METRIS COMPANIES INC
Form 10-Q
May 14, 2001

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 March 31, 2001

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 April 30, 2001, 63,007,205 shares of the registrant's common stock, par value $.01 per share, were outstanding.

METRIS COMPANIES INC.

FORM 10-Q

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March 31, 2001

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)

	March 31, 2001	Dece 2
Assets:		
Cash and due from banks	$ 72,801	$
Federal funds sold	328,353	
Short-term investments	87,855	
Cash and cash equivalents	489,009	
Retained interests in loans securitized	1,910,168	2,
Less: Allowance for loan losses	643,261	
Net retained interests in loans securitized	1,266,907	1,
Credit card loans (net of allowance for loan losses of $143,537 and $123,123, respectively)	1,259,271	1,
Property and equipment, net	128,154	
Deferred income taxes	150,339	
Purchased portfolio premium	87,709	
Other receivables due from credit card securitizations, net	160,503	
Other assets	222,569	
Total assets	$ 3,764,461	$ 3,
Liabilities:		
Deposits	$ 2,074,389	$ 2,
Debt	356,200	
Accounts payable	90,589	
Deferred income	212,379	
Accrued expenses and other liabilities	101,926	
Total liabilities	2,835,483	2,
Stockholders' Equity:		
Convertible preferred stock - Series C, par value $.01 per share; 10,000,000 shares authorized, 989,343 and 967,573 shares issued and outstanding, respectively	368,530	
Common stock, par value $.01 per share; 100,000,000 shares authorized, 62,905,421 and 62,242,787 shares issued and outstanding, respectively	629	
Paid-in capital	207,106	
Unearned compensation	(4,241)	
Retained earnings	356,954	
Total stockholders' equity	928,978	
Total liabilities and stockholders' equity	$ 3,764,461	$ 3,

See accompanying Notes to Consolidated Financial Statements.

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

	Three Months Ended March 31, 2001	Three Months Ended March 31, 2000
Interest Income:		
Credit card loans and retained interests in loans securitized	$ 163,522	$ 95,359
Federal funds sold	2,311	1,369
Other	3,896	1,073
Total interest income	169,729	97,801
Deposit interest expense	36,623	13,742
Other interest expense	11,212	10,366
Total interest expense	47,835	24,108
Net Interest Income	121,894	73,693
Provision for loan losses	87,729	87,793
Net Interest Income (Loss) After Provision for Loan Losses	34,165	(14,100)
Other Operating Income:		
Net securitization and credit card servicing income	87,092	131,059
Credit card fees, interchange and other credit card income	62,832	50,797
Enhancement services revenues	78,264	59,616
	228,188	241,472
Other Operating Expense:		
Credit card account and other product solicitation and marketing expenses	40,765	32,142
Employee compensation	54,736	43,772
Data processing services and communications	22,379	20,625
Warranty and debt waiver underwriting and claims servicing expense	6,679	6,732
Credit card fraud losses	2,651	2,141
Purchased portfolio premium amortization	7,828	4,967
Other	36,185	29,744
	171,223	140,123
Income Before Income Taxes and Cumulative Effect of Accounting Changes	91,130	87,249
Income taxes	35,085	33,853
Income Before Cumulative Effect of Accounting Changes	56,045	53,396
Cumulative effect of accounting changes (net of income taxes of $9,000 and $2,180)	14,499	3,438
Net Income	41,546	49,958
Convertible preferred stock dividends-Series C	8,403	7,598

Net Income Applicable To Common Stockholders	$ 33,143	$ 42,360
Earnings per share:		
Basic-income before cumulative effect of accounting changes	$ 0.76	$ 0.79
Basic-cumulative effect of accounting changes	(0.23)	(0.06)
Basic-net income	0.53	0.73
Diluted-income before cumulative effect of accounting changes	0.57	0.59
Diluted-cumulative effect of accounting changes	(0.15)	(0.04)
Diluted-net income	0.42	0.55
Shares used to compute earnings per share:		
Basic	62,303	57,963
Diluted	98,445	90,658

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	Unear Compen
BALANCE AT DECEMBER 31, 1999	885	57,919	$ 329,729	$ 386	$ 130,772	$
Net income	--	--	--	--	--	
Cash dividends	--	--	--	--	--	
Preferred dividends in kind - Series C	20	--	7,419	--	--	
Issuance of common stock under employee benefit plans	--	78	--	1	1,543	
BALANCE AT MARCH 31, 2000	905	57,997	$ 337,148	$ 387	$ 132,315	$
BALANCE AT DECEMBER 31, 2000	968	62,243	$ 360,421	$ 622	$ 198,077	$
Net income	--	--	--	--	--	
Cash dividends	--	--	--	--	--	
Preferred dividends in kind - Series C	21	--	8,109	--	--	
Issuance of common stock under employee benefit plans	--	662	--	7	9,029	(4
BALANCE AT MARCH 31, 2001	989	62,905	$ 368,530	$ 629	$ 207,106	$ (4

See accompanying Notes to Consolidated Financial Statements.

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

	Three Months Ended March 31, 2001	2000
Operating Activities:		
Net income	$ 41,546	$ 49,958
Adjustments to reconcile net income to net cash provided by operating activities:		
Cumulative effect of accounting changes	14,499	3,438
Depreciation and amortization	19,019	17,720
Change in allowance for loan losses	22,823	26,061
Change in value of derivative instruments	3,710	--
Changes in operating assets and liabilities, net:		
Deferred income taxes	(3,994)	1,778
Other receivables due from credit card securitizations, net	5,010	48,342
Accounts payable and accrued expenses	(7,364)	24,613
Deferred income	(23,128)	16,937
Other	37,257	(20,439)
Net cash provided by operating activities	109,378	168,408
Investing Activities:		
Net proceeds from sales and repayments of securitized loans	100,059	(282,031)
Net loans originated	(210,151)	(90,344)
Additions to premises and equipment	(2,866)	(15,308)
Net cash used in investing activities	(112,958)	(387,683)
Financing Activities:		
Net increase in debt	134	222
Net (decrease) increase in deposits	(31,810)	232,961
Cash dividends paid	(916)	(566)
Increase in common equity	3,741	1,544
Net cash (used in) provided by financing activities	(28,851)	234,161
Net (decrease) increase in cash and cash equivalents	(32,431)	14,886
Cash and cash equivalents at beginning of period	521,440	194,433
Cash and cash equivalents at end of period	$ 489,009	$ 209,319
Supplemental disclosures and cash flow information:		
Cash paid during the period for:		
Interest	$ 42,090	$ 21,936
Income taxes	(7,831)	8,302

Tax benefit from employee stock option exercises	743	166

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, N.A. ("Direct Merchants Bank"), which may be referred to as "we," "us," "our" and the "Company." The Company is an information-based direct marketer of consumer credit products and enhancement services primarily to moderate-income consumers.

All significant intercompany balances and transactions have been eliminated in consolidation. Certain prior-year amounts have been reclassified to conform with the current year'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, 2000. 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 amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements as well as the reported amount of revenues and expenses during the reporting periods. Actual results could 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:

(In thousands)	Three Months Ended March 31, 2001	2000
Income before cumulative effect of accounting changes	$56,045	$53,396
Preferred dividends - Series C	8,403	7,598
Net income applicable to common stockholders before cumulative effect of accounting changes .	47,642	45,798
Cumulative effect of accounting changes, net	14,499	3,438
Net income applicable to common stockholders	$33,143	$42,360
Weighted-average common shares outstanding	62,303	57,963
Adjustments for dilutive securities:		
Assumed exercise of outstanding stock options	1,785	3,532
Assumed conversion of convertible preferred stock ...	34,357	29,163
Diluted common shares	98,445	90,658

NOTE 3 - ACCOUNTING CHANGES

During the quarter ended March 31, 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. These statements are effective for all quarters of fiscal years beginning after June 15, 2000. As a result of the adoption of SFAS 133 effective January 1, 2001 the Company has marked its derivatives to their 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 three months ended March 31, 2001.

We use derivatives to assist us in achieving our strategy of balanced asset and liability interest rate exposure. Our principal market risk is due to changes in interest rates. 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. The majority of this funding is indexed to variable rate LIBOR. We seek to minimize the impact of changes in interest rates primarily by matching asset and liability repricings. We enter into interest rate cap, floor and swap agreements to hedge the cash flow, fair value and earnings impact of fluctuating market interest rates on the spread between the floating rate loans and the floating and fixed rate debt issued to fund the loans.

In connection with the issuance of term asset-backed securities by the trust, we enter into term interest rate cap agreements with highly rated bank counterparties to effectively cap the potentially negative impact to us from increases in the floating interest rate of the securities. These agreements are for original terms ranging from two to ten years and are scheduled to terminate between February 2002 and January 2010. The contracted strike rate on the interest rate caps were above the current market interest rates at December 31, 2000 and March 31, 2001. Therefore, these caps are considered ineffective in hedging the interest rate movements. SFAS 133 required us to reduce the carrying value of these caps to their current market values. The reduction related to the adoption of SFAS 133 effective January 1, 2001 was recorded as a one-time, non-cash, after-tax charge to earnings of $14.7 million. This one-time charge is included in the "Cumulative effect of accounting change" in the consolidated statements of income for the three months ended March 31, 2001. The adjustment to reduce the carrying value of the caps for the quarter ended March 31, 2001 was recorded as a non-cash, pre-tax charge of $3.7 million to "Net securitization and credit card servicing income" in the consolidated statements of income for the three months ended March 31, 2001.

We also enter into interest rate swap agreements to hedge a portion of our fixed rate deposits. The interest rate swaps are designated as fair value hedges under SFAS 133. At adoption, the change in the fair value of the swaps exceeded the change in fair value of the fixed rate deposits. This difference of $0.2 million was recorded as a one-time, non-cash, after-tax benefit to earnings. This one-time benefit is included in the "Cumulative effect of accounting change" in the consolidated statements of income for the three months ended March 31, 2001. The interest rate swaps were substantially effective in offsetting changes in the fair value of the hedged CD portfolio during the quarter ended March 31, 2001. These interest rate swap agreements are for original terms ranging from one to two years and are scheduled to terminate between April 2002 and January 2003.

During the quarter ended March 31, 2000, we adopted Staff Accounting Bulletin ("SAB") No. 101 "Revenue Recognition in Financial Statements," for our debt waiver products. This SAB formalized the accounting for services sold where the right to a full refund exists, requiring all companies to defer recognition of revenues until the cancellation period is complete. Previously, we recognized half of the revenues in the month billed and half in the following month. We now recognize all of the revenue the month following completion of the cancellation period. This change resulted in a one-time, non-cash net charge to earnings of $3.4 million, which is reflected as a "Cumulative effect of accounting change" in the consolidated statements of income for the three months ended March 31, 2000. Because we have applied the provisions of this SAB to our membership programs since 1998, before the SEC formalized its guidance, no adjustment was required for our membership services revenues.

NOTE 4 - ALLOWANCE FOR LOAN LOSSES

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

	Three Months Ended March 31, 2001	Three Months Ended March 31, 2000
Balance at beginning of period	$ 763,975	$ 619,028
Provision for loan losses	87,729	87,793
Provision for loan losses (1)	180,063	116,677
Loans charged off	(272,081)	(193,490)
Recoveries	27,112	15,081
Net loans charged off	(244,969)	(178,409)
Balance at end of period	$ 786,798	$ 645,089

(1) Amounts are included in "Net securitization and credit card servicing income."

NOTE 5 - SEGMENTS

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

We market our enhancement services, including (i) debt waiver protection for unemployment, disability, and death; (ii) membership programs such as card registration, purchase protection and other club memberships; and (iii) third-party insurance, directly to our credit card customers 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. To do 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 generally accepted accounting principles. The elimination column in the segment table includes 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 include these expenses in the reconciliation of the income before income taxes and cumulative effect of accounting changes for the reported segments to the consolidated total. We do not allocate capital expenditures for leasehold improvements, capitalized software and furniture and equipment to operating segments. There were no operating assets located outside of the United States for the periods presented.

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

	Three Months Ended March 31, 2001	
	Consumer Lending	Enhancement

	Products	Services	Reconciliation (a)
Interest income	$ 466,820	$ 3,620	$ (300,711) (b)
Interest expense	143,930	--	(96,095) (b)
Net interest income	322,890	3,620	(204,616)
Other revenue	125,371	78,264	24,553
Total revenue	592,191	81,884	(276,158)
Income before income taxes and cumulative effect of accounting changes	157,580 (c)	54,678 (c)	(121,128) (d)
Total assets	$9,181,949	$ 138,599	$ (5,556,087) (e)

	Three Months Ended March 31, 2000		
	Consumer Lending Products	Enhancement Services	Reconciliation(a)
Interest income	$ 359,502	$ 2,155	$ (263,856) (b)
Interest expense	114,684	--	(90,576) (b)
Net interest income	244,818	2,155	(173,280)
Other revenue	125,253	59,616	56,603
Total revenue	484,755	61,771	(207,253)
Income before income taxes and cumulative effect of accounting changes	152,341 (c)	41,877 (c)	(106,969) (d)
Total assets	$ 7,229,730	$ 142,080	$(4,976,237) (e)

(a) The reconciliation column includes: intercompany eliminations; amounts not allocated to segments; and adjustments to the amounts reported on a managed basis to reflect the effects of securitization.

(b) The reconciliation to consolidated owned interest revenue and interest expense includes the elimination of $3.6 million and $2.2 million of intercompany interest received by the enhancement services segment from the consumer lending products segment for the three months ended March 31, 2001 and 2000, respectively.

(c) Income before income taxes and cumulative effect of accounting changes includes intercompany commissions paid by the enhancement services segment to the consumer lending products segment for successful marketing efforts to consumer lending products cardholders of $3.2 million and $0.3 million for the three months ended March 31, 2001 and 2000, respectively.

(d) The reconciliation to the owned income before income taxes and cumulative effect of accounting changes includes: unallocated costs related to employee compensation; data processing and communications; third-party servicing expenses; and other expenses. The majority of these expenses, although not allocated for the internal segment reporting used by management, relate to the consumer lending products segment.

(e) 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 6 - DEBT AND DEPOSITS

We have a credit facility that consists of a $170 million revolving credit facility and a $100 million term loan which mature in July 2003. At March 31, 2001 and December 31, 2000, we had outstanding borrowings of $100 million under the term loan facility with weighted-average interest rates of 8.6% and 9.9%, respectively. There were no outstanding borrowings under the revolving credit facility for these periods. At March 31, 2001, we were in compliance with all financial covenants under the credit facility.

Direct Merchants Bank issues certificates of deposit of $100,000 or more. As of March 31, 2001 and December 31, 2000, $2.1 billion of CDs were outstanding with original maturities ranging from six months to five years and three months to five years, respectively. These CDs pay fixed interest rates ranging from 4.9% to 7.6% and 5.4% to 7.6%, respectively.

We have various indirect subsidiaries which have not guaranteed the senior notes or credit facility. The following condensed consolidating financial statements of the Company, the guarantor subsidiaries and the non-guarantor subsidiaries are presented for purposes of complying with SEC reporting requirements. Separate financial statements of the guarantor subsidiaries and the non-guarantor subsidiaries are not presented because management has determined that the subsidiaries' financial statements would not be material to investors.

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

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Elimin
Assets:				
Cash and cash equivalents	$ (7,506)	$ 7,071	$ 489,444	$
Net retained interests in loans securitized	(1,176)	(4)	1,268,087	
Credit card loans	14,389	--	1,244,882	
Property and equipment, net	--	71,150	57,004	
Deferred income taxes	(2,786)	11,316	141,809	

Purchased portfolio premium	248	--	87,461	
Other receivables due from credit card securitizations, net	27	310	160,166	
Other assets	13,790	34,110	183,191	
Investment in subsidiaries	1,651,952	1,536,617	--	(3,1
Total assets	$ 1,668,938	$ 1,660,570	$ 3,632,044	$(3,1
Liabilities:				
Deposits	$ (1,000)	$ --	$ 2,075,389	$
Debt	775,008	(73,170)	(345,638)	
Accounts payable	841	9,528	84,481	
Deferred income	10,454	35,579	170,607	
Accrued expenses and other liabilities	(45,343)	36,681	110,588	
Total liabilities	739,960	8,618	2,095,427	
Total stockholders' equity	928,978	1,651,952	1,536,617	(3,1
Total liabilities and stockholders' equity	$ 1,668,938	$ 1,660,570	$ 3,632,044	$(3,1

METRIS COMPANIES INC.
Supplemental Consolidating Balance Sheets
December 31, 2000
(Dollars in thousands)
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eli
Assets:				
Cash and cash equivalents	$ 64,869	$ 10,658	$ 445,913	$
Net retained interests in loans securitized	311	--	1,382,518	
Credit card loans	2,232	--	1,053,848	
Property and equipment, net	--	77,693	50,702	
Deferred income taxes	(2,415)	17,104	131,656	
Purchased portfolio premium	248	--	95,289	
Other receivables due from credit card securitizations, net	14	84	186,596	
Other assets	13,806	41,946	173,583	
Investment in subsidiaries	1,588,918	1,442,295	--	(3
Total assets	$ 1,667,983	$ 1,589,780	$ 3,520,105	$(3
Liabilities:				
Deposits	$ (1,000)	$ --	$ 2,107,199	$
Debt	345,024	880	10,162	

Accounts payable	259	14,536	73,993	
Deferred income	12,718	49,934	178,170	
Accrued expenses and other liabilities...	427,429	(64,488)	(291,714)	
Total liabilities	784,430	862	2,077,810	
Total stockholders' equity	883,553	1,588,918	1,442,295	(3
Total liabilities and stockholders' equity	$ 1,667,983	$ 1,589,780	$ 3,520,105	$(3

METRIS COMPANIES INC.
Supplemental Consolidating Statements of Income
Three Months Ended March 31, 2001
(Dollars in thousands)
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	El
Net Interest (Expense) Income............	$ (35,551)	$ (1,430)	$ 158,875	
Provision for loan losses	204	--	87,525	
Net Interest (Expense) Income After Provision for Loan Losses............	(35,755)	(1,430)	71,350	
Other Operating Income:				
Net securitization and credit card servicing income......................	2,378	--	84,714	
Credit card fees, interchange and other credit card income...................	(1,289)	(6,788)	70,909	
Enhancement services revenues............	--	17,118	61,146	
	1,089	10,330	216,769	
Other Operating Expense:				
Credit card account and other product solicitation and marketing expenses...	--	6,120	34,645	
Employee compensation	--	43,411	11,325	
Data processing services and communications	--	(30,533)	52,912	
Warranty and debt waiver underwriting and claims servicing expense..........	--	167	6,512	
Credit card fraud losses	--	--	2,651	
Purchased portfolio premium amortization	--	--	7,828	
Other	38	18,462	17,685	
	38	37,627	133,558	
(Loss) Income Before Income Taxes,				

Equity in Income of Subsidiaries and Cumulative Effect of Accounting Change....................	(34,704)	(28,727)	154,561
Income taxes	(13,361)	(11,970)	60,416
Equity in income of subsidiaries.........	62,889	79,646	--
Income Before Cumulative Effect of Accounting Change....................	41,546	62,889	94,145
Cumulative effect of accounting change, net	--	--	14,499
Net Income	$ 41,546	$ 62,889	$ 79,646

METRIS COMPANIES INC.
Supplemental Consolidating Statements of Income
Three Months Ended March 31, 2000
(Dollars in thousands)
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminat
Net Interest (Expense) Income...........	$ (12,047)	$ (571)	$ 86,311	$
Provision for loan losses	(15)	--	87,808	
Net Interest Expense After Provision for Loan Losses	(12,032)	(571)	(1,497)	
Other Operating Income:				
Net securitization and credit card servicing income.....................	2,386	(28)	128,701	
Credit card fees, interchange and other credit card income...................	(1,548)	1,108	51,237	
Enhancement services revenues...........	--	16,334	43,282	
	838	17,414	223,220	
Other Operating Expense:				
Credit card account and other product solicitation and marketing expenses...	--	7,770	24,372	
Employee compensation	--	34,871	8,901	
Data processing services and communications	--	(18,744)	39,369	
Warranty and debt waiver underwriting				

and claims servicing expense..........	--	794	5,938	
Credit card fraud losses	2	--	2,139	
Purchased portfolio premium amortization.........................	--	--	4,967	
Other	37	17,991	11,716	
	39	42,682	97,402	
(Loss) Income Before Income Taxes, Equity in Income of Subsidiaries and Cumulative Effect of Accounting Change....................	(11,233)	(25,839)	124,321	
Income taxes	(4,358)	(10,338)	48,549	
Equity in income of subsidiaries.........	56,833	72,334	--	(129,
Income Before Cumulative Effect of Accounting Change....................	49,958	56,833	75,772	(129,
Cumulative effect of accounting change, net	--	--	3,438	
Net Income	$ 49,958	$ 56,833	$ 72,334	$(129,

METRIS COMPANIES INC.
Supplemental Condensed Consolidating Statements of Cash Flows
Three Months Ended March 31, 2001
(Dollars in thousands)
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guar Subsidia
Operating Activities:			
Net cash (used in) provided by operating activities......................................	$ (25,827)	$ (50,515)	$ 185,
Investing Activities:			
Net proceeds from sales and repayments of securitized loans	--	--	100,
Net loans originated or collected	(11,611)	--	(198,
Additions to premises and equipment	--	4,271	(7,
Net cash (used in) provided by investing activities............................	(11,611)	4,271	(105,
Financing Activities:			
Net (decrease) increase in debt	(37,616)	56,984	(19,
Net decrease in deposits	--	--	(31,
Cash dividends paid	(916)	--	

Net increase (decrease) in equity	3,595	(14,327)	14,
Net cash (used in) provided by financing activities	(34,937)	42,657	(36,
Net (decrease) increase in cash and cash equivalents	(72,375)	(3,587)	43,
Cash and cash equivalents at beginning of period	64,869	10,658	445,
Cash and cash equivalents at end of period	$ (7,506)	$ 7,071	$ 489,

METRIS COMPANIES INC.
Supplemental Condensed Consolidating Statements of Cash Flows
Three Months Ended March 31, 2000
(Dollars in thousands)
Unaudited

	Metris Companies Inc.	Guarantor Subsidiaries	Non-Guar Subsid
Operating Activities:			
Net cash (used in) provided by operating activities	$ (29,876)	$ (26,573)	$ 224,
Investing Activities:			
Net proceeds from sales and repayments of securitized loans	--	--	(282,
Net loans originated or collected	2,328	--	(92,
Additions to premises and equipment	--	(5,618)	(9,
Net cash provided by (used in) investing activities	2,328	(5,618)	(384,
Financing Activities:			
Net increase (decrease) in debt	74,407	4,189	(78,
Net increase in deposits	--	--	232,
Cash dividends paid	(566)	--	
Net (decrease) increase in equity	(25,414)	26,956	
Net cash provided by financing activities	48,427	31,145	154,
Net increase (decrease) in cash and cash equivalents	20,879	(1,046)	(4,
Cash and cash equivalents at beginning of period	43,619	309	150,
Cash and cash equivalents at end of period	$ 64,498	$ (737)	$ 145,

ITEM 2.

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

The following discussion and analysis provides information management believes to be relevant to understanding the financial condition and results of operations of Metris Companies Inc. ("MCI") and its subsidiaries, including Direct Merchants Credit Card Bank, N.A. ("Direct Merchants Bank"), which may be referred to as "we," "us," "our" and the "Company." This discussion should be read in conjunction 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 2000 Annual Report to Shareholders; our annual report on Form 10-K for the fiscal year ended December 31, 2000; and our Proxy Statement for the 2001 Annual Meeting of Shareholders. In addition, this discussion should be read in conjunction with our quarterly report on Form 10-Q for the period ended March 31, 2001, of which this commentary is a part, and the condensed consolidated financial statements and related notes thereto.

Results of Operations

Net income for the three months ended March 31, 2001 was $41.5 million, down from $50.0 million for the first quarter of 2000. Diluted earnings per share for the three months ended March 31, 2001 was $0.42 compared to $0.55 per share for the first quarter of 2000. The decrease in net income is the result of the cumulative effect of accounting change for the adoption of Statement of Financial Accounting Standard No. 133, a one-time revenue increase from an operational change in the first quarter of 2000 and the reduction in other operating income, partially offset by increases in net interest income and other operating expenses. The increase in net interest income is largely attributable to the growth in average managed loans to $9.4 billion for the first quarter 2001 from $7.4 billion for the first quarter 2000, an increase of 28%.

During the quarter ended March 31, 2001 we adopted Statement of Financial Accounting Standards 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 three months ended March 31, 2001.

During the quarter ended March 31, 2000 we adopted Staff Accounting Bulletin No. 101 - "Revenue Recognition in Financial Statements" for our debt waiver products. This SAB formalized the accounting for services sold where the right to a full refund exists, requiring all companies to defer recognition of revenues until the cancellation period is complete. Previously, we recognized half of the revenues in the month billed and half in the following month. We now recognize all of the revenue the month following completion of the cancellation period. This change resulted in a one-time, non-cash net charge to earnings of $3.4 million, which is reflected as a "Cumulative effect of accounting change" in the consolidated statements of income for the three months ended March 31, 2000. Because we have applied the provisions of this SAB to our membership programs since 1998, before the SEC formalized its guidance, no adjustment was required for our membership services revenues.

Managed Loan Portfolio

We analyze our financial performance on a managed loan portfolio basis. To do so, we adjust the income statement and balance sheet to reverse the effects of securitization. Our discussion of revenues, where applicable, and provision for loan losses includes comparisons to amounts reported in our consolidated statements of income ("owned basis"), as well as on a managed basis.

Our managed loan portfolio is comprised of credit card loans, retained interests in loans securitized and the investors' share of securitized credit card loans. The investors' share of securitized credit card loans is not an asset of the Company. Therefore, we do not show it on our consolidated balance sheets. The following tables summarize our managed loan portfolio:

	March 31, 2001	December 31, 2000	March 31, 2000
(Dollars in thousands)			
Period-end balances:			
Credit card loans:			
Credit card loans	$1,402,808	$1,179,203	$ 329,023
Retained interests in loans securitized	1,910,168	2,023,681	1,806,361
Investors' interests in securitized loans	6,170,416	6,070,224	5,236,282
Total managed loan portfolio ...	$9,483,392	$9,273,108	$7,371,666

	Three Months Ended March 31, 2001	Three Months Ended March 31, 2000
(Dollars in thousands)		
Average balances:		
Credit card loans:		
Credit card loans	$1,298,748	$ 227,251
Retained interests in loans securitized ...	2,044,729	1,731,945
Investors' interests in securitized loans..	6,050,624	5,393,200
Total managed loan portfolio	$9,394,101	$7,352,396

Impact of Credit Card Securitizations

The following table provides a summary of the effects of credit card securitizations on selected line items of our statements of income for each of the periods presented, as well as selected financial information on both an owned and managed loan portfolio basis:

Three Months Ended

(Dollars in thousands)	March 31, 2001	March 31, 2000
Statements of Income (owned basis):		
Net interest income	$ 121,894	$ 73,693
Provision for loan losses	87,729	87,793
Other operating income	228,188	241,472
Other operating expense	171,223	140,123
Income before income taxes and cumulative effect of accounting changes..............	$ 91,130	$ 87,249
Adjustments for Securitizations:		
Net interest income	$ 204,616	$ 173,280
Provision for loan losses	180,063	116,677
Other operating income	(24,553)	(56,603)
Other operating expense	--	--
Income before income taxes and cumulative effect of accounting changes..............	$ --	$ --
Statements of Income (managed basis):		
Net interest income	$ 326,510	$ 246,973
Provision for loan losses	267,792	204,470
Other operating income	203,635	184,869
Other operating expense	171,223	140,123
Income before income taxes and cumulative effect of accounting changes..............	$ 91,130	$ 87,249
Other Data:		
Owned Basis:		
Average interest-earning assets	$ 3,788,430	$ 2,137,016
Return on average assets (2)	6.0%	9.0%
Return on average total equity (2)	25.0%	30.7%
Net interest margin (1)	13.0%	13.9%
Managed Basis:		
Average interest-earning assets	$ 9,839,055	$ 7,530,216
Return on average assets (2)	2.3%	2.7%
Return on average total equity (2)	25.0%	30.7%
Net interest margin (1)	13.5%	13.2%

(1) Net interest margin is equal to annualized net interest income divided by average interest-earning assets.
(2) Amounts for the three-month period ended March 31, 2001 are shown before the impact of the adoption of SFAS 133.

Net Interest Income

Net interest income consists primarily of interest earned on our credit card loans, less interest expense on borrowings to fund the loans. Managed net interest income for the three-month period ended March 31, 2001 was $326.5 million compared to $247.0 million for the same period in 2000. The increase in interest income is primarily due to a $2.3 billion increase in managed interest-earning assets and an increase in net interest margin to 13.5% from 13.2% in the first quarter of 2000. The net interest margin increase is primarily due to lower cost of funds resulting from decreases in LIBOR. Financing costs as a percentage of borrowings for the first quarter of 2001 was 6.7% compared with 6.8% in the same period of 2000. The decrease in borrowing rates for the current-year period are the result of interest rate decreases made by the Federal Reserve since March 31, 2000.

Analysis of Average Balances, Interest and Average Yields and Rates

The following table provides an analysis of interest income and expense, net interest spread, net interest margin and average balance sheet data for the three-month periods ended March 31, 2001 and 2000:

	Three Months Ended March 31, 2001				
	Average Balance	Interest	Yield/ Rate	Average Balance	I
(Dollars in thousands)					
Owned Basis					
Assets:					
Interest-earning assets:					
Federal funds sold	$ 164,574	$ 2,311	5.7%	$ 96,684	$
Short-term investments	280,379	3,896	5.6%	81,136	
Credit card loans and retained interests in loans securitized	3,343,477	163,522	19.8%	1,959,196	
Total interest-earning assets....................	$ 3,788,430	$ 169,729	18.2%	$ 2,137,016	$
Other assets	806,136	--	--	734,239	
Allowances for loan losses ..	(781,211)	--	--	(649,654)	
Total assets	$ 3,813,355	--	--	$ 2,221,601	
Liabilities and Equity:					
Interest-bearing liabilities:					
Deposits	$ 2,130,414	$ 36,623	7.0%	$ 882,149	$
Debt	360,999	11,212	12.6%	352,899	

Total interest-bearing liabilities	$ 2,491,413	$ 47,835	7.8%	$ 1,235,048	$
Other liabilities	412,839	--	--	332,276	
Total liabilities	2,904,252	--	--	1,567,324	
Stockholders' equity	909,103	--	--	654,277	
Total liabilities and equity.	$ 3,813,355	--	--	$ 2,221,601	
Net interest income and interest margin (1)	--	$ 121,894	13.0%	--	$
Net interest rate spread (2).	--	--	10.4%	--	
Managed Basis					
Credit card loans	$ 9,394,101	$ 460,613	19.9%	$ 7,352,396	$
Total interest-earning assets	9,839,055	466,820	19.2%	7,530,216	
Total interest-bearing liabilities	8,542,037	140,310	6.7%	6,628,248	
Net interest income and interest margin (1)	--	$ 326,510	13.5%	--	$
Net interest rate spread (2).	--	--	12.5%	--	

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

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

Other Operating Income

Other operating income contributes substantially to our results of operations, representing 65% and 77% of owned revenues for the three-month periods ended March 31, 2001 and 2000, respectively.

Other operating income decreased $13.3 million for the three-month period ended March 31, 2001, over the comparable period in 2000. This decrease is primarily due to the $44.0 million decrease in income generated from net securitization and credit card servicing income primarily as a result of the increased allowance on securitized loans. For the three-month period ended March 31, 2001, credit card fees, interchange and other credit card income increased $12.0 million over the comparable period in 2000. This increase was primarily due to the growth in total accounts and loans in the managed credit card portfolio. Prior year other operating income included the $12.1 million favorable impact related to the operational policy change in the billing of overlimit fees in the first quarter of 2000. This impact is reflected in net securitization and credit card servicing income and credit card fees, interchange and other credit card income in the consolidated statements of income for the three months ended March 31, 2000.

Enhancement services revenues increased by $18.6 million for the three-month period ended March 31, 2001. This increase reflects the strong sales of our debt waiver product and the increase in membership program revenues resulting from additional product offers to third party cardholders. At March 31, 2001 combined active enhancement members totaled approximately 5.9 million.

Other Operating Expense

Total other operating expenses for the three-month period ended March 31, 2001 increased $31.1 million over the comparable period in 2000, largely due to costs associated with the growth of our business activities. Employee compensation increased $11.0 million for the three-month period ended March 31, 2001 due to increased staffing needs to support the increase in credit card accounts and enhancement services active member growth and increased collections and customer service staff. Other expenses increased $6.4 million for the three-month period ended March 31, 2001 due to increased fees associated with higher credit card volume. Also, credit card account and other product solicitation and marketing expenses increased $8.6 million over the comparable period in 2000, largely due to increased enhancement services marketing activity and costs associated with our credit card marketing activity which resulted in over 260 thousand new credit card accounts during the first three months of 2001.

Income Taxes

Our provision for income taxes, which includes both federal and state income taxes, represents an effective tax rate of 38.5% for the three-month period ended March 31, 2001, compared to 38.8% for the same period in 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 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 March 31, 2001, 50% of managed accounts and 32% of managed loans were less than 24 months old.

For the quarter ended March 31, 2001, our managed net charge-off ratio was 10.6% compared to 9.8% for the quarter ended March 31, 2000. Without the impact of purchase accounting related to acquired portfolios, the charge-off rate was 10.7% for the three-month period ended March 31, 2001, compared to 10.2% for the same period of 2000. Our charge-offs without the impact of purchase accounting have been stable, with losses between 9.5% and 11.0% for the last nine quarters. We believe, consistent with our statistical models and other credit analysis, that this rate will continue to fluctuate between this range over the next few quarters.

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 and generally result in lower credit lines than the industry average. 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 are also costly in terms of the personnel and other resources dedicated to their resolution. We monitor delinquency levels on a managed basis, since delinquency on either an owned or managed basis subjects us to credit loss exposure. A credit card account is contractually delinquent if we do not receive the minimum payment by the specified date on the cardholder's statement. It is our policy to continue to accrue interest and fee income on all credit card accounts, except in limited circumstances, until we charge off the account and all related loans, interest and other fees. The following table presents the delinquency trends of our credit card loan portfolio on a managed portfolio basis:

Managed Loan Delinquency

	March 31, 2001	% of Total	December 31, 2000	% of Total	March 200
(Dollars in thousands)					
Managed loan portfolio.........	$9,483,392	100%	$9,273,108	100%	$7,371,
Loans contractually delinquent:					
30 to 59 days	229,368	2.4%	228,238	2.5%	169,
60 to 89 days	178,898	1.9%	173,531	1.9%	127,
90 or more days...	390,402	4.1%	365,963	3.9%	267,
Total	$ 798,668	8.4%	$ 767,732	8.3%	$ 564,

The increase in the managed delinquency rates over 2000 reflects a slight deterioration in the economy, increased delinquencies in our secured card portfolio and the adoption of a recent FFIEC guidelines on re-aging accounts effective January 1, 2001, which required us to report an additional $35.3 million of receivables as delinquent.

Without the impact of purchase accounting related to acquired portfolios, delinquency rates were 8.4%, 8.3% and 7.7%, respectively. We intend to continue to focus our resources on our collection efforts to minimize the negative impact to net loan losses that results from increased delinquency levels.

Net Charge-Offs

Net charge-offs include the principal amount of losses from cardholders unwilling or unable to pay their loan balances, as well as bankrupt and deceased cardholders, 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 and on a managed portfolio basis:

	Three Months Ended March 31, 2001	Three Months Ended March 31, 2000
(Dollars in thousands)		
Owned basis:		
Average loans and retained interests in loans securitized		

outstanding	$3,343,477	$1,959,196
Net charge-offs	81,437	47,573
Net charge-offs as a percentage of average loans outstanding (1)...	9.9%	9.8%
Managed basis:		
Average loans outstanding	$9,394,101	$7,352,396
Net charge-offs	244,969	178,409
Net charge-offs as a percentage of average loans outstanding(1)	10.6%	9.8%

(1) Annualized

Provision and Allowance for Loan Losses

We maintain an allowance for loan losses for both owned loans and the retained interest in loans securitized. The portion allocated to the retained interest in loans securitized represents our estimate of a valuation adjustment to report this asset in accordance with SFAS 140. For securitized loans, anticipated losses and related provisions for loan losses are reflected in the calculation of net securitization and credit card servicing income. We make provisions for loan losses in amounts necessary to maintain the allowance at a level estimated to be sufficient to absorb probable future losses of principal and earned interest, net of recoveries, inherent in the existing loan portfolio.

The provision for loan losses on a managed basis for the three-month period ended March 31, 2001, totaled $267.8 million compared to a provision of $204.5 million for the three-month period ended March 31, 2000. The increase for the three-month period ended March 31, 2001, as compared to the three-month period ended March 31, 2000, is reflective of the increase in loans and an increase in charge-offs. The allowance for loan losses on a managed basis was 8.3% at March 31, 2001, compared to 8.8% at March 31, 2000.

Derivatives Activities

We use derivative financial instruments for the purpose of managing our exposure to interest rate risks. We have a number of procedures in place to monitor and control both market and credit risk from these derivatives activities. Our senior management approves all derivative strategies and transactions.

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. Because the pricing and maturing characteristics of our assets and liabilities change, liquidity management is a dynamic process, affected by changes in short- and long-term interest rates. We use a variety of financing sources to manage liquidity, refunding and interest rate risks.

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	March 31, 2001	Weighted-Average Interest Rate	December 2000
Total period-end funding.............	$ 9.5 billion	6.6%	$ 9.4
Bank loans................	1.0%	9.4%	1.0
Bank conduit securitizations.....	2.3%	6.1%	2.3
Long-term debt............	2.7%	10.8%	2.7
Equity....................	9.7%	--	9.4
Deposits..................	21.8%	7.0%	22.4
Metris Master Trust.......	62.5%	6.2%	62.2
	100.0%		100.0

We finance the growth of our credit card loan portfolio through cash flows from operations, asset securitizations, bank loans, subsidiary bank deposits, long-term debt and equity issuances.

During the three-month period ended March 31, 2001, we received net proceeds of approximately $100.2 million from sales of credit card loans to the trust and conduits. We used cash generated from these transactions to fund credit card loan portfolio growth. During the same period in 2000 we distributed net proceeds of $282.0 million to the trust and conduits. We financed these receivables on our balance sheet with the growth in our subsidiary bank deposit program.

Direct Merchants Bank issues certificates of deposit of $100,000 or more. As of March 31, 2001 and December 31, 2000, $2.1 billion of CDs were outstanding with original maturities ranging from six months to five years and three months to five years, respectively. These CDs pay fixed interest rates ranging from 4.9% to 7.6% and 5.4% to 7.6%, respectively.

We have a $170 million, three-year revolving credit facility and a $100 million five-year term loan. At March 31, 2001 and December 31, 2000, we were in compliance with all financial covenants under these agreements. At March 31, 2001 and December 31, 2000, we had outstanding borrowings of $100 million under the term loan facility and no outstanding borrowings under the revolving credit facility. We have also issued and sold $150 million of 10.125% Senior Notes due 2006 and $100 million of 10% Senior Notes due 2004.

As the portfolio of credit card loans grows our funding needs will increase accordingly. We believe that our cash flows from operations, asset securitizations, bank loans, subsidiary bank deposits, long-term debt and equity issuances will provide us with adequate liquidity for meeting anticipated cash needs, although no assurance can be given to that effect.

Newly Issued Pronouncements

In September 2000, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities," which replaces SFAS No. 125, and revises the standards for accounting for securitizations and after transfers of financial assets and collateral and requires certain disclosures. It requires enterprises to recognize, upon transfer of financial assets, the financial and servicing assets it controls and the liabilities it has incurred, derecognize financial assets when control has been surrendered, and derecognize liabilities when extinguished. This statement is effective for transfers and servicing of financial assets and extinguishment of liabilities occurring after March 31, 2001. The statement is effective for recognition and reclassification of collateral and for disclosures related to securitization transactions and collateral for fiscal years ending after December 15, 2000. We implemented the disclosure requirements in our 2000 Annual Report to comply with the new standard. The adoption of the accounting portion of the new standard will not have a material impact on our financial statements.

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 the lack of seasoning of our credit card accounts which renders predictability of delinquencies more difficult, higher default and bankruptcy rates of our target market of moderate-income consumers, interest rate risks, risks associated with acquired portfolios, dependence on the securitization markets and other funding sources, state and federal laws and regulations, 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, 2000. 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, 2000, 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.

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 cardholders.

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 the London Interbank Offered Rate ("LIBOR"). The $270 million bank credit facility has pricing that is also indexed to LIBOR or Prime Rate. The subsidiary bank deposits are issued at fixed interest rates. We have entered into an interest rate swap agreement which effectively converted $249 million of deposits to rates indexed to LIBOR. The long-term debt is at fixed interest rates. At March 31, 2001, approximately 11.7% 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, 88.3% 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 used by management to quantify interest rate risk is a sensitivity analysis, which management believes 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 no counteractive measures by management, a 200 basis point increase in interest rates affecting our floating rate financial instruments, including both debt obligations and loans, will result in an increase in net income of approximately $26.5 million relative to a base case over the next 12 months; while a decrease of 200 basis points will result in a reduction in net income of approximately $26.5 million. Our use of this methodology to quantify the market risk of financial instruments should not be construed 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 cardholders. 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 Court in Minneapolis, Minnesota against Metris Companies Inc. 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 cardholders 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. We filed our answer to the complaint in August 2000. To date, the complaint has not been certified as a class action claim. We believe we have numerous substantive legal defenses to these claims and are continuing to vigorously defend the case. There can be no assurance that defense or resolution of these matters will not have a material adverse effect on our financial position.

On May 3, 2001, Direct Merchants Bank entered into a consent order with the Office of the Comptroller of the Currency ("OCC"). The consent order requires Direct Merchants Bank to pay approximately $3.2 million in restitution to about 62,000 credit card customers who applied for and received a credit card in connection with a series of limited test marketing campaigns from March 1999 to June 1, 2000. Under the terms of the consent order, Direct Merchants Bank made no admission or agreement on the merits of the OCC's assertions. We believe that Direct Merchants Bank's agreement with the OCC will not have a material adverse effect on the financial position of Metris Companies Inc. or Direct Merchants Bank.

The OCC has also indicated that it is considering whether or not to pursue an assessment of civil money penalties and has given Direct Merchants Bank an 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 effect on our financial position.

Item 2. Changes in Securities
Not applicable

Item 3. Defaults Upon Senior Securities
Not applicable

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

Item 5. Other Information
Not applicable

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

11. Computation of Earnings Per Share.

(b) Reports on Form 8-K: On May 4, 2001 the Company filed a Current Report on Form 8-K to report an agreement reached with the Office of the Comptroller of the Currency by Direct Merchants Bank, National Association, a subsidiary of Metris Companies Inc.

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: May 10, 2001

By: /s/ David D. Wesselink
David D. Wesselink
Vice Chairman
Principal Financial Officer

Date: May 10, 2001

By: /s/ Jeffrey D. Grosklags
Jeffrey D. Grosklags
Senior Vice President, Assistant Secretary
Principal Accounting Officer