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TELEPHONE & DATA SYSTEMS INC /DE/
Form 424B3
February 29, 2008

Filed Pursuant to Rule 424(b)(3)

Registration Nos. 033-08857-99

033-59435-99

333-125001

PROSPECTUS SUPPLEMENT

to

PROSPECTUS DATED AUGUST 20, 2007

The attached Current Report on Form 8-K dated February 29, 2008 was filed by the registrant with the Securities and Exchange Commission, and should be read in conjunction with the Prospectus dated August 20, 2007.

The date of this Prospectus Supplement is February 29, 2008

FORM 8-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **February 29, 2008**

TELEPHONE AND DATA SYSTEMS, INC.

(Exact name of registrant as specified in their charter)

| | | |
|--|--------------------------|-----------------------------------|
| Delaware | 001-14157 | 36-2669023 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

30 North LaSalle Street, Suite 4000, Chicago, Illinois
(Address of principal executive offices)

60602
(Zip Code)

Registrant's telephone number, including area code: **(312) 630-1900**

Not Applicable

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition

On February 29, 2008, Telephone and Data Systems, Inc. (TDS) issued a news release announcing its results of operations for the period ended December 31, 2007. A copy of the news release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information in this Item 2.02 of Form 8-K is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

In accordance with the provisions of Item 601 of Regulation S-K, any Exhibits filed or furnished herewith are set forth on the Exhibit Index attached hereto.

Attached as Exhibit 99.2 is a safe harbor cautionary statement under the Private Securities Litigation Reform Act of 1995.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on their behalf by the undersigned, thereto duly authorized.

Telephone and Data Systems, Inc.

(Registrant)

Date: February 29, 2008

By: /s/ Douglas D. Shuma
Douglas D. Shuma
Senior Vice President and Corporate Controller

EXHIBIT INDEX

The following exhibits are filed or furnished herewith as noted below.

| Exhibit No. | Description |
|------------------------|---|
| 99.1 | Earnings Press Release dated February 29, 2008 |
| 99.2 | Private Securities Litigation Reform Act of 1995 Safe Harbor Cautionary Statement |

Conference call March 3 at 10:00 a.m. Chicago time. Access the live call on the Conference Calls page of www.teldta.com.

Contact: Mark A. Steinkrauss, Vice President, Corporate Relations
(312) 592-5384 mark.steinkrauss@teldta.com

Julie D. Mathews, Manager, Investor Relations
(312) 592-5341 julie.mathews@teldta.com

FOR RELEASE: IMMEDIATE

TDS REPORTS STRONG 4Q AND FULL-YEAR 2007 FINANCIAL RESULTS

Improves overall profitability

Note: Comparisons are year over year unless otherwise noted.

4Q 2007 Highlights

Enterprise/TDS Corporate

- 11 percent increase in operating revenues, to \$1,242.7 million
- 10 percent increase in operating income, to \$96.7 million

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- Repurchased 593,786 TDS special common shares for \$37.6 million

Wireless/U.S. Cellular

- 15 percent increase in service revenues, to \$957.9 million
- 65 percent increase in data revenues, to \$107.9 million (11 percent of service revenues)
- ARPU (average revenue per unit) reached \$52.46 (9 percent increase)

Wireline/TDS Telecom

- 34 percent increase in operating income to \$34.6 million, despite a 3 percent decline in operating revenues
 - 27 percent increase in combined ILEC and CLEC DSL (digital subscriber line) customers, to 186,800; 37 percent increase in ILEC DSL customers
-

Full-Year 2007 Highlights

Enterprise/TDS Corporate

- 11 percent increase in operating revenues, to \$4,829 million
- 28 percent increase in operating income, to \$527.9 million
- 5 percent increase in cash flows from operating activities, to \$941 million
- Repurchased 2,076,979 TDS special common shares using \$126.7 million of a \$250 million stock repurchase program (\$123.3 million remains)

Wireless/U.S. Cellular

- 15 percent increase in service revenues, to \$3,679.2 million
- 69 percent increase in data revenues, to \$367.6 million
- ARPU grew to \$51.13 (8 percent increase)
- 23 percent increase in cash flows from operating activities, to \$863.1 million
- Decrease in retail postpay churn to 1.4 percent from 1.6 percent

Wireline/TDS Telecom

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- 10 percent increase in operating income to \$141.2 million, despite a 1.8 percent decrease in operating revenues
- 43 percent increase in DSL revenue
- ILEC equivalent access lines grew slightly to 762,700; access lines declined 5 percent to 585,600

CHICAGO Feb. 29, 2008 Telephone and Data Systems, Inc. [AMEX:TDS, TDS.S] reported operating revenues of \$1,242.7 million for the fourth quarter of 2007, up 11 percent from \$1,124.7 million in the comparable period one year ago. The company recorded operating income of \$96.7 million, up 10 percent from \$87.9 million in the fourth quarter of 2006. Net loss available to common and diluted loss per share were \$56.3 million and \$0.48, respectively, compared to net loss and diluted loss per share of \$116.2 million and \$1.00, respectively, for the comparable period one year ago.

TDS recorded a loss of \$194.5 million in the fourth quarter related to the fair value adjustment of derivative instruments. This compares to a loss of \$322.4 million in the fourth quarter of 2006. The company recorded a \$46.2 million gain in the fourth quarter on the sale of investments, principally related to the delivery of Vodafone American Depositary Receipts to settle the related variable prepaid forward contracts.

Sprint Nextel exchange provides more usable spectrum

In the fourth quarter, U.S. Cellular agreed to deliver personal communication service (PCS) spectrum in eight licenses covering portions of one state to Sprint Nextel in exchange for more strategically useful spectrum in eight licenses covering portions of four states. The exchange will not include any cash, customers, network assets, or other assets. U.S. Cellular recorded a \$20.8 million pre-tax loss on the exchange. The transaction is expected to close in the first half of 2008.

Steady growth delivers shareholder value

TDS had strong revenue and operating income increases in the fourth quarter and throughout 2007, said LeRoy T. Carlson, Jr., TDS president and CEO. We continued to see dramatic growth in data revenues at U.S. Cellular, our largest business unit, which also achieved strong year-over-year increases in ARPU. Our wireline business, TDS Telecom, reduced operating costs and improved profitability. It also continued to add DSL customers as part of its broadband focus.

At the enterprise level, we sought to create additional value for our shareholders through the TDS stock repurchase program. And, we continued to pay a modest dividend, which has increased for more than 30 consecutive years.

U.S. Cellular reaches data revenue, ARPU milestones

U.S. Cellular's customer satisfaction focus helped drive strong service revenue growth, said Carlson, with data revenues passing the \$100 million mark in the quarter. The company also achieved an impressive increase in ARPU in 2007. U.S. Cellular's core retail postpay customers continue to be receptive to its family, wide area, and national plans, as well as to the new handsets, smart phones, and data services introduced in 2007.

TDS Telecom achieves broadband gains

TDS Telecom's broadband focus drove another quarter of DSL customer gains, added Carlson, as the company emphasized its Triple Play bundles of voice, high-speed data, and DISH Network television services. Operating income increased significantly in the quarter, due in part to effective cost controls instituted throughout 2007. Equivalent access lines increased year over year on the ILEC side, as did the number of access lines equipped for DSL. TDS Telecom also increased the average speed of its DSL service throughout 2007.

OUTLOOK FOR 2008

For 2008, continued Carlson, U.S. Cellular remains committed to adding customers and growing profitably in its existing markets. The company does not plan to enter any significant new markets in 2008. U.S. Cellular continues to target the retail postpay customers that are at the core of its strategy. As always, the company will offer high-quality services and products that are easy for customers to understand. U.S. Cellular will continue to evaluate the timing and potential benefits for its target customers of EVDO/3G and Long-Term Evolution technologies.

Going forward, said Carlson, TDS Telecom will continue to focus on adding DSL customers and increasing the DSL speeds it offers. The company's long-term broadband goal is to provide 25 megabits per second or higher data speeds to a majority of its customers.

Guidance

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Guidance for the year ending Dec. 31, 2008 is as follows. There can be no assurance that final results will not differ materially from this guidance.

U.S. Cellular 2008 guidance as of Feb. 29, 2008 is as follows:

| | | |
|---|----|-----------------------|
| Net Retail Customer Additions | | 250,000 - 325,000 |
| Service Revenues | \$ | 3.9 - \$4.0 billion |
| Operating Income | \$ | 460 - \$535 million |
| Depreciation, Amortization & Accretion* | | Approx. \$615 million |
| Capital Expenditures | \$ | 590 - \$640 million |

TDS Telecom (ILEC and CLEC) 2008 guidance as of Feb. 29, 2008 is as follows:

| | | |
|--|----|-----------------------|
| Operating Revenues | \$ | 815 - \$855 million |
| Operating Income | \$ | 110 - \$140 million |
| Depreciation, Amortization & Accretion | | Approx. \$160 million |
| Capital Expenditures | \$ | 130 - \$160 million |

* Includes losses on disposals of assets

This guidance represents the views of management as of Feb. 29, 2008 and should not be assumed to be accurate as of any other date. TDS undertakes no legal duty to update such information, whether as a result of new information, future events, or otherwise.

TDS remediates two material weaknesses; makes progress on third

TDS has reduced its material weaknesses related to personnel and accounting knowledge and fixed assets to the level of deficiency and significant deficiency, respectively. TDS has made progress toward remediating the third material weakness related to income tax accounting. The companies' efforts in these areas are summarized below:

- **Personnel and accounting knowledge:** TDS conducted a multi-year program to increase technical accounting expertise at the corporate and business unit levels, improve review and documentation procedures, and automate more aspects of its accounting and financial reporting. The company developed many new accounting policies and procedures, added personnel in key areas, and developed an ongoing training program for its accounting personnel.
- **Fixed assets:** U.S. Cellular conducted a detailed physical inventory and valuation review of its property, plant, and equipment, and enhanced its controls over the recording of transfers and disposals of such assets. There was a resulting non-cash charge of \$14.6 million included in loss on asset disposals/exchanges for the fourth quarter.
- **Income tax accounting:** TDS created and staffed a new tax accounting group (including adding a director of accounting) that implemented new tax provisioning software to enhance internal controls related to income taxes at the corporate and business unit levels. As part of this implementation, the company instituted several new controls to help ensure the accuracy of accounting for income taxes.

Item 9A (Controls and Procedures) of TDS' SEC Form 10-K contains an expanded discussion of the company's remediation efforts.

Conference Call Information

TDS will hold a conference call on March 3, 2008 at 10:00 a.m. Chicago time.

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- Access the live call online at <http://www.videonewswire.com/event.asp?id=46101> or on the Conference Calls page of www.teldta.com.
- Access the call by phone at 800/706-9695 (US/Canada) and use conference ID #37621356

Before the call, certain financial and statistical information to be discussed during the call will be posted to the Conference Calls page of www.teldta.com, together with reconciliations to generally accepted accounting principles (GAAP) of any non-GAAP information to be disclosed. The call will be archived on the Conference Calls page of www.teldta.com.

About TDS

TDS provides wireless, local and long-distance telephone, and broadband services to more than 7.3 million customers in 36 states through its business units, U.S. Cellular (wireless) and TDS

Telecom (wireline). Founded in 1969 and headquartered in Chicago, TDS employed 11,900 people as of year end.

About U.S. Cellular

U.S. Cellular Corporation, the nation's sixth-largest full-service wireless carrier, provides a comprehensive range of wireless products and services, superior customer support, and a high-quality network to more than 6.1 million customers in 26 states. The Chicago-based company employed 8,400 associates as of year end.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995: All information set forth in this news release, except historical and factual information, represents forward-looking statements. This includes all statements about the company's plans, beliefs, estimates, and expectations. These statements are based on current estimates, projections, and assumptions, which involve certain risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Important factors that may affect these forward-looking statements include, but are not limited to: The ability of U.S. Cellular to successfully manage and grow the operations of more recently launched markets; changes in the overall economy, competition, the access to and pricing of unbundled network elements, the state and federal telecommunications regulatory environment, and the value of assets and investments, including variable prepaid forward contracts; adverse changes in the ratings afforded TDS and U.S. Cellular debt securities by accredited ratings organizations; industry consolidation; likely participation in FCC spectrum auctions; advances in telecommunications technology; uncertainty of access to the capital markets; risks and uncertainties relating to restatements and possible future restatements; ability to remediate material weaknesses; pending and future litigation; changes in income tax rates, laws, regulations or rulings; acquisitions/divestitures of properties and/or licenses; and changes in customer growth rates, average monthly revenue per unit, churn rates, roaming terms, the availability of devices, or the mix of products and services offered by U.S. Cellular and TDS Telecom. Investors are encouraged to consider these and other risks and uncertainties that are discussed in the Form 8-K used by TDS to furnish this press release to the SEC, which are incorporated by reference herein.

For more information about TDS and its business units, visit our web sites:

TDS: www.teldta.com

USM: www.uscellular.com

TDS Telecom: www.tdstelecom.com

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TELEPHONE AND DATA SYSTEMS, INC.

SUMMARY OPERATING DATA

| Quarter Ended | 12/31/2007 | 9/30/2007 | 6/30/2007 | 3/31/2007 | 12/31/2006 |
|--------------------------------------|------------|------------|------------|------------|----------------|
| U.S. Cellular | | | | | |
| Total Population: | | | | | |
| Consolidated markets (1) | 82,371,000 | 81,841,000 | 81,581,000 | 56,048,000 | 55,543,000 |
| Consolidated operating markets (1) | 44,955,000 | 44,955,000 | 44,955,000 | 44,416,000 | 44,043,000 |
| All customers: | | | | | |
| Customer units | 6,122,000 | 6,067,000 | 6,010,000 | 5,973,000 | 5,815,000 |
| Gross customer unit additions | 437,000 | 447,000 | 418,000 | 459,000 | 389,000 |
| Net customer unit additions | 55,000 | 57,000 | 37,000 | 152,000 | 86,000 |
| Market penetration at end of period: | | | | | |
| Consolidated markets (2) | 7.4% | 7.4% | 7.4% | 10.7% | 10.5% |
| Consolidated operating markets (2) | 13.6% | 13.5% | 13.4% | 13.4% | 13.2% |
| Retail customers: | | | | | |
| Customer units | 5,564,000 | 5,500,000 | 5,448,000 | 5,377,000 | 5,225,000 |
| Gross customer unit additions | 367,000 | 374,000 | 347,000 | 397,000 | 375,000 |
| Net customer unit additions | 64,000 | 52,000 | 71,000 | 146,000 | 98,000 |
| | | | | | (In thousands) |
| Trust receivables | \$ 1,000 | | \$ 3,506 | | |
| RISA | 169,327 | | 173,602 | | |
| | | | | | |
| Total | \$ 170,327 | | \$ 177,108 | | |

Trust receivables represent initial deposits in spread accounts.

Retained interest in securitized assets (RISA) capitalized upon securitization of Contracts, represents the present value of the estimated future earnings to be received by the Company from the excess spread created in securitization transactions. Excess spread is calculated by taking the difference between the weighted average coupon rate of the Contracts sold and the weighted average security rate paid to the investors less contractually specified servicing and guarantor fees and projected credit losses, after giving effect to estimated prepayments.

Prepayment and credit loss assumptions at the time of securitization are utilized to project future earnings and are based on historical experience. The Company uses a 1.75% prepayment rate for all outstanding securitizations with an average Contract life range of 1.6 to 1.8 years. Credit loss assumptions at the time of securitization range from 3.8% to 4.4% cumulative depending upon the credit statistics of the underlying portfolio to be securitized. Credit losses are estimated using cumulative loss frequency and severity estimates by management. All assumptions are evaluated each quarter and adjusted, if appropriate, to reflect the actual performance of the underlying Contracts. Future earnings are discounted at a rate management believes to be representative of market at the time of securitization, which was 11% for the 2003-A securitization. As of March 31, 2003, the discount rates used for valuing RISA on our financial securitizations ranged from 8.3% to 11.0%, net loss assumptions ranged from 3.8% to 6.3% cumulative and prepayment rate assumptions ranged from 1.65% to 1.85%.

During 1999, the Emerging Issues Task Force (EITF) issued EITF 99-20, Recognition of Interest Income and Impairment on Purchased and Retained Beneficial Interests in Securitized Financial Assets. EITF 99-20 establishes new income and impairment recognition standards for interests in certain securitized assets. Under the provisions of EITF 99-20, the holder of beneficial interests

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should recognize the excess of all estimated cash flows attributable to the beneficial interest estimated at the acquisition date over the initial investment (the accretable yield) as interest income over the life of the beneficial interest using the effective yield method. If the estimated cash flows change, then the holder of the beneficial interest should recalculate the accretable yield and adjust the periodic accretion recognized as income prospectively. If the fair value of a beneficial interest has declined below its carrying amount, an other-than-temporary decline is considered to exist if there has been a decline in estimated present value of future cash flows and the difference between the carrying value and fair value of the beneficial interest is recorded as an impairment loss through the income statement.

During the quarter ended March 31, 2003, the Company recorded an impairment loss of \$5.1 million, compared to \$1.35 million for the quarter ended March 31, 2002. The impairment charge for the current quarter reflects the adverse performance of four securitizations executed prior to 2001, of which one such securitization will likely be liquidated by the end of the current fiscal year.

In initially valuing the RISA and determining estimated cash flows, the Company establishes an off balance sheet allowance for probable credit losses. The allowance is based upon historical experience and management's estimate of future performance regarding credit losses. The amount is reviewed periodically and adjustments are made if actual experience or other factors indicate that future performance may differ from management's prior estimates.

The following table presents the estimated future undiscounted RISA earnings to be received from securitizations. Estimated future undiscounted RISA earnings are calculated by taking the difference between the coupon rate of the Contracts sold and the weighted average security rate paid to the investors, less the contractually specified servicing fee of 1.0%, financial guaranty insurance premiums and other costs and fees, after giving effect to estimated prepayments and assuming no losses. To arrive at the RISA, this amount is reduced by the off balance sheet allowance established for potential future losses and by discounting to present value.

| | March 31, | December 31, |
|---|-------------------|-------------------|
| | 2003 | 2002 |
| | (In thousands) | |
| Estimated net undiscounted RISA earnings | \$ 320,155 | \$ 321,685 |
| Off balance sheet allowance for losses | (116,317) | (109,490) |
| Discount to present value | (34,511) | (38,593) |
| | <u> </u> | <u> </u> |
| Retained interest in securitized assets | \$ 169,327 | \$ 173,602 |
| | <u> </u> | <u> </u> |
| Outstanding balance of contracts sold through securitizations | \$2,673,551 | \$2,726,878 |

Note 8 New Pronouncements

In April of 2003, the Financial Accounts Standards Board (FASB) issued Statement of Financial Accounting Standards No. 149, (FAS 149) Amendment of Statement 133 on Derivative Instruments and Hedging Activities. This Statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Activities. The changes in this Statement improve financial reporting by requiring that contracts with comparable characteristics be accounted for similarly. This Statement is generally effective for contracts entered into or modified after June 30, 2003. The adoption of FAS 149 will not have a material effect on the Company's consolidated financial statements, cash flows or operations.

Note 9 Net Income Per Share

In accordance with Statement of Financial Accounting Standards No. 128, the following is an illustration of the dilutive effect of the Company's potential common stock on net income per share.

| | Quarter Ended March 31, | |
|--|-------------------------|-------------------|
| | 2003 | 2002 |
| | <u> </u> | <u> </u> |

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| | (In thousands, except net income per share) | |
|---|--|---------|
| Net income | \$ 732 | \$ 409 |
| Weighted average shares outstanding | 5,087 | 5,081 |
| Net effect of dilutive stock options/warrants | 70 | 111 |
| | — | — |
| Fully diluted weighted average shares outstanding | 5,157 | 5,192 |
| | — | — |
| Net income per share | \$ 0.14 | \$ 0.08 |
| | — | — |
| Net income per share assuming full dilution | \$ 0.14 | \$ 0.08 |
| | — | — |

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As of March 31, 2003, 2002, 2.0 million and 1.1 million of combined options and warrants, respectively, were not included in the calculation of full dilution, as they were anti-dilutive.

Note 10 Stock Options

Statement of Financial Accounting Standards No. 123, Accounting for Stock Based Compensation (SFAS No. 123), and Statement of Financial Accounting Standards No. 148, Accounting for Stock-Based Compensation-Transition and Disclosure, an amendment of FASB Statement No. 123 encourages, but does not require, companies to recognize compensation expense associated with stock based compensation plans over the anticipated service period based on the fair value of the award on the date of grant. As allowed by SFAS 123 and 148, the Company has continued to account for stock-based compensation plans under APB 25. The fair value of the options was estimated at date of grant using a Black-Scholes single-option pricing model using the following assumptions:

| | March 31, | |
|---------------------------------|------------|------------|
| | 2003 | 2002 |
| Risk free interest rate | 2.9% | 3.8% |
| Expected stock price volatility | 79.7% | 87.6% |
| Expected life of options | four years | four years |
| Expected dividends | none | none |

The following table presents the pro forma disclosures required for SFAS 123 and SFAS 148 for the quarters ended March 31:

| | 2003 | 2002 |
|--|--------|--------|
| Net income, as reported (in thousands) | \$ 732 | \$ 409 |
| Stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects (in thousands) | \$ 111 | \$ 97 |
| Pro forma net income (in thousands) | \$ 621 | \$ 312 |
| Earnings per share: | | |
| Basic as reported | \$0.14 | \$0.08 |
| Basic pro forma | \$0.12 | \$0.06 |
| Diluted as reported | \$0.14 | \$0.08 |
| Diluted pro forma | \$0.12 | \$0.06 |

Note 11 Contingencies

Management believes that the Company has taken prudent steps to address the litigation risks associated with the Company's business. However, there can be no assurance that the Company will be able to successfully defend against all such claims or that the determination of any such claim in a manner adverse to the Company would not have a material adverse effect on the Company's automobile finance business. Based upon information presently available, the Company believes that all current proceedings should not have a material adverse effect upon the Company's results of operations, cash flows or financial condition.

Note 12 Subsequent Events

In May of 2003, the Company securitized \$400.0 million in Contracts. Additionally, in April of 2003, the SBRC residual financing facility was replaced by a \$35.0 million residual line with Merrill Lynch International.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

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The Company revised the amount of loan premium amortization on Contracts acquired in connection with clean up calls exercised on the Company's securitization pools. The amount previously reported by the Company understated the amount of premium amortization in the quarter ended March 31, 2003 by \$502 thousand, and the Company has restated its financial statements.

As indicated in Note 2 to the Company's financial statements, all such amounts contained in Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) reflect the restatement. The Company has only updated information in MD&A related to the restatement.

Overview

Onyx is a specialized consumer finance company engaged in the purchase, origination, securitization and servicing of Contracts originated by franchised and select independent automobile dealerships in the United States. The Company focuses its efforts on acquiring Contracts that are collateralized by late model used and, to a lesser extent, new automobiles, that are entered into with purchasers whom the Company believes have a favorable credit profile. Since commencing the purchase of Contracts in February 1994, the Company has acquired more than \$9.1 billion in Contracts and currently has relationships with over 11,000 dealerships. The Company has expanded its operations from a single office in California to 18 Auto Finance Centers serving many regions of the United States.

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The Company generates revenues primarily through the purchase, origination, warehousing, subsequent securitization and ongoing servicing of Contracts. The Company earns net interest income on Contracts held during the warehousing period. Net interest income is the difference between the income earned on interest earning assets and the interest paid on interest bearing liabilities. Upon the securitization and sale of Contracts, the Company recognizes a gain on sale of Contracts, receives excess cash flows generated by owner trusts, and earns fees from servicing the securitized Contracts.

Critical Accounting Policies

Critical accounting policies are an integral part of the compilation of the Company's financial condition and results of operations. Critical accounting policies require complicated and often intricate calculations and judgments because they often rely on estimates based on continually changing market conditions. The following is a summary of accounting policies we consider critical.

Retained Interest In Securitized Assets (RISA)

RISA represents the present value of the estimated future earnings to be received by the Company from the excess spread created in securitization transactions. Excess spread is calculated by taking the difference between the weighted average coupon rate of the Contracts sold and the weighted average security rate paid to the investors less contractually specified servicing and guarantor fees and projected credit losses, after giving effect to estimated prepayments. The estimates that Management makes during the execution of the securitization relate to the expected prepayment rate of the Contracts in the transaction, the discount rate to be applied to the cash flows and the amount of cumulative losses that will be experienced by the Contracts that are sold in the transaction. As these estimates are made at the inception of the transaction, they will have a degree of uncertainty as the transaction ages. A major variable to these estimates relates to the general state of the economy at any given time and its effect on the performance of the Contracts in the transaction. The company recognizes the excess of all estimated cash flows attributable to the RISA estimated at the acquisition date over the initial investment (accretable yield) as interest income over the estimated life of the RISA using the effective yield method. If estimated cash flows change, then the accretable yield is recalculated and the periodic accretion is adjusted prospectively. If the estimated fair value of the RISA has declined below its carrying amount, an other-than-temporary decline is considered to exist if there has been a decline in the estimated present value of future cash flows and the difference between the carrying value and fair value of the RISA is recorded as an impairment loss through the income statement.

RISA is classified in a manner similar to available for sale assets and as such is marked to market each quarter. Market value changes are calculated by discounting the estimated cash flows using a current market discount rate. Each quarter Management reviews its estimates of the cash flows and adjusts any that are inconsistent with its current estimates. If the effect of the new estimates reduces the present value of the cash flows and if the fair market value has declined below the carrying amount of the transaction, Management will record an impairment loss on the transaction. If the new estimated present value has declined but the carrying amount remains below the fair value, any change in the market value of the RISA is reported as a separate component of shareholders' equity on the consolidated statements of financial condition as accumulated other comprehensive income (loss), net of applicable taxes.

Hedging Activities

The Contracts originated and held by us earn interest at a fixed rate and, accordingly, we have exposure to changes in interest rates during the warehouse period. We therefore employ a hedging strategy that is intended to minimize the risk of interest rate fluctuations. Such transactions involve the execution of forward interest rate swaps and/or the use of a pre-funding structure for securitizations. Management monitors the hedging activities on a frequent basis to ensure that the value of hedges, their correlation to the Contracts being hedged and the amounts being hedged continue to provide effective protection against interest rate risk. Our hedging strategy requires estimates of monthly Contract acquisition volume and timing of securitizations. The amount and timing of hedging transactions are determined by senior management, and are based upon the amount of Contracts purchased and the interest rate environment.

The Company uses forward interest rate swaps to hedge the variability in the forecasted future net cash flows it will receive from the RISA attributable to the risk of changing interest rates. The Company's interest rate swap agreements involve arrangements to pay a fixed interest rate and receive a floating interest rate, at specified intervals, calculated on agreed-upon amortizing notional amounts. The debt and amounts that the Company hedges are determined based on prevailing market conditions and the current shape of the

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yield curve. Interest rate swap agreements are executed as an integral part of specific securitization transactions. Interest rate swap agreements are unwound upon securitization, whereby the gain or loss on the hedge is recorded to income and the associated component of the gain or loss previously recorded in other comprehensive income is reversed.

Derivative instruments used by Onyx involve, to varying degrees, elements of credit risk in the event a counterparty should default and market risk as the instruments are subject to rate and price fluctuations. Credit risk is managed through the use of credit standard guidelines, counterparty diversification, monitoring of counterparty financial condition and International Swap Dealers Association master netting agreements in place with all derivative counterparties.

All derivatives are recognized on the balance sheet at their fair value. On the date that the Company enters into a derivative contract, it designates the derivative as a hedge of a forecasted transaction of the variability of cash flows that are to be received or paid in connection with the securitization (a cash flow hedge). Changes in the fair value of a derivative that are highly effective and previously designated to qualify as a cash flow hedge to the extent that the hedge is effective, are recorded in other comprehensive income until earnings are affected by the variability of cash flows of the hedged transaction (e.g., until periodic settlements of a variable asset or liability are recorded in earnings). Any hedge ineffectiveness (which represents the amount by which the changes in the fair value of the derivative exceed the variability in the cash flows of the forecasted transaction) is recorded in current-period earnings.

Results of Operations

The Company had net income of \$732 thousand for the quarter ended March 31, 2003, compared to net income of \$409 thousand for the quarter ended March 31, 2002. The increase in net income for the quarter was principally due to an increase in interest income recorded during the period as a result of a larger average balance of higher yielding contracts that were held on the balance sheet, higher earnings on the Company's securitization transactions and a reduction in interest expense in connection with the Company's commercial paper facilities.

Net Interest Income. Net interest income consists primarily of 1) the difference between the finance revenue earned on Contracts held on balance sheet during the warehousing period and the interest costs associated with the Company's borrowings to purchase such Contracts; and 2) the difference between income accreted on RISA and the interest costs associated with residual line borrowings secured by RISA.

Net interest income increased to \$8.4 million during the first quarter of 2003, from \$5.7 million during 2002. The increases were principally due to an increase in interest income on contracts held on balance sheet during the warehousing period and income generated from the Company's RISA coupled with a decrease in interest expense on the Company's commercial paper lines. The increase in interest income from the Company's RISA was principally due to an increase in yields resulting from lower credit losses and better overall performance on the Company's 2001 and 2002 securitizations versus original projections made at the time of sale. The increase in interest income was principally due to a higher average balance of Contracts held on balance sheet coupled with higher interest rates earned on Contracts held for investment relative to the first quarter of 2002. Partially offsetting these factors were lower effective yields on reacquired contract balances at March 31, 2003 reflecting the amortization of loan premiums. Interest expense associated with borrowings under residual lines secured by RISA totaled approximately \$1.2 million for the quarter, compared to \$1.5 million for the quarter ended March 31, 2002. Commercial paper interest expense for the quarter was \$1.0 million versus \$1.1 million for the quarter ended March 31, 2002. The weighted average interest rate paid on the Company's commercial paper lines for the quarter was approximately 1.35%, compared to 1.87% for the same period in 2002. Finance revenue earned on Contracts held for sale and investment was \$4.7 million versus \$3.6 million for the same period in 2002. The table below depicts the major components of net interest income.

| | For the Quarters Ended, March 31 | |
|---|---|-------------|
| | 2003 | 2002 |
| | (Dollars in thousands) | |
| Income: | | |
| Finance Revenue (net of participation amortization) | \$ 4,683 | \$ 3,625 |
| RISA income | 5,956 | 4,683 |
| Total interest income | 10,639 | 8,308 |
| Expense: | | |
| Warehouse lines | 1,039 | 1,119 |
| Residual lines | 1,198 | 1,478 |

| | | |
|----------------------------|-----------------|-----------------|
| Total interest expense | <u>2,237</u> | <u>2,597</u> |
| Net interest income | \$ 8,402 | \$ 5,711 |

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Servicing Fee Income. Contractual servicing fee income is earned at a rate of 1.0% per annum on the outstanding principal balance of Contracts securitized. Servicing fee income is related to the size of the serviced portfolio and also includes investment interest, late fees, extension fees, document fees and other fees charged to customer accounts.

Servicing fee income was \$13.2 million for the quarter ended March 31, 2003, compared to \$13.4 million for the same period in 2002. The reduction in servicing fee income was principally due to a reduction in investment income received on trust cash accounts during 2003 and a reduction in fees assessed on delinquent accounts. These reductions were partially offset by an increase in document fees assessed during the period.

Gain on Sale of Contracts. The Company computes a gain on sale with respect to Contracts securitized based on the present value of the estimated future excess cash flows to be received from such Contracts using a market discount rate which is recorded as a credit enhancement asset on the statement of financial condition. The gain recorded in the statement of income is adjusted for prepaid dealer participation, issuance costs, the gain or loss on the termination of the cash flow hedge and impairment charges. The gain on the sale of Contracts is affected by the amount of Contracts securitized and the net interest rate spread on those Contracts.

The Company completed one securitization in the amount of \$400 million during the quarter, resulting in a gain on sale of Contracts of \$9.2 million or 2.3% of the dollar amount of Contracts securitized, compared to a securitization of \$375 million during the first quarter of 2002, which resulted in a gain on sale of Contracts totaling \$5.6 million or 1.5% of the dollar amount of the Contracts securitized. The Company recorded a \$5.1 million pre-tax impairment charge on its RISA assets during the first quarter of 2003 versus \$1.35 million for the same period in 2002. While the Company has experienced a significant reduction in its overall delinquency and loss rates on its 2001 and 2002 securitizations, certain pre-2001 securitizations continue to experience higher losses and delinquency rates reflecting current economic conditions. The impairment charges have been recorded to reduce the gain on sale recorded during the period. The table below depicts the components of the net gain as reported in the consolidated statements of income.

| | For the Quarters Ended, March 31 | |
|-------------------------------------|----------------------------------|-------------------|
| | 2003 | 2002 |
| | (Restated) | |
| | (Dollars in thousands) | |
| Gain on Sale | \$ 9,219 | \$ 5,645 |
| Impairment | (5,092) | (1,350) |
| | <u> </u> | <u> </u> |
| Total net gain on sale of Contracts | \$ 4,127 | \$ 4,295 |
| | <u> </u> | <u> </u> |

The increase in the gain as a percentage of the Contracts securitized for 2003 was the result of an increase in the net interest rate spread realized on the 2003-A securitization. The net interest rate spread is the difference between the weighted average Contract rate of the securitized assets, and the weighted average investor rate inclusive of all costs related to the transaction. Interest rate spread is affected by product mix, general market conditions and overall market interest rates. The risks inherent in interest rate fluctuations are partially reduced through hedging activities. The net interest rate spread for the 2003-A securitization was approximately 54 basis points higher than the securitization executed during the first quarter of 2002, and is attributable to a reduction in the weighted average investor rate paid and costs in connection with the execution of the 2003-A securitization. For the 2002-A securitization, the weighted average investor rate was 3.91%, compared to 2.53% for the 2003-A securitization. Additionally, the company reduced its loss assumption to 2.21%, compared to 2.50% for the 2002-A transaction, in response to the improved portfolio credit statistics realized since the fourth quarter of 2000 when the company decided to target higher credit-worthy borrowers. Since this shift, the Company has reported an improvement in overall borrower statistics including credit scores, delinquency and charge-offs rates. The majority of the charge-offs reported during the first quarter relate to older transactions that have been impacted by the softening of the used car market, which resulted in lower recovery rates on repossessions. The table below depicts the components of the net interest rate spread for the 2003-A and 2002-A securitizations:

| | 2003-A | 2002-A |
|--|--------|--------|
| Weighted average A.P.R | 9.79% | 10.68% |
| Projected loss rate | (2.21) | (2.50) |
| Total cost of funds, including investor rate | (5.43) | (6.57) |

| | | |
|--------------------------|--------------|--------------|
| Net interest rate spread | <u>2.15%</u> | <u>1.61%</u> |
|--------------------------|--------------|--------------|

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During the first quarter of 2002, the Company completed its second residual securitization from the residual cash flows of nine outstanding securitizations. The Company did not record a gain on the transaction, as it was structured as a financing transaction rather than a sale. The transaction was rated by Moody's Investors Service, Inc. as Ba2, with proceeds of approximately \$75.0 million. A spread account equal to one year's interest was structured into the transaction. The proceeds of the residual securitization were used to pay down the Company's Residual Lines with affiliates of its securitization underwriters. The Company plans to continue to integrate residual securitizations in its business plan as a source of liquidity.

Provision for Credit Losses. The Provision for credit losses represents net credit losses incurred on Contracts held for investment. The provision for credit losses increased to \$2.2 million for the quarter ended March 31, 2003 compared to \$0.5 million for the same period in 2002. The majority of the quarterly increase stems from the liquidation of the repossessed inventory. The Company's serviced repossession inventory decreased to \$19.3 million or 0.67% of serviced assets at the end of March 2003, from \$20.5 million or 0.71% of serviced assets as of December 31, 2002 and \$25.2 million or 0.88% of serviced assets at March 31, 2002.

Other Interest Expense. Other interest expense was \$1.3 million for the quarter ended March 31, 2003, compared to \$1.0 million for the same period in 2002. Other interest expense includes interest and amortized fees on the Company's subordinated debt, capital lease obligations and the costs associated with hedging ineffectiveness under the guidelines of FAS 133. The increase in interest expense for the quarter ended March 31, 2003 was principally due to interest recorded in connection the Company's renewable notes program launched during the first quarter of 2002. As of March 31, 2002, the balance of renewable notes was approximately \$0.7 million, compared to approximately \$21.6 million as of March 31, 2003. The weighted average interest rate on the balance of the renewable notes outstanding as of March 31, 2003 was 9.26%. The renewable notes have varying maturities ranging from three months to 10 years.

Operating Expenses. The Company has made a significant effort to control operating expenses through renegotiation of existing service contracts and the further implementation of technology and automation. The conversion of its loan accounting and collection systems to an in-house system and other initiatives have effectively reduced its operating expenses as a percent of the serviced portfolio. Total operating expenses as a percent of the average serviced portfolio decreased to 2.90% for the quarter ended March 31, 2003, compared to 2.97% for the same period in 2002. Total operating expenses for the quarter ended March 31, 2003 remained at approximately \$21.0 million while the average serviced portfolio for the period increased by \$44.2 million versus the same period in 2002.

Salaries and Benefits Expense. The Company incurred salary and benefit expenses of \$13.8 million during the quarter ended March 31, 2003, compared to \$13.4 million for the period ended March 31, 2002. While the averaged serviced portfolio increased by \$44.2 million, the Company was able to reduce the number of full-time employees and became less reliant on the services of temporary agencies. Charges in connection with the use of temporary agencies decreased by \$0.3 million compared to the same period in 2002. The increase in total salary and benefits of \$0.4 million for the three-month period is principally due to higher bonus payments for the Company's production staff, normal merit increases and higher health care costs in connection with the Company's benefit plans.

System and Servicing Expense. System and servicing expense was \$0.9 million for the quarter ended March 31, 2003, an increase of approximately \$0.4 million versus the quarter ended March 31, 2002. Toward the end of the third quarter of 2002, the Company deployed an automated front-end loan application system in an effort to reduce the time commitment to manually input its daily loan applications from its dealer network. The new system effectively eliminated clerical errors associated with the manual process and streamlined the input of loan applications, which resulted in the reduction of its data entry staff shortly after the deployment. Charges in connection with the Company's new automated system were approximately \$270,000 for the quarter. There were no charges in connection with the system during the first quarter of 2002.

Telephone and Data Line Expenses. Telephone and data line expenses decreased to \$0.8 million for the quarter ended March 31, 2003, from \$0.9 million for the quarter ended March 31, 2002. Although these charges generally increase with the growth of the serviced portfolio, the decrease between the two periods was principally due to a reduction in long distance rates, a re-evaluation of the Company's existing uses of local carriers and an increase in the credit quality of the serviced portfolio when compared to 2002. Assuming no additional reduction in long distance rates, the Company expects these charges to increase relative to the growth of the serviced portfolio.

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Depreciation Expense. Depreciation expense decreased to \$0.7 million for the quarter ended March 31, 2003, compared to \$1.0 million for the same period in 2002. Substantially all of the system upgrades in connection with the Company's corporate office relocation to Foothill Ranch during 1999 have been fully depreciated. The Company uses a three-year life and a straight-line depreciation method for most capital purchases. The Company will continue to invest in technology and infrastructure to support the serviced portfolio as a means to increase operating efficiencies.

Other Operating Expenses. Other operating expenses were \$4.8 million for the quarter ended March 31, 2003, a decrease of approximately \$0.5 million versus the quarter ended March 31, 2002. Other operating expenses include professional fees, marketing, supplies, facility related charges, collection expenses, insurance fees and credit bureau fees. The decrease in other operating expenses principally due to the general improvement of the performance of the Company's serviced portfolio and management's efforts to control operating expenses through renegotiation of existing service contracts and the further implementation of technology and automation.

Income Taxes. The Company files federal and certain state tax returns as a consolidated group. Tax liabilities from the consolidated returns are allocated in accordance with a tax sharing agreement based on the relative income or loss of each entity on a stand-alone basis. The effective tax rate for Onyx was 41.5% for the first quarter of 2003 and 2002.

Financial Condition**Contracts Held For Sale**

Contracts held for sale are carried at the lower of cost or market value on an aggregate basis. Contracts held for sale include Contracts reacquired upon the exercise of clean up calls and available for sale as part of future securitizations. At the time of such calls, any unamortized RISA balance is reclassified from credit enhancements assets and accounted for as loan premium on the reacquired loans. Loan premiums are amortized in a manner that results in a constant effective yield over the remaining life of the loans. In amortizing loan premium, the Company anticipates prepayments will occur at a rate consistent with that utilized in valuing its residual interests (approximately 1.75% per month) over the estimated remaining contractual life of the loans at the date such loans are reacquired. If the Company's actual prepayment experience differs materially from anticipated prepayment experience, the Company will recalculate the effective yield to reflect actual payments to date and anticipated future payments. The unamortized loan premium is adjusted, through a charge or credit to interest income, to the amount that would have existed had the new effective yield been applied since the acquisition of the loans. Contracts held for sale totaled \$210.3 million at March 31, 2003, compared to \$170.4 million at December 31, 2002. The number and principal balance of Contracts held for sale is largely dependent upon the timing and size of the Company's securitizations.

Contracts Held For Investment

Contracts held for investment are net of a \$2.2 million allowance for probable losses as of March 31, 2003 and a \$1.9 million allowance as of December 31, 2002. Amounts held for investment include Contracts that do not qualify for Contract securitizations as a result of delinquency status or minimum balance. The Company maintains an allowance for credit losses to cover anticipated losses on the Contracts held for investment on the statement of financial condition. The allowance for credit losses is increased by charging the provision for credit losses and decreased by actual losses on the Contracts held for investment. The level of the allowance is based principally on the outstanding balance of Contracts held for investment and historical loss trends.

The following table illustrates the changes in the Company's Contract acquisition volume, securitization activity and servicing portfolio during the past five fiscal quarters:

Selected Quarterly Financial Information

| | For the Quarters Ended | | | | |
|-----------------------------------|------------------------|------------------|-------------------|------------------|------------------|
| | Mar. 31, 2003 | Dec. 31, 2002 | Sept. 30, 2002 | June 30, 2002 | MAR. 31, 2002 |
| | (Restated) | (Restated) | (Restated) | | |
| (Dollars in thousands) | | | | | |
| Contracts purchased during period | \$ 393,096 | \$ 389,743 | \$ 403,199 | \$ 442,919 | \$ 378,180 |
| | 131,032 | 129,914 | 134,399 | 147,640 | 126,060 |

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Average monthly volume during period

| | | | | | |
|-------------------------------------|-----------|-----------|-----------|-----------|-----------|
| Gain on sale of Contracts, net (1) | 4,127 | 3,763 | 3,255 | 2,382 | 4,295 |
| Contracts securitized during period | 400,000 | 450,000 | 450,000 | 400,000 | 375,000 |
| Servicing portfolio at period end | 2,894,883 | 2,905,968 | 2,902,674 | 2,895,511 | 2,848,022 |

(1) Gain on sale of Contracts includes the gains recorded in connection with the net interest margin securitization executed during the second quarter of 2002, and impairment charges.

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The Company monitors and attempts to minimize delinquencies and losses through timely collections and the use of a predictive dialing system. At March 31, 2003, delinquencies represented 1.61% of the amount of Contracts in its serviced portfolio compared to 2.58% at December 31, 2002. Net charge-offs as a percentage of the average serviced portfolio were 2.58% for the quarter ended March 31, 2003, compared to 3.35% for the quarter ended March 31, 2002. In an effort to improve borrower credit statistics, the Company modified its incentive compensation system during the fourth quarter of 2000 to shift purchases of Contracts to a higher percentage of higher credit quality product. The result has been increased credit scores and an improvement in overall borrower statistics. Delinquency has declined due in part to the Contracts originated in 2001 and 2002. The majority of the charge-offs relate to older transactions that have been impacted by the slow-down in the economy and, to a lesser extent, the softening of the used car market, which resulted in lower recovery rates on repossessions.

Delinquency Experience of Serviced Portfolio

| | March 31, 2003 | December 31, 2002 |
|--|----------------|-------------------|
| | Amount | Amount |
| (Dollars in thousands) | | |
| Serviced portfolio | \$2,894,883 | \$2,905,968 |
| Delinquencies(1)(2) | | |
| 30 - 59 days | \$ 31,935 | \$ 51,645 |
| 60 - 89 days | 7,540 | 14,127 |
| 90+ days | 7,199 | 9,118 |
| | <u>46,674</u> | <u>74,890</u> |
| Total | \$ 46,674 | \$ 74,890 |
| | <u>1.61%</u> | <u>2.58%</u> |
| Total delinquencies as a percent of Serviced portfolio | 1.61% | 2.58% |

(1) Delinquencies include principal amounts only, net of repossessed inventory and accounts in bankruptcy. Delinquent thirty-plus day repossessed inventory as a percent of the serviced portfolio was 0.64% and 0.61% at March 31, 2003 and December 31, 2002, respectively. Delinquent thirty-plus day Contracts in bankruptcy as a percent of the serviced portfolio were 0.89% and 1.05% at March 31, 2003 and December 31, 2002, respectively.

(2) The period of delinquency is based on the number of days payments are contractually past due.

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Loan Loss Experience of Servicing Portfolio

| | For the Three Months Ended March 31, | |
|--|---|-------------|
| | 2003 | 2002 |
| | (Dollars in thousands) | |
| Average servicing portfolio(1) | \$2,901,503 | \$2,857,281 |
| Number of gross charge-offs | 3,534 | 3,303 |
| Gross charge-offs | \$ 22,263 | \$ 28,258 |
| Net charge-offs(2) | \$ 18,712 | \$ 23,922 |
| Annualized net charge-offs as a percent of average Servicing portfolio | 2.58% | 3.35% |

(1) Average is based on daily balances.

(2) Net charge-offs are gross charge-offs minus recoveries on Contracts previously charged off.

The following table illustrates the cumulative net credit loss performance of each of the securitized pools outstanding for the period from the date of securitization through March 31, 2003, stated as a percentage of the original principal balance.

| MONTH | 98-B | 98-C | 99-A | 99-B | 99-C | 99-D | 00-A | 00-B | 00-C | 00-D | 01-A | 01-B | 01-C | 01-D | 02-A | 02-B | 02-C | 02-D | 03-A | |
|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|-------|
| 1 | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| 2 | 0.00% | 0.02% | 0.00% | 0.00% | 0.01% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| 3 | 0.02% | 0.02% | 0.02% | 0.03% | 0.03% | 0.01% | 0.02% | 0.02% | 0.01% | 0.00% | 0.00% | 0.00% | 0.01% | 0.00% | 0.01% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| 4 | 0.08% | 0.04% | 0.05% | 0.07% | 0.06% | 0.04% | 0.04% | 0.04% | 0.03% | 0.02% | 0.02% | 0.03% | 0.02% | 0.02% | 0.01% | 0.01% | 0.01% | 0.01% | 0.01% | 0.01% |
| 5 | 0.19% | 0.15% | 0.11% | 0.14% | 0.16% | 0.09% | 0.11% | 0.10% | 0.06% | 0.07% | 0.07% | 0.10% | 0.05% | 0.04% | 0.02% | 0.04% | 0.06% | 0.03% | 0.03% | 0.03% |
| 6 | 0.33% | 0.27% | 0.21% | 0.27% | 0.28% | 0.15% | 0.18% | 0.17% | 0.11% | 0.15% | 0.12% | 0.18% | 0.11% | 0.08% | 0.07% | 0.10% | 0.11% | 0.07% | 0.07% | 0.07% |
| 7 | 0.45% | 0.46% | 0.35% | 0.43% | 0.47% | 0.24% | 0.37% | 0.30% | 0.26% | 0.26% | 0.20% | 0.30% | 0.18% | 0.14% | 0.12% | 0.17% | 0.17% | 0.17% | 0.17% | 0.17% |
| 8 | 0.61% | 0.57% | 0.49% | 0.60% | 0.64% | 0.43% | 0.63% | 0.44% | 0.41% | 0.39% | 0.31% | 0.39% | 0.29% | 0.22% | 0.19% | 0.23% | 0.26% | 0.26% | 0.26% | 0.26% |
| 9 | 0.82% | 0.74% | 0.63% | 0.85% | 0.83% | 0.59% | 0.87% | 0.67% | 0.65% | 0.50% | 0.47% | 0.50% | 0.38% | 0.32% | 0.26% | 0.33% | 0.34% | 0.34% | 0.34% | 0.34% |
| 0 | 0.95% | 0.94% | 0.81% | 1.07% | 1.09% | 0.76% | 1.05% | 0.90% | 0.85% | 0.65% | 0.60% | 0.65% | 0.48% | 0.44% | 0.34% | 0.41% | 0.41% | 0.41% | 0.41% | 0.41% |
| 1 | 1.10% | 1.12% | 1.04% | 1.34% | 1.31% | 0.99% | 1.27% | 1.11% | 1.08% | 0.85% | 0.77% | 0.77% | 0.59% | 0.51% | 0.39% | 0.49% | 0.49% | 0.49% | 0.49% | 0.49% |
| 2 | 1.20% | 1.30% | 1.29% | 1.56% | 1.47% | 1.20% | 1.59% | 1.38% | 1.29% | 1.03% | 0.95% | 0.89% | 0.70% | 0.59% | 0.48% | 0.58% | 0.58% | 0.58% | 0.58% | 0.58% |
| 3 | 1.36% | 1.54% | 1.49% | 1.79% | 1.62% | 1.41% | 1.82% | 1.57% | 1.42% | 1.25% | 1.14% | 1.04% | 0.78% | 0.69% | 0.56% | 0.56% | 0.56% | 0.56% | 0.56% | 0.56% |
| 4 | 1.48% | 1.73% | 1.72% | 1.90% | 1.77% | 1.52% | 2.03% | 1.84% | 1.65% | 1.41% | 1.31% | 1.19% | 0.89% | 0.77% | 0.64% | 0.64% | 0.64% | 0.64% | 0.64% | 0.64% |
| 5 | 1.64% | 1.90% | 1.90% | 2.08% | 2.00% | 1.70% | 2.25% | 2.08% | 1.93% | 1.62% | 1.47% | 1.33% | 1.00% | 0.85% | 0.74% | 0.74% | 0.74% | 0.74% | 0.74% | 0.74% |
| 6 | 1.89% | 2.10% | 2.10% | 2.23% | 2.08% | 2.00% | 2.48% | 2.26% | 2.16% | 1.86% | 1.64% | 1.43% | 1.11% | 0.94% | 0.94% | 0.94% | 0.94% | 0.94% | 0.94% | 0.94% |
| 7 | 2.05% | 2.28% | 2.26% | 2.42% | 2.29% | 2.17% | 2.64% | 2.42% | 2.42% | 2.04% | 1.78% | 1.55% | 1.23% | 1.03% | 1.03% | 1.03% | 1.03% | 1.03% | 1.03% | 1.03% |
| 8 | 2.22% | 2.51% | 2.46% | 2.63% | 2.48% | 2.40% | 2.80% | 2.69% | 2.65% | 2.20% | 1.96% | 1.67% | 1.34% | 1.10% | 1.10% | 1.10% | 1.10% | 1.10% | 1.10% | 1.10% |
| 9 | 2.37% | 2.71% | 2.59% | 2.71% | 2.61% | 2.61% | 2.98% | 2.96% | 2.97% | 2.41% | 2.10% | 1.80% | 1.45% | 1.45% | 1.45% | 1.45% | 1.45% | 1.45% | 1.45% | 1.45% |
| 0 | 2.50% | 2.83% | 2.71% | 2.89% | 2.73% | 2.87% | 3.25% | 3.20% | 3.25% | 2.60% | 2.25% | 1.94% | 1.58% | 1.58% | 1.58% | 1.58% | 1.58% | 1.58% | 1.58% | 1.58% |
| 1 | 2.67% | 2.95% | 2.83% | 3.08% | 2.92% | 3.05% | 3.52% | 3.44% | 3.48% | 2.75% | 2.36% | 2.09% | 1.71% | 1.71% | 1.71% | 1.71% | 1.71% | 1.71% | 1.71% | 1.71% |
| 2 | 2.79% | 3.08% | 2.88% | 3.21% | 3.07% | 3.20% | 3.69% | 3.69% | 3.70% | 2.92% | 2.49% | 2.23% | 2.23% | 2.23% | 2.23% | 2.23% | 2.23% | 2.23% | 2.23% | 2.23% |
| 3 | 2.92% | 3.25% | 3.03% | 3.31% | 3.22% | 3.33% | 3.91% | 3.94% | 3.95% | 3.03% | 2.61% | 2.35% | 2.35% | 2.35% | 2.35% | 2.35% | 2.35% | 2.35% | 2.35% | 2.35% |
| 4 | 3.06% | 3.39% | 3.21% | 3.43% | 3.32% | 3.53% | 4.12% | 4.18% | 4.18% | 3.16% | 2.75% | 2.75% | 2.75% | 2.75% | 2.75% | 2.75% | 2.75% | 2.75% | 2.75% | 2.75% |
| 5 | 3.14% | 3.45% | 3.28% | 3.55% | 3.43% | 3.70% | 4.32% | 4.39% | 4.37% | 3.32% | 2.86% | 2.86% | 2.86% | 2.86% | 2.86% | 2.86% | 2.86% | 2.86% | 2.86% | 2.86% |
| 6 | 3.23% | 3.57% | 3.34% | 3.67% | 3.65% | 3.88% | 4.52% | 4.57% | 4.54% | 3.45% | 3.01% | 3.01% | 3.01% | 3.01% | 3.01% | 3.01% | 3.01% | 3.01% | 3.01% | 3.01% |
| 7 | 3.28% | 3.72% | 3.47% | 3.77% | 3.79% | 4.03% | 4.71% | 4.74% | 4.74% | 3.59% | 3.59% | 3.59% | 3.59% | 3.59% | 3.59% | 3.59% | 3.59% | 3.59% | 3.59% | 3.59% |
| 8 | 3.35% | 3.81% | 3.61% | 3.88% | 3.90% | 4.22% | 4.87% | 4.91% | 4.88% | 3.71% | 3.71% | 3.71% | 3.71% | 3.71% | 3.71% | 3.71% | 3.71% | 3.71% | 3.71% | 3.71% |
| 9 | 3.45% | 3.91% | 3.67% | 4.01% | 4.03% | 4.42% | 5.04% | 5.07% | 5.03% | 3.86% | 3.86% | 3.86% | 3.86% | 3.86% | 3.86% | 3.86% | 3.86% | 3.86% | 3.86% | 3.86% |
| 0 | 3.50% | 4.05% | 3.78% | 4.14% | 4.19% | 4.58% | 5.23% | 5.22% | 5.18% | 5.18% | 5.18% | 5.18% | 5.18% | 5.18% | 5.18% | 5.18% | 5.18% | 5.18% | 5.18% | 5.18% |
| 1 | 3.57% | 4.13% | 3.85% | 4.25% | 4.28% | 4.71% | 5.35% | 5.36% | 5.33% | 5.33% | 5.33% | 5.33% | 5.33% | 5.33% | 5.33% | 5.33% | 5.33% | 5.33% | 5.33% | 5.33% |
| 2 | 3.67% | 4.21% | 3.96% | 4.37% | 4.43% | 4.84% | 5.48% | 5.53% | 5.43% | 5.43% | 5.43% | 5.43% | 5.43% | 5.43% | 5.43% | 5.43% | 5.43% | 5.43% | 5.43% | 5.43% |
| 3 | 3.73% | 4.27% | 4.07% | 4.49% | 4.60% | 4.98% | 5.61% | 5.67% | 5.57% | 5.57% | 5.57% | 5.57% | 5.57% | 5.57% | 5.57% | 5.57% | 5.57% | 5.57% | 5.57% | 5.57% |
| 4 | 3.81% | 4.33% | 4.18% | 4.55% | 4.71% | 5.11% | 5.74% | 5.80% | 5.80% | 5.80% | 5.80% | 5.80% | 5.80% | 5.80% | 5.80% | 5.80% | 5.80% | 5.80% | 5.80% | 5.80% |
| 5 | 3.86% | 4.42% | 4.25% | 4.66% | 4.83% | 5.21% | 5.85% | 5.91% | 5.91% | 5.91% | 5.91% | 5.91% | 5.91% | 5.91% | 5.91% | 5.91% | 5.91% | 5.91% | 5.91% | 5.91% |
| 6 | 3.91% | 4.46% | 4.32% | 4.79% | 4.95% | 5.32% | 5.96% | 6.04% | 6.04% | 6.04% | 6.04% | 6.04% | 6.04% | 6.04% | 6.04% | 6.04% | 6.04% | 6.04% | 6.04% | 6.04% |
| 7 | 4.00% | 4.55% | 4.37% | 4.86% | 5.00% | 5.46% | 6.06% | 6.06% | 6.06% | 6.06% | 6.06% | 6.06% | 6.06% | 6.06% | 6.06% | 6.06% | 6.06% | 6.06% | 6.06% | 6.06% |
| 8 | 4.04% | 4.63% | 4.44% | 4.94% | 5.07% | 5.55% | 6.16% | 6.16% | 6.16% | 6.16% | 6.16% | 6.16% | 6.16% | 6.16% | 6.16% | 6.16% | 6.16% | 6.16% | 6.16% | 6.16% |

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| | | | | | | |
|---|-------|-------|-------|-------|-------|-------|
| 9 | 4.08% | 4.73% | 4.51% | 5.00% | 5.15% | 5.63% |
| 0 | 4.13% | 4.76% | 4.56% | 5.05% | 5.22% | 5.71% |
| 1 | 4.18% | 4.80% | 4.66% | 5.12% | 5.30% | 5.78% |
| 2 | 4.21% | 4.87% | 4.69% | 5.17% | 5.36% | 5.84% |
| 3 | 4.23% | 4.94% | 4.72% | 5.21% | 5.42% | |

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Credit enhancement assets consisted of the following:

| | <u>March 31,</u> | <u>December 31,</u> |
|-------------------|-------------------|---------------------|
| | <u>2003</u> | <u>2002</u> |
| | (In thousands) | |
| Trust receivables | \$ 1,000 | \$ 3,506 |
| RISA | 169,327 | 173,602 |
| | <u> </u> | <u> </u> |
| Total | \$170,327 | \$177,108 |
| | <u> </u> | <u> </u> |

Trust receivables represents initial deposits in spread accounts.

Retained interest in securitized assets (RISA) capitalized upon securitization of Contracts represent the present value of the estimated future earnings to be received by the Company from the excess spread created in securitization transactions. Excess spread is calculated by taking the difference between the weighted average coupon rate of the Contracts sold and the weighted average security rate paid to the investors less contractually specified servicing and guarantor fees and projected credit losses, after giving effect to estimated prepayments.

Prepayment and credit loss assumptions are utilized to project future earnings and are based on historical experience. Credit losses are estimated using cumulative loss frequency and severity estimates by management. All assumptions are evaluated each quarter and adjusted, if appropriate, to reflect the actual performance of the underlying Contracts. Future earnings are discounted at a rate management believes to be representative of market at the time of securitization.

Table of Contents**Liquidity and Capital Resources**

The Company requires substantial cash and capital resources to operate its business. Its primary uses of cash include: (i) acquisition of Contracts; (ii) payments of dealer participation; (iii) securitization costs; (iv) settlements of hedging transactions; (v) operating expenses; and (vi) interest expense. The capital resources available to the Company include: (i) interest income during the warehousing period; (ii) servicing fees; (iii) releases from spread accounts; (iv) settlements of hedging transactions; (v) sales of Contracts in securitizations; and (vi) borrowings under its credit facilities. Management believes that the resources available to the Company will provide the needed capital to fund Contract purchases, investments in origination and servicing capabilities, and ongoing operations.

The Company's primary source of funds from continuing operations is securitization proceeds. The Company uses the cash generated from securitizations to pay down outstanding warehouse facilities. These facilities are then used to fund the purchase of Contracts. The Company has historically operated on a negative cash flow basis, excluding the effects of securitization transactions, from operating activities, but expects to generate positive cash flow on a monthly basis by year-end 2003, provided the volume of Contract purchases remains steady on an annual basis. The Company finances dealer participation payments and daily operations principally through credit facilities collateralized by its retained interest in securitized assets, as well as through proceeds from subordinated debt offerings. Cash used in operating activities was \$38.0 million for the quarter ended March 31, 2003, compared to \$10.1 million used during the same period in 2002. The change in cash used in operating activities for the quarter ended March 31, 2003 versus 2002 is principally due to the number and size of clean-up calls on securitizations executed during the respective periods. During the quarter, the Company executed two clean-up calls totaling approximately \$74.2 million compared to one clean-up call during the first quarter of 2002 in the amount of \$20.8 million. Cash released from spread accounts during the two periods was \$21.6 million and \$10.7 million for the first quarter of 2003 and 2002, respectively.

The Company continued to focus its efforts on building and maintaining its dealer relations through its existing branch locations and did not open any branches during the year. Management is currently reviewing market conditions in both Ohio and New York and is exploring other east-coast locations as the overall economic environment improves in the forthcoming periods. Capital expenditures of \$551 thousand and \$516 thousand during the quarters ended March 31, 2003 and 2002, respectively, were due to the ongoing maintenance and upgrade of the Company's servicing infrastructure.

CP Facilities: As of March 31, 2003, the Company was party to two primary Contract warehousing programs (the CP Facilities), a \$300 million warehousing facility (the Triple-A CP Facility) with Triple-A One Funding Corporation (Triple-A) and a \$150 million warehouse facility (the CDC CP Facility) with CDC Financial Products Inc. (CDC), guaranteed by XL Capital Assurance Inc. Onyx Acceptance Financial Corporation (Finco), a special purpose subsidiary of the Company, is the borrower under the Triple-A CP Facility and Onyx Acceptance Receivables Corporation (OARC), is the borrower under the CDC CP facility. Triple-A is a rated commercial paper asset-backed conduit sponsored by MBIA Insurance Corporation (MBIA). MBIA provides credit enhancement for the facility by issuing a financial guarantee insurance policy covering all principal and interest obligations owed for the borrowings under the facility. The CP Facilities are used to fund the purchase or origination of Contracts. The Company pledges certain of its Contracts held for sale to borrow from the CP Facilities. The Triple-A CP Facility was renewed in November 2001 for a three-year term, subject to annual renewals by liquidity providers. The CDC CP Facility expires in January 2004 but may be renewed by agreement of the parties.

The Residual Lines: As of March 31, 2003, the Company, through Onyx Acceptance Funding Corporation (Fundco), had two residual financing facilities: a \$50.0 million line with Salomon Smith Barney Realty Corporation (SBRC) and a \$35.0 million facility with Credit Suisse First Boston (Europe) Limited, as buyer (CSFB-Europe), and Credit Suisse First Boston Corporation, as agent (CSFB). (The SBRC facility together with the CSFB-Europe facility are sometimes referred to herein as the Residual Lines). The Residual Lines are used by the Company to finance operating requirements. The lines utilize collateral-based formulas that set borrowing availability to a percentage of the value of excess cash flow to be received from certain securitizations. Each loan under the SBRC line matures one year after the date of the loan. The CSFB-Europe line was renewed in October 2002 for a one-year term.

In April of 2003, the SBRC facility was replaced by a \$35.0 million residual line with Merrill Lynch International.

Residual Securitizations: As an additional source of funds, the Company utilizes residual securitizations to pay down its residual financing facilities to increase the Company's liquidity. During the first quarter of 2000, the Company securitized the residual cash flows from 15 of its then outstanding securitizations. The proceeds of this transaction were used by the Company to pay down two residual financing facilities and pay off another residual financing facility. The Company refinanced this residual securitization in the

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amount of \$21.0 million during the second quarter of 2002 and in the amount of \$9.2 million during the fourth quarter of 2002. During the first quarter of 2002, the Company completed its second residual interest securitization for the purpose of providing additional borrowing capacity under its Residual Lines. This transaction generated approximately \$75.0 million in proceeds.

Subordinated Debt: As of March 31, 2003, the Company had outstanding approximately \$33.6 million of subordinated debt, \$12.0 million of subordinated debt has a stated interest rate of 12.5% and a maturity of June 2006. The remaining balance of \$21.6 million was raised through the Company's renewable unsecured subordinated note program launched during the first quarter of 2002. The weighted average interest rate on the balance of the renewable notes outstanding as of March 31, 2003 was 9.26%. The renewable notes have varying maturities ranging from three months to 10 years.

The facilities and lines above contain affirmative, negative and financial covenants typical of such credit facilities. The Company was in compliance with these covenants as of March 31, 2003.

Securitizations

Off balance sheet arrangements are used in the ordinary course of business. Generally, these transactions are structured as off balance sheet sales of Contracts. One of the most common forms of off balance sheet arrangements is Contract securitizations. Regular Contract securitizations are an integral part of the Company's business plan because they allow the Company to increase its liquidity, provide for redeployment of its capital and reduce risks associated with interest rate fluctuations. The Company has developed a securitization program that involves selling interests in pools of its Contracts to investors through the public issuance of AAA/Aaa rated asset-backed securities. Automobile securitizations are used by many financial institutions and are part of a multi-billion dollar annual market for asset-backed securities. As part of this process, management considers the relative risks and returns prior to initiating each securitization. These risks include, but are not limited to, interest rate fluctuations during the warehouse period, increased prepayments speeds and losses, loss of credit enhancement for the underlying securitization, loss of servicing rights and adverse economic conditions. These factors are explained in further detail in the section Risk Factors. The table below provides information about the trust's assets and liabilities as of March 31, 2003 and December 31, 2002.

| | March 31, 2003 | December 31, 2002 |
|-------------------|-------------------|----------------------|
| | (In thousands) | |
| Total assets | \$2,771 | \$2,805 |
| Total liabilities | \$2,667 | \$2,695 |

The Company completed one AAA/Aaa rated publicly underwritten asset-backed securitizations in the amount of \$400 million during the first quarter of 2003. Since 1994, the Company has securitized \$8.8 billion of its Contracts in 31 separate transactions. In each of its securitizations, the Company has sold its Contracts to a newly formed grantor or owner trust, which issued certificates or notes in an amount equal to the aggregate principal balance of the Contracts. The net proceeds of these securitizations were used to pay down outstanding indebtedness incurred under the Company's CP Facilities to purchase Contracts, thereby creating availability for the purchase of additional Contracts.

To improve the level of profitability from the sale of securitized Contracts, the Company arranges for credit enhancement to achieve an improved credit rating on the asset-backed securities issued. This credit enhancement has taken the form of a financial guaranty insurance policy (the Financial Guarantee Insurance Policy) insuring the payment of principal and interest due on the asset-backed securities. Through December 31, 2002, this policy has been issued by MBIA Insurance Corporation or a predecessor. The latest securitization executed during the first quarter of 2003 was insured by XL Capital Assurance Inc.

The Company receives servicing fees for its duties relating to the accounting for and collection of the Contracts. In addition, the Company is entitled to the future excess cash flows arising from the trusts. Generally, the Company sells the Contracts at face value and without recourse, except that certain representations and warranties with respect to the Contracts are provided by the Company as the servicer and Finco as the seller to the trusts.

Gains on sale of Contracts arising from securitizations provide a significant portion of the Company's revenues. Several factors affect the Company's ability to complete securitizations of its Contracts, including conditions in the securities markets generally, conditions in the asset-backed securities market specifically, the credit quality of the Company's portfolio of Contracts and the Company's ability to obtain credit enhancement.

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Interest Rate Exposure and Hedging

The Company is able through the use of varying maturities on advances from the CP Facilities to lock in rates during the warehousing period, when in management's judgment it is appropriate to limit interest rate exposure during such warehousing period (See Risk Factors Interest Rate Risk).

The Company has the ability to move rates upward in response to rising borrowing costs because the Company currently does not originate loans near the maximum rates permitted by law. Further, the Company employs a hedging strategy which primarily consists of the execution of forward interest rate swaps. These hedges are entered into by the Company in numbers and amounts which generally correspond to the anticipated principal amount of the related securitization. Gains and losses relative to these hedges are recognized in full at the time of securitization as an adjustment to the gain on sale of the Contracts. The Company has only used counterparties with investment grade debt ratings from national rating agencies for its hedging transactions.

Management monitors the Company's hedging activities on a frequent basis to ensure that the value of hedges, their correlation to the Contracts being hedged and the amounts being hedged continue to provide effective protection against interest rate risk. The Company's hedging strategy requires estimates by management of monthly Contract acquisition volume and timing of its securitizations. If such estimates are materially inaccurate, then the Company's gain on sales of Contracts and results of operations and cash flows could be adversely affected. The amount and timing of hedging transactions are determined by senior management based upon the amount of Contracts purchased and the interest rate environment. Senior management currently expects to hedge substantially all of its Contracts pending securitization.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The Company's earnings are affected by changes in interest rates as a result of its dependence upon the issuance of interest-bearing securities and the incurrence of debt to fund its lending activities. Several factors can influence the Company's ability to manage interest rate risk. First, Contracts are purchased at fixed interest rates, while the amounts borrowed under the warehouse credit facilities bear interest at variable rates that are subject to frequent adjustment to reflect prevailing market interest rates. Second, the interest rate demanded by investors in a securitization is a function of prevailing market rates for comparable transactions and the general interest rate environment. Because the Contracts originated by the Company have fixed interest rates, the Company bears the risk of smaller gross interest rate spreads in the event interest rates increase during the period between the date Contracts are purchased and the pricing and completion of securitization transactions.

The Company uses several strategies to minimize interest rate risk, including the utilization of derivative financial instruments, the regular securitization of Contracts and pre-funding of securitization transactions. Pre-funding securitizations is the practice of issuing more asset-backed securities than the amount of Contracts initially sold to the Trust. The proceeds from the pre-funded portion are held in an escrow account until additional Contracts are sold to the Trust in amounts up to the balance of the pre-funded escrow account. In pre-funded securitizations, borrowing costs are locked in with respect to the Contracts subsequently delivered to the Trust. However, the Company incurs an expense in pre-funded securitizations equal to the difference between the money market yields earned on the proceeds held in escrow prior to the subsequent delivery of Contracts and the interest rate paid on the asset-backed securities outstanding.

Derivative financial instruments are utilized to manage the gross interest rate spread on the Company's securitization transactions. The Company sells fixed rate Contracts to the trusts that, in turn, sell fixed rate securities to investors. The fixed rates on securities issued by the trusts are indexed to Swap rates on U.S. Treasury Notes with similar average maturities or various London Interbank Offered Rates (LIBOR). The Company periodically executes the sale of forward swap agreements to lock in the indexed rate for specific anticipated securitization transactions. The Company utilizes these derivative financial instruments to modify its net interest sensitivity to levels deemed appropriate by management based on the Company's risk tolerance. All transactions are entered into for purposes other than trading, and are settled quarterly upon pricing of the securitization.

Item 4. Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

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As required by SEC Rule 13a-15(b), the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the quarter covered by this report. The Company's independent auditors have advised the Company of a matter relating to the Company's internal control structure.

To value its Residual Interests in Securitized Assets (RISA), the Company has developed cash flow models using Lotus 123 spreadsheets. The cash flow estimates provided by these models support the Company's income recognition and impairment calculations. The spreadsheets require updating or other factors underlying the cash flow estimates. A separate model exists for each RISA and each model must be manually updated each reporting period for the various factors impacting cash flow estimates. The models are complex and require manual intervention, both of which are factors that increase the propensity for human error. During the second quarter of 2003, the Company identified instances where errors were made in the estimated cash flows and therefore the RISA valuation computations for the third and fourth quarters of 2002. In addition, the Company revised the method for amortizing loan premium amortization on Contracts acquired in connection with clean up calls exercised on the Company's securitization pools. The manner in which the Company had previously been amortizing loan premium understated the amount of amortization during the quarter ended March 31, 2003.

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The absence of adequate information systems and policies/procedures to perform the analysis, valuation and record keeping associated with estimating cash flows and calculating loan premium amortization may result in misstatement of the financial statements and is considered a significant deficiency in the Company's internal control structure.

In response to the weaknesses noted above, management now prepares a detailed analysis of loan premium amortization and factors underlying any significant changes in estimated cash flows for each trust during the current quarter versus the previous quarter's estimate to further double-check the evaluation process.

Subject to and limited by the foregoing, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level.

Apart from the analysis of cash flows and loan premium amortization described above, there has been no change in the Company's internal control over financial reporting during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

As a consumer finance company, the Company is subject to various consumer claims and litigation seeking damages and statutory penalties based upon, among other things, disclosure inaccuracies and wrongful repossession, which could take the form of a plaintiff's class action complaint. The Company, as the assignee of finance Contracts originated by dealers, may also be named as a co-defendant in lawsuits filed by consumers principally against dealers. Finally, the Company also is subject to other litigation common to the motor vehicle finance industry and businesses in general. The damages and penalties claimed by consumers and others in these types of matters can be substantial. The relief requested by the plaintiffs varies but includes requests for compensatory, statutory and punitive damages.

Management believes that the Company has taken prudent steps to address the litigation risks associated with the Company's business. However, there can be no assurance that the Company will be able to successfully defend against all such claims or that the determination of any such claim in a manner adverse to the Company would not have a material adverse effect on the Company's automobile finance business.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted during the first quarter of the fiscal year covered by this Quarterly Report on Form 10-Q to a vote of security holders, through the solicitation of proxies or otherwise.

Item 5. Other Information

Forward Looking Statements

The preceding Management's Discussion and Analysis of the Company's Financial Condition and Results of Operations contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which provides a safe harbor for these types of statements. This Quarterly Report on Form 10-Q contains forward-looking statements which reflect the current views of Onyx Acceptance Corporation with respect to future events and financial performance. These forward looking statements are subject to certain risks and uncertainties, including those identified below which could cause actual results to differ materially from historical results or those anticipated. Forward-looking terminology can be identified by the use of terms such as may, will, expect, anticipate, estimate, should or or the negative thereof or other variations thereon or comparable terminology. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. Except as required by law, Onyx Acceptance Corporation undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The following factors among others, could cause actual results to differ materially from historical results or those anticipated: (1) the level of demand for auto contracts, which is affected by such external factors as the level of interest rates, the strength of the various segments of the economy, debt burden held by consumers and demographics of the lending markets of Onyx Acceptance Corporation; (2) continued dealer relationships; (3) fluctuations between consumer interest rates and the cost of funds; (4) federal and state regulation of auto finance operations; (5) competition

within the consumer lending industry; (6) the availability and cost of securitization transactions and (7) the availability and cost of warehouse and residual financing.

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RISK FACTORS

We Need Substantial Liquidity

We require a substantial amount of liquidity to operate our business. Among other things, we use such liquidity to:

- acquire Contracts;
- pay dealer participation;
- pay securitization costs and fund related accounts;
- settle hedge transactions;
- satisfy working capital requirements and pay operating expenses; and
- pay interest expense.

A substantial portion of our revenues in any period is represented by gain on sale of Contracts generated by a securitization in such period, but the cash underlying such revenues is received over the life of the Contracts.

We have historically operated on a negative cash flow basis, excluding the effects of securitization transactions, but expect to generate positive cash flow on a monthly basis by year-end 2003, provided the volume of Contract purchases remains steady on an annual basis. We have historically funded these negative operating cash flows principally through borrowings from financial institutions, sales of equity securities and sales of subordinated notes. We cannot assure you, however, that (1) we will have access to the capital markets in the future for equity, debt issuances or securitizations, or (2) financing through borrowings or other means will be available on acceptable terms to satisfy our cash requirements. If we are unable to access the capital markets or obtain acceptable financing, our results of operations, financial condition and cash flows would be materially and adversely affected. See Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources.

We Depend on Warehouse Financing

We depend on warehouse facilities with financial institutions to finance the purchase or origination of Contracts pending securitization. See Business Financing and Sale of Contracts. Our business strategy requires that such financing continue to be available during the warehousing period.

Whether the CP Facilities continue to be available to us depends on, among other things, whether we maintain a target net yield for the Contracts financed under the CP Facilities and comply with certain financial covenants contained in the sale and servicing agreements between us, as seller, and our respective wholly-owned special purpose finance subsidiary, Finco or Recco, as purchaser. These financial covenants include:

- a minimum ratio of net worth plus subordinated debt to total assets;
- a maximum ratio of credit enhancement assets to tangible net worth; and
- earnings before interest, depreciation and taxes coverage ratio.

We cannot assure you that our CP Facilities will be available to us or that they will be available on favorable terms. If we are unable to arrange new warehousing credit facilities or extend our existing credit facilities when they expire, our results of operations, financial condition and cash flows could be materially and adversely affected.

We Depend on Residual Financing

When we sell our Contracts in securitizations, we receive cash and a residual interest in the securitized assets (RISA). The RISA represents the future cash flows to be generated by the Contracts in excess of the interest paid on the securities issued in the securitization and other costs of servicing the Contracts and completing the securitization. (See Management's Discussion and

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Analysis of Financial Condition and Results of Operations - Securitizations). We typically use the RISA from each securitization as collateral to borrow cash under our Residual Lines to finance our operations. The amount of cash advanced by our lenders under our Residual Lines depends on a collateral formula that is determined in large part by how well our securitized Contracts perform. If our portfolio of securitized Contracts experience higher delinquency and loss ratios than expected, then the amount of money we can borrow under the Residual Lines would be reduced. The reduction in availability under these Residual Lines could materially and adversely affect our operations, financial condition and cash flows. Additionally, we are subject, under the documentation governing the Residual Lines, to certain financial covenants. During the quarter, the Company recorded a \$5.1 million write-down of the Company's RISA asset stemming from higher than expected losses and delinquency on securitizations executed prior to 2001. The Company attributes a portion of the higher losses and delinquency experienced to the general economic slow-down the nation is experiencing.

We Depend on Residual Securitizations

We depend on securitizing future cash flows generated by RISA to pay off balances on our Residual Lines and increase liquidity. If our portfolio of securitized Contracts experience higher delinquency and loss ratios than expected, then the proceeds of a residual securitization could be significantly reduced, and the resulting risk associated with the securities could command a higher yield. The inability to successfully market these residual securitizations could materially and adversely affect our operations, financial condition and cash flows.

We Depend on Securitizations to Generate Revenue

We rely significantly upon securitizations to generate cash proceeds for repayment of our warehouse and our residual credit facilities and to create availability to purchase additional Contracts. Further, gain on sale of Contracts generated by our securitizations represents a significant portion of our revenues. Our ability to complete securitizations of our Contracts is affected by the following factors, among other things:

conditions in the securities markets generally;

conditions in the asset-backed securities market specifically;

the credit quality of our portfolio of Contracts; and

our ability to obtain credit enhancement.

If we were unable to profitably securitize a sufficient number of our Contracts in a particular financial reporting period, then our revenues for such period could decline and could result in lower net income or a loss for such period. In addition, unanticipated delays in closing a securitization could also increase our interest rate risk by increasing the warehousing period for our Contracts. See Management's Discussion and Analysis of Results of Operations and Financial Condition Liquidity and Capital Resources, and Business Financing and Sale of Contracts.

We Depend on Credit Enhancement

From inception through March 31, 2003, each of our securitizations has utilized credit enhancement in the form of a financial guarantee insurance policy in order to achieve AAA/Aaa ratings. This form of credit enhancement reduces the cost of the securitizations relative to alternative forms of credit enhancement currently available to us. We cannot assure you that:

we will be able to continue to obtain credit enhancement in any form from our current providers;

we will be able to obtain credit enhancement from any other provider of credit enhancement on acceptable terms; or

future securitizations will be similarly rated.

We also rely on financial guarantee insurance policies to reduce our borrowing cost under the CP Facilities. If our current providers' credit ratings are downgraded or if they withdraw the credit enhancement, we could be subject to higher interest costs for our future securitizations and financing costs during the warehousing period. Such events could have a material adverse effect on our results of operations, financial condition and cash flows.

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We Are Subject to Interest Rate Fluctuations

Our profitability is largely determined by the difference, or spread, between the effective rate of interest received by us on the Contracts acquired and the interest rates payable under our credit facilities during the warehousing period and for securities issued in securitizations.

Several factors affect our ability to manage interest rate risk. First, the Contracts are purchased or originated at fixed interest rates, while amounts borrowed under our credit facilities bear interest at variable rates that are subject to frequent adjustment to reflect prevailing rates for short-term borrowings. Our policy is to increase the buy rates we issue to dealerships or, for the Contracts we originate, to increase rates we make available to consumers for Contracts in response to increases in our cost of funds during the warehousing period. However, there is generally a time lag before such increased borrowing costs can be offset by increases in the buy rates for Contracts and, in certain instances, the rates charged by our competitors may limit our ability to pass through our increased costs of warehouse financing.

Second, the spread can be adversely affected after a Contract is purchased or originated and while it is held during the warehousing period by increases in the prevailing rates in the commercial paper markets. While the CP Facilities permit us to select maturities to coincide with the projected end of the warehouse period, if we selected a shorter maturity or had a delay in completing a securitization, we would face this risk.

Third, the interest rate demanded by investors in securitizations is a function of prevailing market rates for comparable transactions and the general interest rate environment. Because the Contracts purchased or originated by us have fixed rates, we bear the risk of spreads narrowing because of interest-rate increases during the period from the date the Contracts are purchased until the pricing of our securitization of such Contracts. We employ a hedging strategy that is intended to minimize this risk and which historically has involved the execution of forward interest rate swaps or use of a pre-funding structure for our securitizations. However, we cannot assure you that this strategy will consistently or completely offset adverse interest-rate movements during the warehousing period or that we will not sustain losses on hedging transactions. Our hedging strategy requires estimates by management of monthly Contract acquisition volume and timing of our securitizations. If such estimates are significantly inaccurate, then our gains on sales of Contracts, results of operations and cash flows could be materially and adversely affected.

We also have exposure to interest rate fluctuations under the Residual Lines. In periods of increasing interest rates, our cash flows, results of operations and financial condition could be materially adversely affected.

In addition, we have some interest rate exposure to falling interest rates to the extent that the interest rates charged on Contracts sold in a securitization with a pre-funding structure decline below the rates prevailing at the time that the securitization prices. Such a rate decline would reduce the interest rate spread because the interest rate on the notes and/or the certificates would remain fixed. This would negatively impact the gain on sale of Contracts and our results of operations and cash flows.

We Will Be Adversely Affected When Contracts are Prepaid or Defaulted

Our results of operations, financial condition, cash flows, and liquidity depend, to a material extent, on the performance of Contracts purchased, originated, warehoused, and securitized by us. A portion of the Contracts acquired by us may default or prepay during the warehousing period. We bear the risk of losses resulting from payment defaults during the warehousing period. In the event of payment default, the collateral value of the financed vehicle may not cover the outstanding Contract balance and costs of recovery. We maintain an allowance for credit losses on Contracts held for investment, which reflects management's estimates of anticipated credit losses during such period. If the allowance is inadequate, then we would recognize as an expense the losses in excess of such allowance, and our results of operations could be adversely affected. In addition, under the terms of the CP Facilities, we are not able to borrow against defaulted Contracts.

Our servicing income can also be adversely affected by prepayments of or defaults under Contracts in the serviced portfolio. Our contractual servicing revenue is based on a percentage of the outstanding principal balance of such Contracts. Thus, if Contracts are prepaid or charged-off, then our servicing revenue will decline to the extent of such prepaid or charged-off Contracts.

The gain on sale of Contracts recognized by us in each securitization and the value of the retained interest in securitized assets (RISA) in each transaction reflects management's estimate of future credit losses and prepayments for the Contracts included in such securitization. If actual rates of credit loss or prepayments, or both, on such Contracts exceed those estimated, the value of the

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RISA would be impaired. We periodically review our credit loss and prepayment assumptions relative to the performance of the securitized Contracts and to market conditions. Our results of operations and liquidity could be adversely affected if credit loss or prepayment levels on securitized Contracts substantially exceed anticipated levels. Under certain circumstances, we would be required to record an impairment charge through a reduction to gain-on-sale. Further, any impairment of RISA could reduce the amount available to us under our Residual Lines, thus possibly requiring us to pay down amounts outstanding under these facilities or provide additional collateral to cure any borrowing base deficiency.

During the quarter ended March 31, 2003, the Company recorded an impairment loss of \$5.1 million, compared to \$1.35 million for the quarter ended March 31, 2002. The impairments principally reflect the adverse performance of securitizations executed during 1999 and 2000, stemming from higher than expected losses and delinquency.

Effects of Terrorist Attacks and Military Response

The long-term economic impact of the events of September 11, 2001 and the United States' continuing military response, remain uncertain, but could have a material effect on general economic conditions, consumer confidence, and market liquidity. No assurance can be given as to the effect of these events on the performance of the Contracts. Any adverse impact resulting from these events could materially affect our results of operations, financial condition and cash flows.

In addition, activation of a substantial number of U.S. military reservists or members of the National Guard may significantly increase the proportion of Contracts whose interest rates are reduced by the application of the Soldiers' and Sailors' Civil Relief Act of 1940 (the "Relief Act"). The Relief Act provides, generally, that an obligor who is covered by the Relief Act may not be charged interest on the related Contract in excess of 6% annually during the period of the obligor's active duty.

We Will Be Adversely Affected If We Lose Servicing Rights

Our results of operations, financial condition and cash flows would be materially and adversely affected if any of the following were to occur:

loss of the servicing rights under our sale and servicing agreements for the CP Facilities; or

loss of the servicing rights under the applicable sale and servicing agreement of an owner trust.

We are entitled to receive servicing income only while we act as servicer under the applicable sale and servicing agreement. Under the CP Facilities, our right to act as servicer can be terminated by our lender or financial insurer, upon the occurrence of certain events.

Our Quarterly Earnings May Fluctuate

Our revenues have fluctuated in the past and are expected to fluctuate in the future principally as a result of the following factors:

the timing and size of our securitizations;

the performance of our serviced portfolio;

variations in the volume of our Contract acquisitions;

the interest rate spread between our cost of funds and the average interest rate of purchased Contracts;

the effectiveness of our hedging strategies;

the investor rate for securitizations;

the marketability and execution of our residual interest securitizations; and

a trigger event that would block release of excess cash flows from a securitization trust's spread account.

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Any significant decrease in our quarterly revenues could have a material adverse effect on our results of operations, financial condition, cash flows and stock price.

We Depend on Key Personnel

Our future operating results depend in significant part upon the continued service of our key senior management personnel, none of whom is bound by an employment agreement. Our future operating results also depend in part upon our ability to attract and retain qualified management, technical, and sales and support personnel for our operations. We cannot assure you that we will be successful in attracting or retaining such personnel. The loss of any key employee, the failure of any key employee to perform in his or her current position or our inability to attract and retain skilled employees, as needed, could materially and adversely affect our results of operations, financial condition and cash flows.

Our Industry is Highly Competitive

Competition in the field of financing retail motor vehicle sales is intense. The automobile finance market is highly fragmented and historically has been serviced by a variety of financial entities including the captive finance affiliates of major automotive manufacturers, as well as banks, savings associations, independent finance companies, credit unions and leasing companies. Several of these competitors have greater financial resources than we do. Many of these competitors also have long-standing relationships with automobile dealerships, and offer dealerships or their customers other forms of financing or services not provided by us. Our ability to compete successfully depends largely upon our relationships with dealerships and the willingness of dealerships to offer those Contracts that meet our underwriting criteria to us for purchase. We cannot assure you that we will be able to continue to compete successfully in the markets we serve.

We May Be Harmed by Adverse Economic Conditions

We are a motor vehicle consumer auto finance company whose activities are dependent upon the sale of motor vehicles. Our ability to continue to acquire Contracts in the markets in which we operate and to expand into additional markets is dependent upon the overall level of sales of new and used motor vehicles in those markets. A prolonged downturn in the sale of new and used motor vehicles, whether nationwide or in the California market, could have a material adverse impact upon us, our results of operations and our ability to implement our business strategy.

The automobile industry generally is sensitive to adverse economic conditions both nationwide and in California, where we have our largest single-state exposure. Periods of rising interest rates, reduced economic activity or higher rates of unemployment generally result in a reduction in the rate of sales of motor vehicles and higher default rates on motor vehicle contracts. We cannot assure you that such economic conditions will not occur, or that such conditions will not result in severe reductions in our revenues or the cash flows available to us to permit us to remain current on our credit facilities.

We Are Subject to System Risks

As of July 1, 2001, the Company converted from an external service provider for its loan accounting and collections system to an in-house system. If issues with the in-house system arise in the future, we may be unable to acquire Contracts and service the outstanding portfolio. The failure of this system could materially and adversely affect our results of operations, financial condition and cash flows.

We Are Subject to Many Regulations

Our business is subject to numerous federal and state consumer protection laws and regulations, which, among other things:

require us to comply with certain requirements due to our being a publicly traded company;

require us to obtain and maintain certain licenses and qualifications;

limit the interest rates, fees and other charges we are allowed to charge;

limit or prescribe certain other terms of our Contracts;

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require us to protect the privacy of consumer information;

require specific disclosures; and

define our rights to repossess and sell collateral.

We believe that we are in compliance, in all material respects, with all such laws and regulations, and that such laws and regulations have had no material adverse effect on our ability to operate our business. However, we will be materially and adversely affected if we fail to comply with:

applicable laws and regulations;

changes in existing laws or regulations;

changes in the interpretation of existing laws or regulations; or

any additional laws or regulations that may be enacted in the future.

We Are Subject to Litigation Risks

We are party to various legal proceedings, similar to actions brought against other companies in the motor vehicle finance industry and other businesses. Companies in the motor vehicle finance industry have also been named as defendants in an increasing number of class action lawsuits brought by purchasers of motor vehicles and others claiming violation of various federal and state consumer credit, as well as similar and other, laws and regulations.

While we intend to vigorously defend ourselves against such proceedings, there is a chance that our results of operations, financial condition and cash flows could be materially and adversely affected by unfavorable outcomes.

Item 2. Properties

The Company did not own any real property at March 31, 2003. The Company leases approximately 82,000 square feet of office space for its headquarters located in Foothill Ranch, California. The Company also leases office space for its Auto Finance Centers and its Hazelwood, Missouri service center; the average size of an Auto Finance Center is generally four to five thousand square feet. The Hazelwood service center is in approximately 20,000 square feet. One Auto Finance Center is located in the corporate headquarters building.

Item 6. Exhibits and Reports of Form 8-K

(a) Exhibits

| Exhibit Number | Exhibit Title |
|----------------|--|
| 21.1 | Subsidiaries of the Registrant.* |
| 31 | Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002 |
| 32 | Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

* Previously filed.
 (b) Reports on Form 8-K

None.

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SIGNATURE

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.

ONYX ACCEPTANCE CORPORATION

By: /s/ JOHN W. HALL

John W. Hall
*President, CEO and
Principal Executive Officer*

Date: September 19, 2003

By: /s/ DON P. DUFFY

Don P. Duffy
*Executive Vice President,
CFO and Principal Financial Officer*

Date: September 19, 2003

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