.

### Deferred Income

Deferred income decreased \$36.5 million to \$178.5 million as of September 30, 2002 compared to \$215.0 million as of December 31, 2001. The decrease relates primarily to our shift from annual-billed to monthly-billed enhancement services products and the run-off of deferred revenues associated with our ServiceEdge(R) product sold to customers of Fingerhut.

### Stockholders' Equity

Stockholders' equity was \$1.1 billion as of September 30, 2002, a decrease of \$27.8 million from December 31, 2001. The decrease results from \$43.7 million of stock repurchases under our stock repurchase program in 2002 partially offset by current year earnings.

### Liquidity, Funding and Capital Resources

One of our primary financial goals is to maintain an adequate level of liquidity through active management of assets and liabilities. Liquidity management is a dynamic process, affected by changes in short- and long-term interest rates. We use a variety of financing sources to manage liquidity, refunding, and interest rate risks. Table 5 summarizes our funding and liquidity as of September 30, 2002 and December 31, 2001:

Table 5: Liquidity, Funding and Capital Resources  
(Dollars in thousands)

	September 30, 2002		December 31, 2001	
	Outstanding	Unused Capacity	Outstanding	
<b>On-balance sheet funding</b>				
Bank conduit 2002 .....	\$ --	\$ 100,000	\$ 292,000	\$ --
Revolving credit line July 2003 .....	--	170,000	--	
Term loan June 2003 .....	100,000	N/A	100,000	
Senior notes 10% November 2004 .....	100,000	N/A	100,000	
Senior notes 10.125% July 2006 .....	146,597	N/A	145,924	
Other .....	9,521	N/A	9,980	
Deposits .....	1,099,229	N/A	2,058,008	
Equity .....	1,114,112	N/A	1,141,955	
Subtotal .....	\$ 2,569,459	\$ 270,000	\$ 3,847,867	\$ --
<b>Off-balance sheet funding</b>				
Metris Master Trust (1) .....	\$ 9,223,689	\$ 813,561	\$ 7,880,342	\$ --
Metris facility .....	20,000	55,000	15,500	
Subtotal .....	\$ 9,243,689	\$ 868,561	\$ 7,895,842	\$ --

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Total .....	\$11,813,148	\$ 1,138,561	\$11,743,709	\$
	=====	=====	=====	=====

(1) On November 20, 2002, our 1997-2 asset-backed securitization transaction will mature. The 1997-2 asset-backed securitization represents approximately \$655 million of funding in the above table. The \$813 million of unused capacity at the Master Trust may be reduced by approximately \$655 million if no asset-backed securitization transaction takes place prior to November 20, 2002.

Under our Credit Agreement, we need to maintain, among other items, minimum equity to managed receivables of 5%, minimum equity plus reserves to managed receivables of 10%, minimum three-month average excess spread (by asset-backed securitization deal) of 1%, minimum equity of \$685 million as of September 30, 2002 and a ratio of equity plus reserves to managed 90-day plus delinquencies of 2.25. As of September 30, 2002 and December 31, 2001, we were in compliance with all financial covenants under our Credit Agreement.

The Master Trust and the associated securitized debt provide for early amortization if certain events occur. These events are described in the applicable prospectus of each securitization transaction. The most significant events would be three consecutive months of less than zero percent excess spread or negative transferor's interest within the Master Trust. In addition, there are various triggers within our securitization agreements that, if broken, would restrict the release of cash to us from the Master Trust. This restricted cash would provide additional security to the investors of the Master Trust. The triggers are related to the performance of the Master Trust, specifically the amount of net excess spread over a one to three month period. As of September 30, 2002, we have not broken any triggers in our securitization agreements and, therefore, no cash has been restricted.

Our equity as a percent of managed assets was 9.2% as of September 30, 2002 versus 9.4% as of December 31, 2001. We have historically retained cash flow generated from earnings (versus declaring larger dividends) to provide additional equity and liquidity to fund future receivables growth.

Capital Adequacy

In the normal course of business, Direct Merchants Bank enters into agreements, or is subject to regulatory requirements, that result in cash, debt and dividend or other capital restrictions.

The Federal Reserve Act imposes various legal limitations on the extent to which banks can finance or otherwise supply funds to their affiliates. In particular, Direct Merchants Bank is subject to certain restrictions on any extensions of credit to or other covered transactions, such as certain purchases of assets, with MCI and its affiliates. Such restrictions limit Direct Merchants Bank's ability to lend to MCI and its affiliates. Additionally, Direct Merchants Bank is limited in its ability to declare dividends to MCI in accordance with the national bank dividend provisions.

Direct Merchants Bank is subject to certain capital adequacy guidelines adopted by the OCC. At September 30, 2002 and December 31, 2001, Direct Merchants Bank's Tier 1 risk-based capital ratio, risk-based total capital ratio and Tier 1 leverage ratio exceeded the minimum required capital levels, and Direct Merchants Bank was considered a "well-capitalized" depository institution under regulations of the OCC, as illustrated in the following table.

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Under capital adequacy guidelines and the regulatory framework for prompt corrective action, Direct Merchants Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. Direct Merchants Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require Direct Merchants Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 leverage capital (as defined) to average assets (as defined). Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material adverse effect on our financial statements.

Additional information about Direct Merchants Bank's actual capital amounts and ratios are presented in the following table:

As of September 30, 2002	Actual		For Capital Adequacy Purposes		To Be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital . . . . . (to risk-weighted assets)	\$395,017	27.0%	\$117,145	8.0%	\$146,431	10.0%
Tier 1 Capital . . . . . (to risk-weighted assets)	375,448	25.6%	58,572	4.0%	87,859	6.0%
Tier 1 Capital . . . . . (to average assets)	375,448	25.3%	59,475	4.0%	74,344	5.0%

As of December 31, 2001	Actual		For Capital Adequacy Purposes		To Be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital . . . . . (to risk-weighted assets)	\$346,907	13.0%	\$213,733	8.0%	\$267,166	10.0%
Tier 1 Capital . . . . . (to risk-weighted assets)	308,186	11.5%	106,867	4.0%	160,300	6.0%

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Tier 1 Capital .... (to average assets)	308,186	11.2%	110,573	4.0%	138,216	5.0%
--	---------	-------	---------	------	---------	------

FFIEC guidelines indicate that an institution with a concentration in subprime lending should hold one and one-half to three times the normal minimum capital required. The OCC has regulatory authority to evaluate the safety and soundness of Direct Merchants Bank under these more stringent guidelines. The OCC has required Direct Merchants Bank, under the more stringent guidelines, to maintain two times the normal minimum capital on those credit card loans that qualify as subprime loans (FICO score of 660 and below) and maintain a minimum capital ratio of 10%. Under these more stringent guidelines, Direct Merchants Bank's total capital ratio as of September 30, 2002 was 20.9%.

### Regulatory Matters

On April 16, 2002, Direct Merchants Bank entered into an agreement with the OCC to strengthen the safety and soundness of Direct Merchants Bank's operations. The agreement formalizes recommendations made and requirements imposed by the OCC following an examination of Direct Merchants Bank that covered the 15-month period ended December 31, 2001. On April 17, 2002, MCI filed the agreement with the Securities and Exchange Commission as an exhibit to and incorporated it by reference in a current report on Form 8-K. We filed an amendment to that current report on Form 8-K on October 22, 2002.

Direct Merchants Bank intends to comply with all of the terms of the agreement in a timely manner. Furthermore, we believe that as of the filing date of this Quarterly Report, Direct Merchants Bank has complied with all of the terms of the agreement. Direct Merchants Bank has implemented the plans for which the OCC has posed no objection and is revising or planning to implement all others, pending and in response to comments from the OCC.

If the OCC were to conclude that Direct Merchants Bank failed to implement in a timely manner any provision of the agreement or that Direct Merchants Bank otherwise violated the agreement, the OCC could pursue various enforcement options. Under applicable provisions of the Federal Deposit Insurance Act, the OCC may, among other things, pursue an order to cease and desist from any further violations or take affirmative actions to correct conditions resulting from violations or practices, place limitations on the activities of a bank that in its opinion violated a written agreement, remove from office members of management or the board of directors of a bank or prohibit further participation by those persons in the bank's affairs, and assess civil money penalties. If any of these events were to actually occur, we could not assure you that the event would not have a material adverse effect on Direct Merchants Bank's operations or capital position.

### Forward-Looking Statements

This Quarterly Report contains some forward-looking statements. Forward-looking statements give our current expectations of future events. You will recognize these statements because they do not strictly relate to historical or current facts. Such statements may use words such as "anticipate," "estimate," "expect," "project," "intend," "think," "believe" and other words or terms of similar meaning in connection with any discussion of future performance of the Company. For example, these include statements relating to future actions, future performance of current or anticipated products, solicitation efforts, expenses, the outcome of contingencies such as litigation, and the

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impact of the capital markets on liquidity. From time to time, we also may provide oral or written forward-looking statements in other material released to the public.

Any or all of our forward-looking statements in this Report and in any other public statements we make may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Many factors, which can not be predicted with certainty, will be important in determining future results. Among such factors are higher delinquency, charge-off and bankruptcy rates of our target market of moderate-income consumers, risks associated with Direct Merchants Bank's ability to comply with its agreement with the OCC regarding the safety and soundness of its operations, risks associated with our continuing ability to market our enhancement services and maintain or expand on current levels in that business, interest rate risks, risks associated with acquired portfolios, dependence on the securitization markets and other funding sources, state and federal laws and regulations that limit our business activities, product offerings and fees, privacy laws that could result in lower marketing revenue and penalties for non-compliance, and general economic conditions that can have a major impact on the performance of loans. Each of these factors and others are more fully discussed under the caption "Business--Risk Factors" contained in the Company's Annual Report on Form 10-K/A for the year ended December 31, 2001. As a result of these factors, we cannot guarantee any forward-looking statements. Actual future results may vary materially. Also, please note that the factors we provide are those we think could cause our actual results to differ materially from expected and historical results. Other factors besides those listed here or in our 10-K/A for the year ended December 31, 2001 could also adversely affect us.

We undertake no obligations to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. You are advised, however, to consult any further disclosure we make on related subjects in our periodic filings with the Securities and Exchange Commission. This discussion is provided to you as permitted by the Private Securities Litigation Reform Act of 1995.

### Selected Operating Data - Managed Basis

We analyze the Company's financial performance on a managed loan portfolio basis. On a managed basis, the balance sheet and income statement includes other investors' interests in securitized loans that are not assets of the Company, thereby reversing the effects of sale accounting under SFAS 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities." We believe this information is meaningful to the reader of the financial statements. We service receivables that have been securitized and sold and own the right to the cash flows from those sold receivables in excess of interest payments due to security holders.

The following information is not in conformity with accounting principles generally accepted in the United States of America, however we believe the information is relevant to understanding the overall financial condition and results of operations of the Company.

Table 6: Managed Loan Portfolio  
(In thousands)

	September 30, 2002 ----	% of Total -----	December 31, 2001 ----	% of Total -----
--	-------------------------------	------------------------	------------------------------	------------------------

Sep

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Period-end balances:						
Credit card loans .....	\$	753,414		\$	2,746,656	\$
Retained interests in loans securitized .....		1,581,886			1,263,655	
Investors' interests in securitized loans accounted for as sales .		9,237,804			7,895,842	
		-----			-----	
Total managed loan portfolio .....	\$	11,573,104		\$	11,906,153	\$
		=====			=====	
Loans contractually delinquent:						
30 to 59 days .....		380,141	3.3%		375,887	3.1%
60 to 89 days .....		303,891	2.6%		274,278	2.3%
90 or more days .....		565,139	4.9%		473,003	4.0%
		-----			-----	
Total .....	\$	1,249,171	10.8%	\$	1,123,168	9.4%
		=====			=====	
Gross active accounts .....						
		3,556			3,871	

Gross active credit card accounts decreased 315,000 during the nine months ended September 30, 2002. The decrease was due primarily to increased charge-offs as well as lower account originations and portfolio acquisitions compared with the nine months ended September 30, 2001.

		Three Months Ended September 30,				
		2002		2001		
		----		----		
Average balances:						
Total managed loan portfolio ..	\$	11,769,200		\$	10,642,787	
Net charge-offs .....		488,861	16.5%		286,248	10.7%

		Nine Months Ended September 30,				
		2002		2001		
		----		----		
Average balances:						
Total managed loan portfolio ..	\$	11,844,839		\$	9,968,227	
Net charge-offs .....		1,315,325	14.8%		799,734	0.7%

Net charge-offs and the net charge-off ratio for the three- and nine-month periods ended September 30, 2002 include \$41.5 million related to the sale of approximately \$47 million of receivables. Excluding the impact of this transaction, net charge-offs would have been \$447.3 million for the three months ended September 30, 2002 and \$1.3 billion for the nine months ended September 30, 2002, and the net charge-off ratio would have been 15.1% for the three months ended September 30, 2002 and 14.4% for the nine months ended September 30, 2002.

Excluding the sale of the delinquent receivables, the delinquency rate as of September 30, 2002 would have been 11.1%. The 220-basis-point increase in the



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adjusted managed delinquency rates over September 30, 2001 primarily reflects various factors, including a deterioration in the economy, seasoning in the loan portfolio and the impact of our 2001 credit line increase program. The credit line increase program added pressure to our customers due to increased average outstanding balances, which require higher monthly payments. This, along with a deteriorating economy, has made our collections efforts more difficult, resulting in higher delinquencies. The increase in charge off ratios for the three- and nine-month periods ended September 30, 2002 primarily reflects a slow down in loan growth, deterioration in the economy and the 2001 credit line increase program.

The amount of customer receivables in debt forbearance programs was \$880.9 million or 8% of total managed loans as of September 30, 2002 compared with \$837.2 million or 7% of managed loans as of December 31, 2001. All delinquent receivables in debt forbearance programs are included in Table 6.

### Net Interest Income

Table 7: Analysis of Average Balances, Interest and Average Yields and Rates  
(Dollars in thousands)

	Three Months Ended September 30,				
	2002		2001		
	Average Balance -----	Interest -----	Yield/ Rate ----	Average Balance -----	In -----
Credit card loans .....	\$11,769,200	\$ 530,357	17.9%	\$10,642,787	\$
Total interest-earning assets	12,680,100	534,340	16.7%	11,019,743	
Total interest-bearing liabilities .....	10,708,796	80,004	3.0%	9,503,201	
Net interest income and interest margin (1) .....	--	\$ 454,336	14.2%	--	\$
Net interest rate spread (2)	--	--	13.7%	--	
Return on average assets ....	--	--	0.0%	--	
Return on average total equity .....	--	--	(0.5%)	--	

  

	Nine Months Ended September 30,				
	2002		2001		
	Average Balance -----	Interest -----	Yield/ Rate ----	Average Balance -----	Int -----
Credit card loans .....	\$11,844,839	\$ 1,563,069	17.6%	\$ 9,968,227	\$ 1,4
Total interest-earning assets	12,419,426	1,570,839	16.9%	10,337,912	1,4
Total interest-bearing liabilities .....	10,514,441	249,355	3.2%	8,951,797	3
Net interest income and interest margin (1) .....	--	\$ 1,321,484	14.2%	--	\$ 1,0
Net interest rate spread (2)	--	--	13.7%	--	
Return on average assets (3)	--	--	0.2%	--	

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Return on average total equity (3) .....	--	--	1.7%	--
--	----	----	------	----

(1) We compute net interest margin by dividing annualized net interest income by average total interest-earning assets.

(2) The net interest rate spread is the annualized yield on average interest-earning assets minus the annualized funding rate on average interest-bearing liabilities.

(3) Amounts for the nine-month period ended September 30, 2001 are shown before the cumulative effect of accounting change.

Net interest income consists primarily of interest earned on our credit card loans less interest expense on borrowings to fund the loans. Managed net interest income for the three months ended September 30, 2002 was \$454.3 million, compared to \$395.2 million for the same period in 2001. The increase is due to an approximate \$1.7 billion increase in average interest-earning assets. For the nine months ended September 30, 2002, managed net interest income was \$1.3 billion compared to \$1.1 billion for the same period in 2001. The increase is due to a \$2.1 billion increase in average interest-earning assets and a 30 basis point increase in net interest margin.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss from adverse changes in market prices and rates. Our principal market risk is due to changes in interest rates. This affects us directly in our lending and borrowing activities, as well as indirectly, as interest rates may impact the payment performance of our credit card accountholders.

To manage our direct risk to market interest rates, management actively monitors the interest rates and the interest sensitive components of our owned and managed balance sheet to minimize the impact changes in interest rates have on the fair value of assets, net income and cash flow. We seek to minimize the impact of changes in interest rates on us primarily by matching asset and liability repricings.

Our primary managed assets are credit card loans, which are virtually all priced at rates indexed to the variable Prime Rate. We fund credit card loans through a combination of cash flows from operations, asset securitizations, bank loans, subsidiary bank deposits, long-term debt and equity issuances. Our securitized loans are owned by a trust and bank-sponsored single-seller and multi-seller receivable conduits, which have committed funding primarily indexed to variable commercial paper rates and LIBOR. The \$270 million bank credit facility has pricing that is also indexed to LIBOR and Prime Rate. The subsidiary bank deposits and long-term debt are issued at fixed interest rates. At September 30, 2002, none of the trust and conduit funding of securitized receivables was funded with fixed rate securities.

In an interest rate environment with rates at or below current rates, 100% of the securitization funding for the managed loan portfolio is indexed to floating commercial paper and LIBOR rates. In an interest rate environment with rates significantly above current rates, the potentially negative impact on earnings of higher interest expense is partially mitigated by fixed rate funding and interest rate cap contracts.

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The approach we use to quantify interest rate risk is a sensitivity analysis, which we believe best reflects the risk inherent in our business. This approach calculates the impact on net income from an instantaneous and sustained change in interest rates by 200 basis points. Assuming that we take no counteractive measures, as of September 30, 2002, a 200 basis point increase in interest rates affecting our floating rate financial instruments, including both debt obligations and loans, would result in an increase in net income of approximately \$63 million relative to a base case over the next 12 months, compared to an approximately \$20 million increase as of December 31, 2001. A decrease of 200 basis points would result in a reduction in net income of approximately \$26 million as of September 30, 2002, compared to a \$2 million reduction as of December 31, 2001. The increased sensitivity to interest rate fluctuations as of September 30, 2002 is due to a repricing on our credit card portfolio implemented in the first quarter of 2002. You should not construe our use of this methodology to quantify the market risk of financial instruments as an endorsement of its accuracy or the accuracy of the related assumptions. In addition, this methodology does not take into account the indirect impact interest rates may have on the payment performance of our credit card accountholders. The quantitative information about market risk is necessarily limited because it does not take into account operating transactions or other costs associated with managing immediate changes in interest rates.

### ITEM 4. CONTROLS AND PROCEDURES

Within the 90-day period prior to the filing of this Report, an evaluation was performed under the supervision and with the participation of the Company's management, including the Chairman and Chief Executive Officer ("CEO") and the Vice Chairman (Principal Financial Officer), of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's management, including the CEO and Vice Chairman, have concluded that the Company's disclosure controls and procedures are effective in ensuring that information required to be disclosed in the reports it files under the Securities Exchange Act of 1934 are recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the evaluation date.

### Part II. Other Information

#### Item 1. Legal Proceedings

We are a party to various legal proceedings resulting from the ordinary business activities relating to our operations. In July 2000 an Amended Complaint was filed in Hennepin County District Court in Minneapolis, Minnesota against MCI and our subsidiaries Metris Direct, Inc. and Direct Merchants Bank. The complaint seeks damages in unascertained amounts and purports to be a class action complaint on behalf of all credit card accountholders who were issued a credit card by Direct Merchants Bank and were allegedly assessed fees or charges that the cardholder did not authorize. Specifically, the complaint alleges violations of the Minnesota Prevention of Consumer Fraud Act, the Minnesota Deceptive Trade Practices Act and breach of contract. A final settlement approval hearing was held on May 30, 2002, and the Court signed the order

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granting final approval of the settlement whereby we will pay approximately \$5.6 million for attorneys' fees and costs incurred by attorneys for the plaintiffs in separate lawsuits filed in Arizona, California and Minnesota in 2000 and 2001. Under the terms of the settlement we denied any wrongdoing or liability. The time for filing an appeal expired on August 5, 2002, and no appeal was filed. At this time, we are in the process of implementing the terms of the settlement.

On May 3, 2001, Direct Merchants Bank entered into a consent order with the OCC. The consent order required Direct Merchants Bank to pay approximately \$3.2 million in restitution to approximately 62,000 credit card account holders who applied for and received a credit card in connection with a series of limited test marketing campaigns from March 1999 to June 2000. Under the terms of the consent order, Direct Merchants Bank made no admission or agreement on the merits of the OCC's assertions. The restitution as required by the OCC consent order was paid and is reflected in our December 31, 2001 financial statements. We believe that Direct Merchants Bank's agreement with the OCC will not have a material adverse effect on the financial position of MCI or Direct Merchants Bank.

In May 2001, the OCC also indicated that it was considering whether to assess civil money penalties against Direct Merchants Bank. On October 17, 2002, the OCC notified Direct Merchants Bank that it will not assess civil money penalties.

On April 16, 2002, Direct Merchants Bank entered into an agreement with the OCC to strengthen the safety and soundness of Direct Merchants Bank's operations. For further information, see "Regulatory Matters" on page 37 of this Report.

On September 20 and 24, 2002, two identical securities lawsuits were filed in the United States District Court in Minnesota. On October 29, 2002, a third substantially identical lawsuit was filed in the United States District Court of Minnesota. In all of these lawsuits, plaintiffs allege that the OCC initiated an examination of Direct Merchants Bank and provided its Report of Examination ("ROE") on November 5, 2001. Plaintiffs claim that we knew as of November 5, 2001 that the ROE would lead to the April 16, 2002 formal agreement with the OCC and would obligate Direct Merchants Bank to restructure parts of its operations. Plaintiffs allege that we deliberately did not reveal the existence of the ROE until April 17, 2002, and thereafter made false and misleading statements about the impact that the formal agreement with the OCC would have on us. Plaintiffs seek to represent a class consisting of all purchasers of Metris common stock between November 5, 2001 and July 17, 2002. Plaintiffs allege violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. We believe that we have substantive legal defenses to these claims and intend to defend ourselves vigorously. However, due to uncertainties of litigation, there can be no assurance that the defense or resolution of these matters will not have a material adverse effect on our financial position.

Item 2. Changes in Securities  
Not applicable

Item 3. Defaults Upon Senior Securities  
Not applicable

Item 4. Submission of Matters to a Vote of Security Holders  
Not applicable

Item 5. Other Information  
Not applicable

Item 6. Exhibits and Reports on Form 8-K

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(a) Exhibits:

11 Computation of Earnings Per Share.

99.1 Certification of Principal Executive Officer Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code.

99.2 Certification of Principal Financial Officer Pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code.

(b) Reports on Form 8-K:

On October 18, 2002, we filed a Current Report on Form 8-K to report the submission of unaudited financial statements in a press release dated October 16, 2002.

On October 22, 2002, we filed an amendment to the Current Report on Form 8-K we filed April 17, 2002 to report that our wholly-owned subsidiary, Direct Merchants Credit Card Bank, N.A., had entered into an agreement on April 16, 2002 with the Office of the Comptroller of the Currency, the agency that regulates the Bank, to strengthen certain aspects of the safety and soundness of the Bank's operations. See Part 2, Item 1, "Legal Proceedings" on page 44.

On October 28, 2002, we filed a Current Report on Form 8-K to report our entry into a Distribution and Management Agreement with Sumner Harrington Ltd. with respect to our issuance and sale of up to \$150,000,000 aggregate principal amount of our Renewable Unsecured Subordinated Notes to be issued under our previously filed Registration Statement on Form S-3 (File No. 333-47066).

We also furnished information under Item 9 of Form 8-K pursuant to Regulation FD during the third quarter ended September 30, 2002.

SIGNATURES

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.

METRIS COMPANIES INC.  
(Registrant)

Date: November 14, 2002

By: /s/ David D. Wesselink

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David D. Wesselink  
Vice Chairman  
Principal Financial Officer

Date: November 14, 2002

By: /s/ Mark P. Wagener

-----  
Mark P. Wagener

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Senior Vice President, Controller  
Principal Accounting Officer

### Certification

I, Ronald N. Zebeck, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Metris Companies Inc.;
2. Based on my knowledge, this Quarterly Report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Quarterly Report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this Quarterly Report (the "Evaluation Date"); and
  - c) presented in this Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other

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employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this Quarterly Report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

/s/ Ronald N. Zebeck

-----  
Ronald N. Zebeck  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

### Certification

I, David D. Wesselink, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Metris Companies Inc.;
2. Based on my knowledge, this Quarterly Report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this Quarterly Report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this Quarterly Report (the "Evaluation Date"); and
  - c) presented in this Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

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- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this Quarterly Report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 14, 2002

/s/ David D. Wesselink

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David D. Wesselink  
Vice Chairman  
(Principal Financial Officer)