METRIS COMPANIES INC
Form 10-Q
August 14, 2002

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 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 X No _____

As of July 31, 2002, 57,948,559 shares of the registrant's common stock, par value $.01 per share, were outstanding.

METRIS COMPANIES INC.

FORM 10-Q

TABLE OF CONTENTS

June 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	39
PART II. OTHER INFORMATION	
Item 1. Legal Proceedings	40
Item 2. Changes in Securities	40
Item 3. Defaults Upon Senior Securities	40
Item 4. Submission of Matters to a Vote of Security Holders	41
Item 5. Other Information	41
Item 6. Exhibits and Reports on Form 8-K	42
Signatures	43

Part I. Financial Information

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

METRIS COMPANIES INC. AND SUBSIDIARIES
Consolidated Balance Sheets
(Dollars in thousands, except per-share data) (Unaudited)

	June 30, 2002	De
Assets:		
Cash and due from banks	$ 100,735	$
Federal funds sold	132,662	
Short-term investments	665,224	
Cash and cash equivalents	898,621	
Retained interests in loans securitized	1,466,442	1
Less: Valuation allowance	744,205	
Net retained interests in loans securitized	722,237	
Credit card loans	1,306,824	2
Less: Allowance for loan losses	275,279	
Net credit card loans	1,031,545	2
Property and equipment, net	106,410	
Deferred tax asset	32,897	
Purchased portfolio premium, net	78,595	
Other receivables due from credit card securitizations, net	118,942	
Other assets	222,462	
Total assets	$ 3,211,709	$ 4
Liabilities:		
Deposits	$ 1,321,861	$ 2
Debt	356,057	
Accounts payable	108,678	
Deferred income	197,986	
Accrued expenses and other liabilities	100,881	
Total liabilities	2,085,463	3
Stockholders' Equity:		
Convertible preferred stock - Series C, par value $.01 per share; 10,000,000 shares authorized, 1,105,767 and 1,057,638 shares issued and outstanding, respectively	411,898	
Common stock, par value $.01 per share; 300,000,000 shares authorized, 64,462,260 and 64,224,878 shares issued, respectively	645	
Paid-in capital	235,635	
Unearned compensation	(5,037)	
Treasury stock - 3,526,400 and 806,300 shares, respectively	(45,965)	
Retained earnings	529,070	
Total stockholders' equity	1,126,246	1
Total liabilities and stockholders' equity	$ 3,211,709	$ 4

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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 June 30,		Six
	2002	2001	2002
Interest Income:			
Credit card loans and retained interests in loans securitized	$ 134,759	$ 168,702	$ 286,97
Federal funds sold	110	329	22
Other	2,359	3,176	3,56
Total interest income	137,228	172,207	290,76
Deposit interest expense	18,335	32,936	41,98
Other interest expense	8,620	11,377	17,13
Total interest expense	26,955	44,313	59,12
Net Interest Income	110,273	127,894	231,64
Provision for loan losses	90,705	114,682	280,48
Net Interest Income After Provision for Loan Losses	19,568	13,212	(48,84
Other Operating Income:			
Net securitization and credit card servicing income	(22,616)	119,712	136,90
Credit card fees, interchange and other credit card income	58,267	74,837	131,37
Enhancement services revenues	95,649	82,900	190,64
	131,300	277,449	458,92
Other Operating Expense:			
Credit card account and other product solicitation and marketing expenses..................	56,193	51,481	96,74
Employee compensation	54,365	56,115	110,91
Data processing services and communications	20,795	22,141	43,10
Enhancement services claims expense	15,917	8,250	27,12
Credit card fraud losses	2,953	2,200	5,18
Purchased portfolio premium amortization	7,743	7,418	16,19
Other	51,558	41,325	84,65

	209,524	188,930	383,91
(Loss) Income Before Income Taxes and Cumulative Effect of Accounting Change.................	(58,656)	101,731	26,17
Income taxes	(22,282)	38,963	10,20
(Loss) Income Before Cumulative Effect of Accounting Change.....................................	(36,374)	62,768	15,96
Cumulative effect of accounting change (net of income taxes of $9,000).......................	--	--	-
Net (Loss) Income	(36,374)	62,768	15,96
Convertible preferred stock dividends-Series C	9,394	8,593	18,58
Net (Loss) Income Applicable to Common Stockholders...	$ (45,768)	$ 54,175	$ (2,61

	Three Months Ended June 30, 2002	Three Months Ended June 30, 2001	Six Months June 3 2002	
(Loss) earnings per share:				
Basic-(loss) income before cumulative effect of accounting change	$ (0.74)	$ 0.64	$ (0.04)	$
Basic-cumulative effect of accounting change	--	--	--	
Basic-net (loss) income	(0.74)	0.64	(0.04)	
Diluted-(loss) income before cumulative effect of accounting change	(0.74)	0.63	(0.04)	
Diluted-cumulative effect of accounting change	--	--	--	
Diluted-net (loss) income	(0.74)	0.63	(0.04)	
Shares used to compute earnings per share:				
Basic	61,503	97,633	61,844	
Diluted	61,503	99,841	61,844	
Dividends declared per common share	$ 0.010	$ 0.010	$ 0.020	$

See accompanying Notes to Consolidated Financial Statements.

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

	Number of Shares Preferred	Number of Shares Common	Preferred Stock	Common Stock	Paid-in Capital	Unearned Compensation
BALANCE AT DECEMBER 31, 2000	968	62,243	$ 360,421	$ 622	$ 198,077	$ --
Net income	--	--	--	--	--	--
Cash dividends	--	--	--	--	--	--
Preferred dividends in kind - Series C	44	--	16,401	--	--	--
Issuance of common stock under employee benefit plans	--	1,129	--	12	20,562	--
Deferred compensation obligations	--	422	--	4	5,429	(7,127)
Amortization of restricted stock ...	--	--	--	--	--	2,348
BALANCE AT JUNE 30, 2001	1,012	63,794	$ 376,822	$ 638	$ 224,068	$ (4,779)
BALANCE AT DECEMBER 31, 2001	1,058	63,419	$ 393,970	$ 642	$ 232,413	$ (4,980) $
Net income	--	--	--	--	--	--
Cash dividends	--	--	--	--	--	--
Common stock repurchased	--	(2,720)	--	--	--	--
Preferred dividends in kind - Series C	48	--	17,928	--	--	--
Issuance of common stock under employee benefit plans	--	161	--	2	2,255	--
Deferred compensation obligations	--	76	--	1	967	(968)
Amortization of restricted stock ...	--	--	--	--	--	911
BALANCE AT JUNE 30, 2002 ...	1,106	60,936	$ 411,898	$ 645	$ 235,635	$ (5,037) $

See accompanying Notes to Consolidated Financial Statements.

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

	Six Months Ended June 30, 2002	Six Months Ended June 30, 2001
Operating Activities:		
Net income	$ 15,966	$ 104,314
Adjustments to reconcile net income to net cash provided by operating activities:		

Cumulative effect of accounting change	--	14,499
Depreciation and amortization	52,374	45,075
Provision for loan losses	280,481	202,411
Change in retained interest valuation allowance, net	206,706	(72,768)
Loss (gain) on derivative financial instruments .	13,947	(2,905)
Changes in operating assets and liabilities, net:		
Deferred income taxes	(730)	39,164
Other receivables due from credit card securitizations	46,979	6,065
Accounts payable and accrued expenses	43,771	51,771
Deferred income	(17,045)	(24,176)
Other	10,520	(37,579)
Net cash provided by operating activities	652,969	325,871
Investing Activities:		
Net proceeds from sales and repayments of securitized loans..............................	(202,787)	954,591
Net loans originated or collected	1,024,471	(1,200,926)
Additions to property and equipment	(3,538)	(3,991)
Net cash provided by (used in) investing activities ..	818,146	(250,326)
Financing Activities:		
(Decrease) increase in debt	(291,847)	271
(Decrease) increase in deposits	(736,147)	68,746
Cash dividends paid	(1,892)	(1,847)
Issuance of common stock	2,257	21,228
Repurchase of common stock	(32,951)	--
Net cash (used in) provided by financing activities ..	(1,060,580)	88,398
Net increase in cash and cash equivalents	410,535	163,943
Cash and cash equivalents at beginning of period	488,086	521,440
Cash and cash equivalents at end of period	$ 898,621	$ 685,383
Supplemental disclosures and cash flow information:		
Cash paid during the period for:		
Interest	$ 61,345	$ 86,731
Income taxes	(16,488)	25,366
Tax benefit from employee stock option exercises......................................	174	6,651

See accompanying Notes to Consolidated Financial Statements.

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

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, National Association ("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 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 June 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 June 30,		Six Months Ended June 30,	
	2002	2001	2002	2001

(In thousands)				
(Loss) income before cumulative effect of accounting change	$(36,374)	$ 62,768	$ 15,966	$118,813
Preferred dividends - Series C	9,394	8,593	18,582	16,996
Net (loss) income applicable to common stockholders before cumulative effect of accounting change	(45,768)	54,175	(2,616)	101,817
Cumulative effect of accounting change, net .	--	--	--	14,499
Net (loss) income applicable to common stockholders	$(45,768)	$ 54,175	$ (2,616)	$ 87,318
Weighted-average common shares outstanding ..	61,503	62,788	61,844	62,547
Adjustments for dilutive securities:				
Assumed conversion of convertible preferred stock (1)	--	34,845	--	34,570
Basic common shares	61,503	97,633	61,844	97,117
Assumed exercise of outstanding stock options (1)	--	2,208	--	1,938
Diluted common shares	61,503	99,841	61,844	99,055

(1) In accordance with SFAS 128, the earnings per share calculations for the three- and six-month periods ended June 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 six months ended June 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 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 June 30,		Six Months Ended June 30,	
	2002	2001	2002	2001
Balance at beginning of period	$ 416,914	$ 143,537	$ 410,159	$ 123,123
Allowance related to assets transferred to/from the Master Trust, net	(147,241)	59,998	(246,584)	40,792
Provision for loan losses	90,705	114,682	280,481	202,411
Loans charged off	(91,595)	(65,013)	(180,486)	(117,629)
Recoveries	6,496	4,853	11,709	9,360
Net loans charged off	(85,099)	(60,160)	(168,777)	(108,269)
Balance at end of period	$ 275,279	$ 258,057	$ 275,279	$ 258,057

As of June 30, 2002 and December 31, 2001, we had $11.6 million and $1.3 million in credit card loans classified as non-accrual, respectively. As of June

30, 2001, we had no credit card loans classified as non-accrual. Credit card loans contractually 90 or more days past due and still accruing interest amounted to $60.8 million, $124.7 million and $89.8 million as of June 30, 2002, December 31, 2001 and June 30, 2001, respectively.

During the three- and six-month periods ended June 30, 2002, we transferred $147.2 million and $246.6 million of allowance for loan losses, respectively, to the valuation allowance for retained interests in loans securitized. This transfer is primarily due to the sale of approximately $1.6 billion of receivables from Direct Merchants Bank to the Metris Master Trust ("Master Trust") during the first six months of 2002. During the three- and six-month periods ended June 30, 2001, we transferred $60.0 million and $40.8 million, respectively, of valuation allowance for retained interests in loans securitized to allowance for loan losses. These transfers were primarily due to the maturity of a bank conduit that was accounted for as a sale under SFAS 140.

NOTE 5 - RETAINED INTERESTS IN LOANS SECURITIZED

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

	June 30, 2002	
Gross retained interests	$ 1,466,442	$
Valuation allowance	(744,205)	
Net retained interest	$ 722,237	$

	June 30, 2001	
Gross retained interests	$ 1,069,090	$
Valuation allowance	(568,084)	
Net retained interest	$ 501,006	$

Gross retained interests in loans securitized increased $202.8 million to $1.5 billion as of June 30, 2002, compared to $1.3 billion as of December 31, 2001. The increase is due to the sale of approximately $1.6 billion of receivables from Direct Merchants Bank to the Master Trust during the six months ended June 30, 2002. The $954.6 million decrease in gross retained interests

during the six months ended June 30, 2001 was primarily due to the maturity of a bank conduit 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 June 30, 2001. During the six months ended June 30, 2002 the valuation allowance increased by $206.7 million primariy due to the higher gross retained interests and slightly narrowing excess spreads in the Master Trust due to increasing default rates. The weighted-average spread less default rate was 1% as of June 30, 2002, compared to 2% as of December 31, 2001. The $72.8 million 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, 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 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 June 30,

2002

	Consumer Lending Products	Enhancement Services	Securitization Adjustments (a)	Other Adjustments (b)	Consolidated
Interest income.	$ 509,821	$ 58	$ (372,593)	(58)	$ 137,228
Interest expense	81,005	--	(53,992)	(58)	26,955
Net interest income	428,816	58	(318,601)	--	110,273
Other revenue ...	119,317	95,649	(83,666)	--	131,300
Total revenue ...	548,133	95,707	(402,267)	--	241,573
Income before income taxes.	21,145(c)	54,659(c)	--	(134,460)	(58,656
Total assets ...	$10,985,709	$ 142,705	$(8,924,497)	$ 1,007,792 (d)	$ 3,211,709

Three Months Ended June 30,
2001

	Consumer Lending Products	Enhancement Services	Securitization Adjustments (a)	Other Adjustments (b)	Consolidated
Interest income	$ 481,540	$ 3,202	$ (309,333)	(3,202)	$ 172,207
Interest expense	129,361	--	(81,846)	(3,202)	44,313
Net interest income	352,179	3,202	(227,487)	--	127,894
Other revenue ..	160,240	82,900	34,309	--	277,449
Total revenue ..	512,419	86,102	(193,178)	--	405,343
Income before income taxes	173,672(c)	55,058(c)	--	(126,999)	101,731
Total assets ...	$ 9,777,687	$ 138,076	$(6,762,272)	$ 802,841 (d)	$ 3,956,332

Six Months Ended June 30,
2002

	Consumer Lending Products	Enhancement Services	Securitization Adjustments(a)	Other Adjustments(b)	Consolidated
Interest income	$ 1,036,499	$ 2,386	$ (745,739)	(2,386)	$ 290,760
Interest expense	171,737	--	(110,231)	(2,386)	59,120
Net interest income	864,762	2,386	(635,508)	--	231,640
Other revenue ..	250,080	190,645	18,202	--	458,927
Total revenue ..	1,114,842	193,031	(617,306)	--	690,567
Income before income taxes	161,469(c)	119,567(c)	--	(254,862)	26,174
Total assets ...	$10,985,709	$ 142,705	$(8,924,497)	$ 1,007,792(d)	$ 3,211,709

Six Months Ended June 30,
2001

	Consumer Lending Products	Enhancement Services	Securitization Adjustments(a)	Other Adjustments(b)	Consolidate
Interest income .	$ 948,360	$ 6,822	$ (606,424)	(6,822)	$ 341,93
Interest expense.	273,291	--	(174,321)	(6,822)	92,14
Net interest income	675,069	6,822	(432,103)	--	249,78
Other revenue ...	285,611	161,164	58,862	--	505,63
Total revenue ...	960,680	167,986	(373,241)	--	755,42
Income before income taxes and cumulative effect of accounting change.......	331,251(c)	109,737(c)	--	(248,127)	192,86
Total assets	$ 9,777,687	$ 138,076	$(6,762,272)	$ 802,841 (d)	$ 3,956,33

(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 accountholders of $3.0 million for the three months ended June 30, 2002, $3.0 million for the three months ended June 30, 2001, $6.3 million for the six months ended June 30, 2002 and $6.2 million for the six months ended June 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 - SHAREHOLDERS' EQUITY

On February 6, 2001, the Board of Directors authorized a share repurchase program of up to $200 million of our outstanding common stock over a period ending December 31, 2002. The amount of common shares we can repurchase in a calendar year is limited under various debt agreements. For the six months ended June 30, 2002, 2,720,100 common shares had been repurchased under the program for $33.0 million. Subsequent to June 30, 2002, we repurchased an additional 3,026,900 common shares for $10.8 million. In 2002, the Company may repurchase up to an additional $51 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 six months of 2002 and 2001, the Company issued 161,000 and 1,129,000 shares of common stock, respectively, under its employee benefit plans for net cash proceeds of $2.3 million and $20.6 million, respectively.

NOTE 8 - SUPPLEMENTAL CONSOLIDATING FINANCIAL STATEMENTS

We have various indirect subsidiaries which do not guarantee our 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 statements of the guarantor and non-guarantor subsidiaries because management has determined that the subsidiaries' financial statements would not be material to investors.

METRIS COMPANIES INC.
Supplemental Consolidating Balance Sheets
June 30, 2002
(Dollars in thousands)
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimin

Assets:				
Cash and cash equivalents	$ 157,238	$ 1,978	$ 739,405	$
Net retained interests in loans securitized	--	--	722,237	
Credit card loans, net of allowance	2,252	--	1,029,293	
Property and equipment, net	--	71,913	34,497	
Deferred income taxes	(7,645)	12,451	28,091	
Purchased portfolio premium	248	--	78,347	
Other receivables due from credit card securitizations, net..................	5	--	118,937	
Other assets	9,741	44,903	174,220	(6
Investment in subsidiaries	1,924,383	1,784,935	--	(3,709
Total assets	$ 2,086,222	$ 1,916,180	$ 2,925,027	$(3,715
Liabilities:				
Deposits	$ (1,000)	$ --	$ 1,322,861	$
Debt	346,371	67	9,619	
Accounts payable	5,673	17,568	88,638	(3
Deferred income	36	23,086	178,065	(3
Accrued expenses and other liabilities ...	608,896	(48,924)	(459,091)	
Total liabilities	959,976	(8,203)	1,140,092	(6
Total stockholders' equity	1,126,246	1,924,383	1,784,935	(3,709
Total liabilities and stockholders' equity.................	$ 2,086,222	$ 1,916,180	$ 2,925,027	$(3,715

METRIS COMPANIES INC.
Supplemental Consolidating Balance Sheets
December 31, 2001
(Dollars in thousands)
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimin
Assets:				
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	
Deferred income taxes	(31,921)	4,937	59,151	
Purchased portfolio premium	248	--	94,545	
Other receivables due from credit card securitizations, net..................	34	644	179,190	

Other assets	10,145	50,794	201,525	(6
Investment in subsidiaries	1,900,528	1,745,701	--	(3,646
Total assets	$ 1,898,293	$ 1,882,006	$ 4,100,874	$(3,652
Liabilities:				
Deposits	$ (1,000)	$ --	$ 2,059,008	$
Debt	345,924	171	301,809	
Accounts payable	3,070	15,461	68,073	(3
Deferred income	3,270	30,615	184,275	(3
Accrued expenses and other liabilities	405,074	(64,769)	(257,992)	
Total liabilities	756,338	(18,522)	2,355,173	(6
Total stockholders' equity	1,141,955	1,900,528	1,745,701	(3,646
Total liabilities and stockholders' equity	$ 1,898,293	$ 1,882,006	$ 4,100,874	$(3,652

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

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimin
Net Interest (Expense) Income	$ (3,017)	$ 157	$ 113,133	$
Provision for loan losses	(797)	--	91,502	
Net Interest (Expense) Income After Provision for Loan Losses	(2,220)	157	21,631	
Other Operating Income:				
Net securitization and credit card servicing income	793	--	(23,409)	
Credit card fees, interchange and other credit card income	(2,381)	5,796	(9,882)	6
Enhancement services				

revenues............................	--	2,663	92,986	
Intercompany allocations	41	72,194	15,126	(8
	(1,547)	80,653	74,821	(2
Other Operating Expense:				
Credit card account and other product solicitation and marketing expenses...................	--	4,594	51,653	
Employee compensation	(1,505)	45,753	10,117	
Data processing services and communications	13	(23,809)	43,019	
Enhancement services claims expense..............................	--	444	15,473	
Credit card fraud losses	135	--	2,818	
Purchased portfolio premium amortization	--	--	11,938	(
Other	(153)	48,261	9,680	(
Intercompany allocations	555	23,510	63,296	(8
	(955)	98,753	207,994	(9
Loss Before Income Taxes and Equity in Income of Subsidiaries.........................	(2,812)	(17,943)	(111,542)	7
Income taxes	(1,134)	(7,003)	(42,116)	2
Equity in income of subsidiaries......................	(34,696)	(69,426)	--	10
Net Loss	$ (36,374)	$ (80,366)	$ (69,426)	$ 14

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

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimin
Net Interest (Expense) Income..............................	$ (25,386)	$ (2,162)	$ 155,442	$
Provision for loan losses	1,013	--	113,669	
Net Interest Expense After Provision for Loan Losses...........	(26,399)	(2,162)	41,773	

Other Operating Income:				
Net securitization and credit card servicing income..............................	2,378	--	117,334	
Credit card fees, interchange and other credit card income..................	(1,562)	16,085	60,314	
Enhancement services revenues............................	--	14,083	68,817	
	816	30,168	246,465	
Other Operating Expense:				
Credit card account and other product solicitation and marketing expenses	--	4,364	47,117	
Employee compensation	342	53,815	1,958	
Data processing services and communications	2	(22,399)	44,538	
Enhancement services claims expense............................	--	323	7,927	
Credit card fraud losses	--	--	2,200	
Purchased portfolio premium amortization.......................	--	--	7,418	
Other	52	25,825	15,448	
	396	61,928	126,606	
(Loss) Income Before Income Taxes and Equity in Income of Subsidiaries.............	(25,979)	(33,922)	161,632	
Income taxes	(9,881)	(13,940)	62,784	
Equity in income of subsidiaries.......................	78,866	98,848	--	(177
Net Income	$ 62,768	$ 78,866	$ 98,848	$(177

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

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimi
Net Interest (Expense)				

Income	$ (8,499)	$ (1,016)	$ 241,155	$
Provision for loan losses	(732)	--	231,213	50
Net Interest (Expense) Income After Provision for Loan Losses....................	(7,767)	(1,016)	9,942	(50
Other Operating Income:				
Net securitization and credit card servicing income..............................	3,171	--	133,737	
Credit card fees, interchange and other credit card income..................	(4,460)	13,719	121,827	
Enhancement services revenues............................	--	18,826	171,819	
Intercompany allocations	71	125,267	24,787	(150
	(1,218)	157,812	452,170	(149
Other Operating Expense:				
Credit card account and other product solicitation and marketing expenses...................	--	7,823	88,976	
Employee compensation	(1,101)	94,921	17,093	
Data processing services and communications	36	(43,371)	88,230	(1
Enhancement services claims expense..............................	--	(69)	27,193	
Credit card fraud losses	127	--	5,054	
Purchased portfolio premium amortization	--	--	22,382	(6
Other	(110)	74,609	18,341	(8
Intercompany allocations	46	41,588	108,491	(150
	(1,002)	175,501	375,760	(166
(Loss) Income Before Income Taxes and Equity in Income of Subsidiaries...............	(7,983)	(18,705)	86,352	(33
Income taxes	(3,114)	(7,295)	33,677	(13
Equity in income of subsidiaries.........................	20,835	52,675	--	(73
Net Income	$ 15,966	$ 41,265	$ 52,675	$ (93

METRIS COMPANIES INC.

Supplemental Consolidating Statements of Income
Six Months Ended June 30, 2001
(Dollars in thousands)
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimi
Net Interest (Expense) Income	$ (60,937)	$ (3,592)	$ 314,317	$
Provision for loan losses	1,217	--	201,194	
Net Interest (Expense) Income After Provision for Loan Losses	(62,154)	(3,592)	113,123	
Other Operating Income:				
Net securitization and credit card servicing income	4,756	--	202,048	
Credit card fees, interchange and other credit card income	(2,851)	9,297	131,223	
Enhancement services revenues	--	31,201	129,963	
	1,905	40,498	463,234	
Other Operating Expense:				
Credit card account and other product solicitation and marketing expenses	--	10,484	81,762	
Employee compensation	342	97,226	13,283	
Data processing services and communications	2	(52,932)	97,450	
Enhancement services claims expense	--	490	14,439	
Credit card fraud losses	--	--	4,851	
Purchased portfolio premium amortization	--	--	15,246	
Other	90	44,287	33,133	
	434	99,555	260,164	
(Loss) Income Before Income Taxes, Equity in Income of Subsidiaries and Cumulative Effect of Accounting Change	(60,683)	(62,649)	316,193	
Income taxes	(23,242)	(25,910)	123,200	
Equity in income of subsidiaries	141,755	178,494	--	(320

Income Before Cumulative Effect of Accounting Change	104,314	141,755	192,993	(320
Cumulative effect of accounting change, net	--	--	14,499	
Net Income	$ 104,314	$ 141,755	$ 178,494	$ (320

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

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
Operating Activities:			
Net cash provided by operating activities	$ 195,384	$ 62,602	$ 488,923
Investing Activities:			
Net proceeds from sales and repayments of securitized loans	--	--	(202,787)
Net loans originated or collected	235	--	1,024,236
(Additions to) dispositions of property and equipment	--	(5,381)	1,843
Investment in subsidiaries	(23,855)	(39,234)	--
Net cash (used in) provided by investing activities	(23,620)	(44,615)	823,292
Financing Activities:			
Net increase (decrease) in debt	447	(104)	(292,190)
Net decrease in deposits	--	--	(736,147)
Cash dividends paid	(1,892)	--	--
Issuance of common stock	2,257	--	--
Repurchase of common stock	(32,951)	--	--
Capital contributions	--	(17,410)	(13,441)
Net cash used in financing activities	(32,139)	(17,514)	(1,041,778)
Net increase in cash and cash equivalents	139,625	473	270,437
Cash and cash equivalents at beginning of period	17,613	1,505	468,968
Cash and cash equivalents at end of period	$ 157,238	$ 1,978	$ 739,405

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

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries
Operating Activities:			
Net cash provided by operating activities	$ 151,145	$ 183,268	$ 323,858
Investing Activities:			
Net proceeds from sales and repayments of securitized loans	545	--	954,046
Net loans originated or collected	(57,761)	--	(1,143,165)
(Additions to) dispositions of property and equipment.........................	--	(14,636)	10,645
Investment in subsidiaries	(176,900)	(213,497)	--
Net cash used in investing activities	(234,116)	(228,133)	(178,474)
Financing Activities:			
Net increase (decrease) in debt	446	(3)	(172)
Net increase in deposits	--	--	68,746
Cash dividends paid	(1,847)	--	--
Issuance of common stock	21,228	--	--
Capital contributions	--	35,145	22,852
Net cash provided by financing activities	19,827	35,142	91,426
Net increase (decrease) in cash and cash equivalents..................................	(63,144)	(9,723)	236,810
Cash and cash equivalents at beginning of period..	64,869	10,658	445,913
Cash and cash equivalents at end of period..	$ 1,725	$ 935	$ 682,723

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, National Association ("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 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 June 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 June 30, 2002 was $36.4 million, compared to net income of $62.8 million for the second quarter of 2001. Diluted loss per share for the three months ended June 30, 2002 was $0.74 compared to diluted earnings per share of $0.69 for the second quarter of 2001. The decrease in net income is primarily due to a decrease in net securitization and credit card servicing income, increased marketing expenses, increased enhancement services claims expense and a one-time charge of $10 million associated with a write-down of portfolios of charged-off loans purchased in 2001 and 2000. The decrease in the net securitization revenue relates to the estimated required valuation allowance for the retained interests in loans securitized as of June 30, 2002. 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 valuation allowance for the retained interests. Enhancement services revenue increased 15% to $95.6 million for the second quarter of 2002 compared to the same period in 2001. This increase was primarily due to development of new third-party relationships and the creation of new products.

Net income for the six months ended June 30, 2002 was $16.0 million, down from $104.3 million for the first six months of 2001. Net income reported for the six-month period ended June 30, 2001 includes $14.5 million of a cumulative effect of accounting change described below. Without this item, reported earnings would have been $118.8 million for the six-month period ended June 30, 2001. Diluted loss per share for the six months ended June 30, 2002 was $0.04 compared to diluted earnings per share of $1.05 for the same period in 2001. Without the impact of the cumulative effect of accounting change, diluted earnings per share would have been $1.20 for the six months ended June 30, 2001. The $102.8 million decrease in net income before cumulative effect of accounting change primarily relates to a $69.9 million reduction in net securitization and credit card servicing income, a $78.1 million increase in provision for loan losses and a $23.8 million increase in operating expenses. This was partially offset by enhancement services revenue increasing 18% to $190.6 million for the six months ended June 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 six months ended June 30, 2001.

Critical Accounting Policies

The Company's most significant accounting policies are our determination of the allowance for loan losses, valuation of retained interests and accounting for deferred origination costs.

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 own 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 loans in each 30-day delinquency bucket that will not be collected and, therefore, will "roll" into the next 30-day bucket, (measured at month end) and ultimately to 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 separately analyze the reserve requirement on each of these groups or portfolios. We then continually evaluate the homogenous 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 month's 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.

Additionally, in evaluating the adequacy of the loan loss reserves, we consider several subjective factors which may be overlaid into the credit risk roll-rate model in determining the ultimate loan loss reserve necessary to each reporting period, including:

- national and economic trends and business conditions, including the condition of various market segments;
- 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;
- trends in volume and the product pricing of accounts, including any concentrations of credit; and
- 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.

We reflect these factors in financial projections that we prepare to estimate future charge-offs in the portfolio. We use those projections to support the amount of the allowance for loan losses as of the balance sheet date. Significant changes in these factors could impact our financial projections and thereby affect the adequacy of our allowance for loan losses.

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 cash flows in our calculation.

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

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

(1) If we had included all expected finance charge receivable cash flows, our effective discount rate would have ranged from 35% to 45%.

(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 June 30, 2002 and December 31, 2001 were $91.8 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. Unearned revenues and reserves for pending claims are recorded as "Deferred income" and "Accrued expenses and other liabilities," respectively. 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 is complete. 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.

Table 1: Analysis of Average Balances, Interest and Average Yields and Rates

(Dollars in thousands)

	Three Months Ended June 30, 2002			2001	
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest
Assets:					
Interest-earning assets:					
Federal funds sold	$ 28,222	$ 110	1.6%	$ 31,013	$ 329
Short-term investments	477,642	2,359	2.0%	256,878	3,176
Credit card loans and retained interests in loans securitized	3,303,923	134,759	16.4%	3,477,274	168,702
Total interest-earning assets	$ 3,809,787	$ 137,228	14.4%	$ 3,765,165	$ 172,207
Other assets	658,441	--	--	831,526	--
Allowances for loan losses and retained interests valuation allowance	(997,311)	--	--	(808,087)	--
Total assets	$ 3,470,917	--	--	$ 3,788,604	--
Liabilities and Equity:					
Interest-bearing liabilities:					
Deposits	$ 1,518,104	$ 18,335	4.8%	$ 2,061,761	$ 32,936
Debt	356,693	8,620	9.7%	360,910	11,377
Total interest-bearing liabilities	$ 1,874,797	$ 26,955	5.8%	$ 2,422,671	$ 44,313
Other liabilities	437,118	--	--	394,004	--
Total liabilities	2,311,915	--	--	2,816,675	--
Stockholders' equity	1,159,002	--	--	971,929	--
Total liabilities and equity..	$ 3,470,917	--	--	$ 3,788,604	--
Net interest income and interest margin (1)	--	$ 110,273	11.6%	--	$ 127,894
Net interest rate spread (2)..	--	--	8.6%	--	--
Return on average assets	--	--	(4.2%)	--	--
Return on average total equity	--	--	(12.6%)	--	--

(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 increase income decreased from $127.9 million for the three months ended June 30, 2001 to $110.3 million for the three months ended June 30, 2002. The decrease primarily relates to a decrease in the yield on credit card loans and retained interests in loans securitized from 19.5% to 16.4% partially offset by a rate decrease on interest-bearing liabilities from 7.3% for the three months ended June 30, 2001 to 5.8% for the three months ended June 30, 2002.

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

(Dollars in thousands)

	Six Months Ended June 30, 2002			2001	
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest
Assets:					
Interest-earning assets:					
Federal funds sold	$ 28,326	$ 224	1.6%	$ 97,425	$ 2,640
Short-term investments	375,204	3,563	1.9%	268,564	7,072
Credit card loans and retained interests in loans securitized	3,594,325	286,973	16.1%	3,410,745	332,224
Total interest-earning assets	$ 3,997,855	$ 290,760	14.7%	$ 3,776,734	$ 341,936
Other assets	708,540	--	--	818,830	--
Allowances for loan losses and retained interests valuation allowance	(992,463)	--	--	(794,649)	--
Total assets	$ 3,713,932	--	--	$ 3,800,915	--
Liabilities and Equity:					
Interest-bearing liabilities:					
Deposits	$ 1,722,869	$ 41,988	4.9%	$ 2,095,898	$ 69,559
Debt	403,824	17,132	8.6%	360,954	22,589
Total interest-bearing liabilities	$ 2,126,693	$ 59,120	5.6%	$ 2,456,852	$ 92,148
Other liabilities	430,540	--	--	403,547	--
Total liabilities	2,557,233	--	--	2,860,399	--
Stockholders' equity	1,156,699	--	--	940,516	--
Total liabilities and equity..	$ 3,713,932	--	--	$ 3,800,915	--
Net interest income and interest margin (1)	--	$ 231,640	11.7%	--	$ 249,788
Net interest rate spread (2)..	--	--	9.1%	--	--
Return on average assets (3) .	--	--	0.9%	--	--
Return on average total					

equity (3)	--	--	2.8%	--	--

(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 six-month period ended June 30, 2001 are shown before the cumulative effect of accounting change.

Net increase income decreased from $249.8 million for the six months ended June 30, 2001 to $231.6 million for the six months ended June 30, 2002. The decrease primarily relates to a decrease in the yield on credit card loans and retained interests in loans securitized from 19.6% to 16.1% partially offset by a rate decrease on interest-bearing liabilities from 7.6% for the six months ended June 30, 2001 to 5.6% for the six months ended June 30, 2002.

Other Operating Income

Other operating income contributes substantially to our results of operations, representing 54% and 66% of revenues for the three- and six-month periods ended June 30, 2002, and 68% and 67% for the same periods in 2001, respectively.

Other operating income decreased $146.1 million and $46.7 million for the three- and six-month periods ended June 30, 2002 compared to the same periods in 2001. These decreases are primarily due to the decrease in net securitization and credit card servicing income. For the three- and six-month periods ended June 30, 2002, net securitization and credit card servicing income decreased $142.3 million and $69.9 million, respectively, from the comparable periods in 2001. These decreases reflect increases to the valuation allowance made in the first six months of 2002 due to higher projected default rates.

Credit card fees, interchange and other credit card income decreased $16.6 million and $6.3 million for the three- and six- month periods ended June 30, 2002 compared to the same periods in 2001. The decrease in credit card fees, interchange and other credit card income is due to lower lower sales volume, lower late fees and lower overlimit fee income. The decrease in late fees reflects lower delinquencies, while the decrease in overlimit fees reflects tightened criteria in authorizing customers to exceed credit line limits.

Enhancement services revenues increased by $12.7 million and $29.5 million for the three- and six-month periods ended June 30, 2002. These increases reflect higher credit protection revenue due to increased receivables and higher sales of our debt waiver products, as well as the increase in membership program revenues resulting from additional product offers to third-party cardholders.

Other Operating Expense

Total other operating expenses for the three- and six-month periods ended June 30, 2002 increased $20.6 million and $23.8 million over the comparable periods in 2001, largely due to costs associated with the growth of our business activities. Credit card account and other product solicitation and marketing

expenses increased $4.7 million and $4.5 million over the comparable periods in 2001, largely due to increased costs associated with our credit card marketing activity which resulted in over 400,000 new credit card accounts and 1.5 million new enhancement services relationships during the first six months of 2002. 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. Other expenses increased $10.2 million and $7.1 million for the three- and six-month periods ended June 30, 2002 due to the one-time charge of $10 million associated with a write-down of portfolios of charged-off loans purchased in 2001 and 2000.

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 June 30, 2002, 63% of our outstanding receivables balance were from credit card accounts that have been with us in excess of two years, and 38% 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. FFIEC (Federal Financial Institutions Examination Council) guidelines with respect to credit card issuers permit the re-aging of 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 two times every 5 years. Table 2 presents the delinquency trends of our credit card loan portfolio.

Table 2: Loan Delinquency

(Dollars in thousands)	June 30, 2002	% of Total	December 31, 2001	% of Total	June 30, 2001	% of Total

Loans outstanding....	$1,306,824	100%	$2,746,656	100%	$2,312,652	100%
Loans contractually delinquent:						
30 to 59 days....	41,382	3.2%	87,603	3.2%	60,315	2.6%
60 to 89 days....	35,161	2.7%	66,647	2.4%	47,167	2.0%
90 or more days..	72,360	5.5%	125,961	4.6%	89,764	3.9%
Total	$ 148,903	11.4%	$ 280,211	10.2%	$ 197,246	8.5%

The 290 basis point increase in the delinquency rates over June 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 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 charge-offs for the periods indicated as reported in the consolidated financial statements.

Table 3: Net Charge-offs

(Dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2002	2001	2002	2001
Average credit card loans	$1,478,108	$1,548,810	$1,763,765	$1,424,470
Net charge-offs	85,099	60,160	168,777	108,269
Net charge-off ratio	23.1%	15.6%	19.3%	15.3%

The increase in charge off ratios for the three- and six-month periods ended June 30, 2002 primarily reflects a slowdown in loan growth, deterioration in the economy and the 2001 credit line increase program.

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 put pressure on our collection efforts, resulting in higher delinquincies. 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 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 $71.8 million or 5% of credit card loans as of June 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 2.

The provision for loan losses was $90.7 million and $280.5 million for the three- and six-month periods ended June 30, 2002, compared to $114.7 million and $202.4 million for the same periods in 2001. The ratio of allowance for loan losses to period-end loans was 21.1% at June 30, 2002, compared to 14.9% at December 31, 2001. The allowance for loan losses as a percentage of 30-day plus receivables was 184.9% at June 30, 2002 and 146.4% at December 31, 2001.

Retained Interest 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 net retained interests as of June 30, 2002, December 31, 2001, June 30, 2001 and December 31, 2000.

	June 30, 2002	Change
Gross retained interests.........................	$ 1,466,442	$ 202,787
Valuation allowance..............................	(744,205)	(206,706)
Net retained interest............................	$ 722,237	$ (3,919)

	June 30, 2001	Change
Gross retained interests.........................	$ 1,069,090	$ (954,59
Valuation allowance..............................	(568,084)	72,76
Net retained interest............................	$ 501,006	$ (881,82

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Gross retained interests in loans securitized increased $202.8 million to $1.5 billion as of June 30, 2002, compared to $1.3 billion as of December 31, 2001. The increase is due to the sale of approximately $1.6 billion of receivables from Direct Merchants Bank to the Master Trust during the six months ended June 30, 2002. The $954.6 million decrease in gross retained interests during the six months ended June 30, 2001 was primarily due 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 June 30, 2001. During the six months ended June 30, 2002 the valuation allowance increased by $206.7 million primariy due to the higher gross retained interests and slightly narrowing excess spreads in the Master Trust due to increasing default rates. The weighted-average spread less default rate was 1% as of June 30, 2002, compared to 2% as of December 31, 2001. The $72.8 million primarily reflects lower gross retained interests.

Balance Sheet Analysis

Cash and Cash Equivalents

Cash and cash equivalents were $898.6 million as of June 30, 2002, compared to $488.1 million as of December 31, 2001. The $410.5 million increase is due to the Company's decision to maintain a high level of liquidity in the current environment.

Credit Card Loans

Credit card loans were $1.3 billion as of June 30, 2002, compared to $2.7 billion as of December 31, 2001. The $1.4 billion decrease is primarily a result of the transfer of $1.6 billion of receivables from Direct Merchants Bank to the Master Trust.

Deferred Tax Asset

Total deferred tax asset increased to $32.9 million as of June 30, 2002 from $32.2 million as of December 31, 2001. The increase is the result of various timing differences between accounting principles generally accepted in the United States of America and tax accounting.

Deposits

Deposits decreased $736.1 million to $1.3 billion as of June 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

Debt decreased to $356.1 million as of June 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 $17.0 million to $198.0 million as of June 30, 2002 compared to $215.0 million as of December 31, 2001. The decrease primarily relates to our shift from annual-billed to monthly-billed products.

Stockholders' Equity

Stockholders' equity was $1.1 billion as of June 30, 2002, a decrease of $15.7 million from December 31, 2001. The decrease results from $33.0 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 the characteristics of our assets and liabilities and short- and long-term interest rates. We use a variety of financing sources to manage liquidity, refunding, and interest rate risks. Table 4 summarizes our funding and liquidity as of June 30, 2002 and December 31, 2001:

Table 4: Liquidity, Funding and Capital Resources

(Dollars in thousands)

	June 30, 2002		
On-balance sheet funding	Outstanding	Unused Capacity	
Bank conduit 2002	$ --	$ 100,000	$
Revolving credit line 2003	--	170,000	
Term loan 2003	100,000	N/A	
Senior notes 10% 2004	100,000	N/A	
Senior notes 10.125% 2006	146,370	N/A	
Other	9,687	N/A	
Deposits	1,321,861	N/A	
Equity	1,126,246	N/A	
Subtotal	$ 2,804,164	$ 270,000	$
Off-balance sheet funding			
Metris Master Trust	$ 8,904,497	$ 1,460,003	$
Metris facility	20,000	55,000	
Subtotal	$ 8,924,497	$ 1,515,003	$
Total	$ 11,728,661	$ 1,785,003	$

Under our revolving line of credit agreement, we need to maintain, among other items, minimum equity plus reserves to managed assets of 10%, minimum three-month average excess spread (by asset-backed securitization deal) of 1%, minimum equity of $684 million and a ratio of equity plus reserves to managed

90-day plus delinquencies of 2.25. As of June 30, 2002 and December 31, 2001, we were in compliance with all financial covenants under our credit agreements.

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 securitizatin agreements that, if met, 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 June 30, 2002, we have not met any triggers in our securitization agreements and, therefore, no cash has been restricted.

The company's equity as a percent of managed assets was 9.3% as of June 30, 2002 versus 9.4% as of December 31, 2001. The Company has historically retained cash flow generated from earnings (versus declaring larger dividends) to provide additional equity and liquidity to fund future receivables growth. In addition, stock incentive plans provide us with a source of equity and liquidity.

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 June 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 Office of the Comptroller of the Currency ("OCC"), as illustrated in the following table.

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 June 30, 2002	Actual		For Capital Adequacy Purposes	
	Amount	Ratio	Amount	Rat
Total Capital.................. (to risk-weighted assets)	$ 380,364	27.6%	$ 110,901	8
Tier 1 Capital................. (to risk-weighted assets)	359,981	26.2%	55,042	4
Tier 1 Capital................. (to average assets)	359,981	16.7%	86,479	4

As of December 30, 2002	Actual		For Capital Adequacy Purposes	
	Amount	Ratio	Amount	Rat
Total Capital (to risk-weighted assets)	$ 346,907	13.0%	$ 213,733	8
Tier 1 Capital (to risk-weighted assets)	308,186	11.5%	106,867	4
Tier 1 Capital (to average assets)	308,186	11.2%	110,573	4

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 June 30, 2002 was 18.0%.

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.

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, including with respect to the updating, development, adoption and delivery in a timely matter of its Strategic Plan, Capital Plan, Contingency Funding Plan and various other written action plans. 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 affect 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 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 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 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 investor's interest 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 Unites States of America, however we believe the information is relevant to understanding the overall financial condition and results of operations of the Company.

Table 5: Managed Loan Portfolio

(Dollars in thousands)	June 30,	% of	December 31,	% of	June

	2002	Total	2001	Total	20
Period-end balances:					
Credit card loans	$ 1,306,824		$ 2,746,656		$ 2,31
Retained interests in loans securitized	1,466,442		1,263,655		1,06
Investors' interests in securitized loans accounted for as sales	8,918,201		7,895,842		6,76
Total managed loan portfolio .	$11,691,467		$11,906,153		$10,14
Loans contractually delinquent:					
30 to 59 days	358,567	3.1%	375,887	3.1%	25
60 to 89 days	272,599	2.3%	274,278	2.3%	19
90 or more days	564,973	4.8%	473,003	4.0%	40
Total	$ 1,196,139	10.2%	$ 1,123,168	9.4%	$ 84

	Three Months Ended June 30, 2002		200
Average balances:			
Total managed loan portfolio..	$ 11,804,716	100%	$ 9,854,07
Net charge offs..............	$ 441,787	15.0%	$ 268,51

	Six Months Ended June 30, 2002		200
Average balances:			
Total managed loan portfolio..	$ 11,883,342	100%	$ 9,625,35
Net charge offs..............	$ 826,464	14.0%	$ 513,48

The 190 basis point increase in the managed delinquency rates over June 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 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 collection efforts, resulting in higher delinquencies. The increase in charge off ratios for the three- and six-month periods ended June 30, 2002 primarily reflects a slowdown in loan growth, deterioration in the economy and the previously discussed credit line increase program.

The amount of customer receivables in debt forbearance programs was $828.9 million or 7% of total managed loans as of June 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 5.

Net Interest Income

Table 6: Analysis of Average Balances, Interest and Average Yields and Rates

(Dollars in thousands)

	Three Months Ended June 30,				
	2002			2001	
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest
Credit card loans	$11,804,716	$ 507,352	17.2%	$ 9,854,072	$ 478,03
Total interest-earning assets	12,310,580	509,821	16.6%	10,141,963	481,54
Total interest-bearing liabilities	10,375,477	80,947	3.1%	8,799,469	126,15
Net interest income and interest margin (1)	--	$ 428,874	14.0%	--	$ 355,38
Net interest rate spread (2)	--	--	13.5%	--	--
Return on average assets	--	--	(1.2%)	--	--
Return on average total equity	--	--	(12.6%)	--	--

	Six Months Ended June 30,				
	2002			2001	
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest
Credit card loans	$11,883,342	$ 1,032,712	17.5%	$ 9,625,357	$ 938,64
Total interest-earning assets	12,286,872	1,036,499	17.0%	9,991,346	948,36
Total interest-bearing liabilities	10,415,653	169,351	3.3%	8,671,464	266,46
Net interest income and interest margin (1)	--	$ 867,148	14.2%	--	$ 681,89
Net interest rate spread (2)	--	--	13.7%	--	--
Return on average assets (3)	--	--	0.3%	--	--
Return on average total equity (3)	--	--	2.8%	--	--

(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 six-month period ended June 30, 2001 are shown before the cumulative effect of accounting change.

Managed net interest income for the three months ended June 30, 2002 was $428.9 million, compared to $355.4 million for the same period in 2001. For the six months ended June 30, 2002, managed net interest income was $867.1 million compared to $681.9 million for the same period in 2001. The increase in net interest income is primarily due to the $2.2 billion and $2.3 billion increases in managed average interest-earning assets for the three- and six-month periods ended June 30, 2002, compared to the same periods in 2001.

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 June 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 mitigated by fixed rate funding and interest rate cap contracts.

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 June 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 $69 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 $41 million as of June 30, 2002, compared to a $2 million reduction as of December 31, 2001. The increased sensitivity to interest rate fluctuation as of June 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.

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 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. We expect to implement the terms of the settlement on or about September 4, 2002.

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 accountholders 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 affect on the financial position of MCI or Direct Merchants Bank.

In May 2001, the OCC also indicated that it was considering whether to pursue an assessment of civil money penalties and gave Direct Merchants Bank the opportunity to provide information to the OCC bearing on whether imposing a penalty would be appropriate and the severity of any penalty. The statutory

provisions pursuant to which a civil money penalty could be assessed give the OCC broad discretion in determining whether or not a penalty will be assessed and, if so, the amount of the penalty. Because we are unable at this time to determine whether or not any civil money penalty will be assessed, there can be no assurance that the resolution of this matter will not have a material adverse affect on our financial position.

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 35 of this Report.

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

(a) The Company held its annual meeting of shareholders on May 7, 2002 and the following matters were voted on at that meeting.

(b) The directors listed below were elected at that meeting.

(1) The holders of our Common Stock elected two directors for a three-year term:

Lee R. Anderson, Sr. John A. Cleary

(2) The holders of our Series C Preferred Stock elected four directors for a one-year term:

C. Hunter Boll Thomas M. Hagerty David V. Harkins
Thomas H. Lee

(3) The following directors, previously elected by the holders of our Common Stock, continued their terms of office after the meeting:

Derek V. Smith Edward B. Speno Walter Hoff
Frank D. Trestman Ronald N. Zebeck

(c) Matters Voted Upon:

(1) The election of the following directors who will serve until their successors are elected and qualified, or their earlier death or resignation:

Director	For	Against	Withheld	Abstentions	Broker Non-Vote
Lee R. Anderson, Sr.	53,381,055	None	1,275,327	None	None
John A. Cleary	53,576,945	None	1,079,437	None	None
C. Hunter Boll	33,359,129	None	None	None	None
Thomas M. Hagerty	33,359,129	None	None	None	None
David V. Harkins	33,359,129	None	None	None	None
Thomas H. Lee	33,359,129	None	None	None	None

(2) The approval of an increase in the number of shares reserved for issuance pursuant to the Metris Companies Inc. Amended and Restated Long-Term Incentive and Stock Option Plan from 17,000,000 to

19,000,000 shares.

For	Against	Withheld	Abstentions	Broker Non-Vote
61,857,079	26,124,481	None	33,949	None

(3) Ratification of the selection of KPMG LLP as independent auditors of the Company for 2002.

For	Against	Withheld	Abstentions	Broker Non-Vote
85,758,605	2,239,676	None	17,230	None

Item 5. Other Information Not applicable

Item 6. Exhibits and Reports on Form 8-K

(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 April 17, 2002, we filed a Current Report on Form 8-K 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 40.

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: August 14, 2002

By: /s/ David D. Wesselink

David D. Wesselink
Vice Chairman
Principal Financial Officer

Date: August 14, 2002

By: /s/ Mark P. Wagener

Mark P. Wagener
Senior Vice President, Controller
Principal Accounting Officer