HERZFELD CARIBBEAN BASIN FUND INC
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$0.15

Net Income per share - Diluted				
	$0.17	$0.07	$0.31	$0.15
Basic Shares Outstanding				
	5,088,806	5,086,793	5,087,800	5,083,975
Diluted Shares Outstanding				
	5,383,121	5,248,299	5,270,199	5,220,117

See the accompanying notes to the condensed consolidated financial statements.

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ONYX ACCEPTANCE CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY
(IN THOUSANDS)
(UNAUDITED)

	SHARES	COMMON STOCK	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE INCOME NET OF TAX	TOTAL
BALANCE, DECEMBER 31, 2002 (Restated)	5,087	$ 51	$32,652	$27,843	$ 4,367	$64,913
Issuance of Common Stock	8		28			28
Comprehensive income:						
Unrealized loss in securitized assets, net of tax of $1.6 million					(2,260)	(2,260)
Unrealized gain on hedging activities, net of tax of $502 thousand					707	707
Net income				1,653		1,653
Total comprehensive income				1,653	(1,553)	100
BALANCE, JUNE 30, 2003	5,095	$ 51	$32,680	$29,496	$ 2,814	$65,041

See the accompanying notes to the condensed consolidated financial statements.

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ONYX ACCEPTANCE CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	SIX MONTHS ENDED JUNE 30,	
	2003	**2002**
	(Dollars in Thousands)	
OPERATING ACTIVITIES:		
Net cash used in operating activities	$ (35,339)	$ (40,178)
INVESTING ACTIVITIES:		
Cash used for purchases of property and equipment	(703)	(832)
FINANCING ACTIVITIES:		
Proceeds from exercise of employee options	28	4
Payments on capital lease obligations	(299)	(207)
Proceeds from lease refinance		900
Payments on residual lines of credit	(27,777)	(90,498)
Proceeds from drawdown on residual lines of credit	23,500	77,480
Paydown of warehouse lines related to securitizations	(780,102)	(636,223)
Proceeds from warehouse lines	808,602	695,225
Proceeds from issuance of subordinated debt	15,708	4,465
Principal payments on subordinated debt	(4,101)	(1,789)
Net cash provided by financing activities	35,559	49,357
Increase in cash and cash equivalents	(483)	8,347
Decrease in restricted cash	2,173	
Cash and cash equivalents at beginning of period	72	1,135
Cash and cash equivalents at end of period	$ 1,762	$ 9,482

See the accompanying notes to the condensed consolidated financial statements.

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ONYX ACCEPTANCE CORPORATION AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1 NATURE OF OPERATIONS

Onyx Acceptance Corporation, a Delaware Corporation, (Onyx), and its wholly owned special purpose subsidiaries Onyx Acceptance Financial Corporation (OAFC), Onyx Acceptance Funding Corporation (OFC), and Onyx Acceptance Receivables Corporation (OARC), its wholly owned subsidiary, ABNI Inc. (ABNI), and its majority owned subsidiary, Credit Union Acceptance Corporation, (CUAC), (collectively, the Company), is a specialized consumer finance company engaged in the purchase, securitization and servicing of motor vehicle retail installment contracts originated by franchised and select independent automobile dealerships (collectively the Contracts). Onyx was incorporated on August 17, 1993, and commenced operations in February 1994. Onyx provides an independent source to automobile dealers to finance their customers purchases of new and used vehicles. The Company attempts to meet the needs of dealers through consistent buying practices, competitive rates, a dedicated customer service staff, fast turnaround time and systems designed to expedite the processing of credit applications.

RECLASSIFICATION

Certain amounts in the 2002 periods condensed consolidated financial statements have been reclassified to conform to the corresponding 2003 presentation.

NOTE 2 BASIS OF PRESENTATION

The condensed consolidated financial statements included herein are unaudited and have been prepared by Onyx Acceptance Corporation (Onyx or the Company) in accordance with generally accepted accounting principles for interim financial reporting and Securities and Exchange Commission regulations. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the regulations. In the opinion of management, the financial statements reflect all adjustments (all of a normal and recurring nature) which are necessary for a fair statement of the financial position, results of operations and cash flows for the interim period. Operating results for the three and six months ended June 30, 2003 are not necessarily indicative of the results that may be expected for the year ending December 31, 2003. The condensed consolidated financial statements should be read in conjunction with the audited financial statements and footnotes thereto for the year ended December 31, 2002 included in the Company s 2002 Annual Report on Form 10-K and Form 10-K/A.

USE OF ESTIMATES

In conformity with generally accepted accounting principles, management utilizes assumptions and estimates that affect the reported values of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses for each reporting period. The more significant estimates made in the preparation of the Company s condensed consolidated financial statements relate to the credit enhancement assets and the gain on sale of motor vehicle retail installment sales and loan contracts (Contracts). Such assumptions include, but are not limited to, estimates of loan prepayments, defaults, recovery rates and present value discount rates. The Company uses a combination of its own historical experience and expectation of future performance to determine such estimates. Actual results may differ from the Company s estimates due to numerous factors both within and beyond the control of Company management. Changes in these factors could require the Company to revise its assumptions concerning the amount of voluntary prepayments, the frequency and/or severity of defaults and the recovery rates associated with the disposition of repossessed vehicles.

NOTE 3 RESTRICTED CASH

The Company s restricted cash balance may, from time to time, consist of one or more of the following components: funds held in reserve accounts supporting an on balance sheet residual securitization transaction; cash collateral to meet margin requirements related to hedging activities; and cash collateral to cure potential borrowing base deficiencies associated with the Company s warehouse lines.

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NOTE 4 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 enhancement 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.

	June 30, 2003	December 31, 2002
	(In Thousands)	
Gross Contracts held for sale	$202,386	$175,766
Less unearned interest	(931)	(1,265)
Contracts held for sale	201,455	174,501
Dealer participation	(4,632)	(4,148)
Total	$ 196,823	$170,353

As of June 30, 2003, 28% of Contracts held for sale were originated in California, versus 30% as of December 31, 2002. Gross Contracts held for sale includes loan premiums of $2.1 million and $4.0 million as of June 30, 2003 and December 31, 2002, respectively.

NOTE 5 CONTRACTS HELD FOR INVESTMENT

Contracts held for investment are net of a $2.0 million allowance for probable losses at June 30, 2003 and a $1.9 million allowance at December 31, 2002. Amounts held for investment include Contracts that do not qualify for securitizations as a result of delinquency status, minimum balance or minimum remaining term.

Contracts held for investment consist of the following:

	June 30, 2003	December 31, 2002
	(In Thousands)	
Gross Contracts held for investment	$ 9,067	$ 8,430
Less unearned interest	(14)	(24)
Contracts held for investment	9,053	8,406
Allowance	(1,991)	(1,851)
Total	$ 7,062	$ 6,555

NOTE 6 CREDIT ENHANCEMENT ASSETS

SFAS 140 requires that following a transfer of financial assets, an entity is to recognize the assets it controls and the liabilities it has incurred, and derecognize assets for which control has been surrendered and liabilities that have been extinguished.

Credit enhancement assets consisted of the following:

	June 30, 2003	December 31, 2002
	(In Thousands)	
Trust receivables	$ 3,000	$ 3,506
RISA	168,319	173,602
Total	$ 171,319	$ 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 are utilized to project future earnings and are based on historical experience. At the time of securitization, 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. Net credit loss assumptions at the time of securitization range from 3.8% to 4.7% 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 10.75% for the 2003-B securitization. As of June 30, 2003, the discount rates used for valuing RISA on our securitizations ranged from 8.3% to 11.0% and net loss assumptions ranged from 3.7% to 6.4% cumulative.

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During the quarter ended June 30, 2003, the Company recorded an impairment loss of $3.1 million, compared to $3.0 million for the quarter ended June 30, 2002.

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, the credit statistics of the underlying portfolio 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 probable future losses and by discounting to present value.

	June 30, 2003	December 31, 2002
	(In Thousands)	
Estimated net undiscounted RISA earnings	$ 317,178	$ 321,685
Off balance sheet allowance for losses	(117,503)	(109,490)
Discount to present value	(31,536)	(38,593)
Retained interest in securitized assets	$ 168,139	$ 173,602
Outstanding balance of contracts sold through securitizations	$2,686,063	$2,726,878

In January of 2003, the Financial Accounting Standards Board issued the pronouncement, Financial Interpretation Number 46 (FIN 46), Consolidation of Variable Interest Entities. FIN 46 provides guidance in determining which off balance sheet assets, liabilities and obligations should be consolidated with the company s financial statements. The guidance as outlined in FIN 46 provides that asset backed securitizations like those the Company employs are excluded from the consolidation requirements. As they are only off balance sheet transactions the Company is involved with, FIN 46 will not have a material effect on the Company s consolidated financial statements.

NOTE 7 NEW PRONOUNCEMENTS

In May of 2003, the Financial Accounts Standards Board (FASB) issued Statement of Financial Accounting Standards No. 150, (FAS 150) Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity. This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). This Statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of FAS 150 will not have a material effect on the Company s consolidated financial statements.

NOTE 8 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.

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2003	2002	2003	2002
	(Dollars in Thousands, Except Per Share Data)			
Net Income	$ 921	$ 364	$ 1,653	$ 773
Weighted average shares outstanding	5,089	5,087	5,087	5,084
Net effect of dilutive stock options/warrants	294	161	183	136
Diluted weighted average shares outstanding	5,383	5,248	5,270	5,220
Net income per share:				
Basic EPS	$ 0.18	$ 0.07	$ 0.32	$ 0.15
Diluted EPS	$ 0.17	$ 0.07	$ 0.31	$ 0.15

As of June 30, 2003 and 2002, 1.2 million and 1.3 million of combined options and warrants, respectively, were not included in the calculation of full dilution for the respective quarters, as they were anti-dilutive.

NOTE 9 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:

	June 30,	
	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 three and six-month periods ended June 30:

	For the Quarters Ended, June 30,		For the Six Months Ended, June 30,	
	2003	2002	2003	2002
	(Dollars in Thousands, Except Per Share Data)			
Net income, as reported (in thousands)	$ 921	$ 364	$ 1,653	$ 773
	$ 111	$ 97	$ 222	$ 194

Stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects (in thousands)				
Pro forma net income (in thousands)	$ 810	$ 267	$ 1,431	$ 579
Earnings per share:				
Basic as reported	$0.18	$0.07	$ 0.32	$ 0.15
Basic pro forma	$0.16	$0.05	$ 0.28	$ 0.11
Diluted as reported	$0.17	$0.07	$ 0.31	$ 0.15
Diluted pro forma	$0.15	$0.05	$ 0.27	$ 0.11

NOTE 10 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.

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NOTE 11 SUBSEQUENT EVENTS

In July of 2003, the Company completed a securitization in the amount of $400.0 million.

NOTE 12 RESTATEMENT

On August 14, 2003, Management and its independent accountants completed a review of the methodology used by the Company to record and amortize certain loan premiums on Contracts acquired in connection with clean-up calls exercised on the Company s securitization pools. As a result of the review, the Company determined that the premium recorded on the acquisition of certain Contracts in the fourth quarter was overstated (resulting in an overstatement of gain on sale) and that the method used to amortize loan premiums understated the amount of amortization reported in prior periods. The restatement will result in a reduction in earnings by approximately $750,000, net of taxes. The Company will have a corresponding increase in income in the forthcoming quarters as a result of a lower loan premium balance to be amortized. In addition, the Company is recording the amount of impairment recorded on certain trusts, previously recorded in the fourth quarter of 2002, in the third quarter of 2002. This adjustment has no impact on reported net income for the year ended December 31, 2002. The restatement resulted in the following changes to prior period financial statements:

	QUARTER ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30	
	2002	2002	2002	2002
	As reported	Restated	As reported	Restated
	(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS) (UNAUDITED)			
Balance Sheet:				
Credit enhancement, at fair value	$180,870	$180,440	$180,870	$180,440
Contract held for sale	213,698	213,605	213,698	213,605
Total assets	413,219	412,696	413,219	412,696
Other liabilities	29,107	28,890	29,107	28,890
Total liabilities	350,062	349,845	350,062	349,845
Retained earnings	27,375	27,069	27,375	27,069
Total stockholders equity	63,157	62,851	63,157	62,851
Total liabilities and equity	$413,219	412,696	$413,219	$412,696
Income Statement:				
Interest income	$ 10,298	$ 10,145	$ 28,159	$ 28,006
Net interest income	7,453	7,300	19,156	19,003
Gain on sale of contracts, net	3,625	3,255	10,302	9,932
Total Revenues	23,920	23,397	68,930	68,407
Income before Income Taxes	1,097	574	2,417	1,894
Income Taxes	455	238	1,002	785
Net Income	$ 642	$ 336	$ 1,415	$ 1,109
Net Income per share Basic	$ 0.13	$ 0.07	$ 0.28	$ 0.22
Net Income per share Diluted	$ 0.12	$ 0.07	$ 0.27	$ 0.21

	YEAR ENDED DECEMBER 31,		QUARTER ENDED MARCH 31,	
	2002	2002	2003	2003
	As reported	Restated	As reported	Restated
	(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS) (UNAUDITED)			
Balance Sheet:				
Contract held for sale	$171,132	$170,353	$211,565	$210,284
Total assets	367,936	367,157	409,139	407,858
Other liabilities	28,496	28,819	31,055	30,524

Total liabilities	302,567	302,244	341,873	341,342
Retained earnings	28,299	27,843	29,325	28,575
Total stockholders equity	65,369	64,913	67,266	66,516
Total liabilities and equity	$367,936	$367,157	$409,139	$407,858
Income Statement:				
Interest income	$ 38,562	$ 37,992	$ 11,141	$ 10,639
Net interest income	27,027	26,457	8,904	8,402
Gain on sale of contracts, net	13,904	13,695	4,127	4,127
Total Revenues	92,904	92,125	26,269	25,767
Income before Income Taxes	3,997	3,218	1,754	1,252
Income Taxes	1,658	1,335	728	520
Net Income	$ 2,339	$ 1,883	$ 1,026	$ 732
Net Income per share Basic	$ 0.46	$ 0.37	$ 0.20	$ 0.14
Net Income per share Diluted	$ 0.45	$ 0.36	$ 0.20	$ 0.14

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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 $9.5 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.

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.

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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 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 in 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 $0.9 million and $1.7 million for the quarter and six month period ended June 30, 2003, compared to net income of $0.4 million and $0.8 million for the quarter and six month period ended June 30, 2002. The increase in net income for the quarter and six month period 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 residual lines.

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 $8.7 million and $17.1 million for the quarter and six month period ended June 30, 2003, compared to $6.2 million and $11.9 million for the same periods in 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 residual 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 a securitization. The increase in interest income was principally due to a higher average balance of Contracts held on balance sheet coupled with higher finance revenue earned on Contracts held for investment relative to the second quarter of 2002. Partially offsetting these factors were lower effective yields on reacquired contract balances at June 30, 2003 reflecting the amortization of loan premiums. Interest expense associated with borrowings under residual lines secured by RISA totaled approximately $0.9 million and $2.1 million for the quarter and six month period ended June 30, 2003 compared to $2.3 million and $3.8 million for the quarter and six month period ended June 30, 2002. Commercial paper interest expense for the quarter and six month period ended June 30, 2003 was $1.3 million and $2.3 million, respectively, verses $1.3 million and $2.4 million for the quarter and six month period ended June 30, 2002. Finance revenue earned on Contracts held for sale and investment was $4.7 million and $9.3 million for the quarter and six month period ended June 30, 2003 versus $4.4 million and $8.0 million for the same periods in 2002. The table below depicts the major components of net interest income.

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	For the Three Months Ended, June 30,		For the Six Months Ended, June 30,	
	2003	2002	2003	2002
	(Dollars in Thousands)			
Income:				
Finance Revenue (net of participation amortization)	$ 4,668	$ 4,383	$ 9,341	$ 8,008
RISA income	6,163	5,369	12,129	10,052
Total interest income	10,831	9,752	21,470	18,060
Expense:				
Warehouse lines	1,235	1,257	2,274	2,376
Residual lines	933	2,304	2,131	3,782
Total interest expense	2,168	3,561	4,405	6,158
Net interest income	$ 8,663	$ 6,191	$ 17,065	$ 11,902

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.

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. Service fee income was $13.2 million and $26.4 million for the quarter and six month period ended June 30, 2003, compared to $13.0 million and $26.4 million for the same period in 2002. The relatively small change in service fee income reflects the stability in the size of the serviced portfolio. As of June 30, 2003, the Company s serviced portfolio was $2.894 billion, compared to $2.896 billion as of June 2002.

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. The present value of the estimated future excess cash flows is recorded as a credit enhancement asset on the statement of financial condition. The gain recorded in the statement of income is equal to the credit enhancement asset recorded as 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 $8.3 million or 2.1% of the dollar amount of Contracts securitized, compared to a securitization of $400 million during the second quarter of 2002, which resulted in a gain on sale of Contracts totaling $4.5 million or 1.1% of the dollar amount of the Contracts securitized. For the six month period ended June 30, 2003 the Company completed two securitizations in the amount of $800 million for a combined gain of $17.5 million, compared to $775 million with a combined gain of $11 million for 2002. The Company recorded a $3.1 million pre-tax impairment charge on its RISA assets during the second quarter of 2003 with a $3.0 million pre-tax impairment charge for the same period in 2002. For the six months ended June 30, 2003, the Company recorded a combined impairment of $8.2 million, versus $4.4 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 previously recorded gain on sale on the impaired assets. The table below depicts the components of the net gain as reported in the consolidated statements of income.

For the Three Months Ended, June 30		For the Six Months Ended, June 30	
2003	2002	2003	2002
(Dollars in Thousands)			

Gain on Sale	$ 8,266	$ 5,384	$17,485	$11,028
Impairment	(3,061)	(3,002)	(8,153)	(4,351)
Total net gain on sale of Contracts	$ 5,205	$ 2,382	$ 9,332	$ 6,677

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The increase in the gain as a percentage of the Contracts securitized for 2003 was the result of an increase in the weighted average net interest rate spread realized on the 2003-A and 2003-B securitizations. 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 weighted average net interest rate fluctuations are partially reduced through hedging activities. The weighted average net interest rate spread for the 2003-A and 2003-B securitizations was approximately 68 basis points higher than the two securitizations executed during the first and second quarters of 2002, and is attributable to a reduction in the weighted average investor rate paid and costs associated with the execution of securitizations for 2003. For the 2002 securitizations, the weighted average investor rate was 3.51%, compared to 2.28% for the 2003 securitizations. Additionally, the Company reduced its loss assumption to 2.2% for both of the 2003 securitizations, compared to 2.5% for the 2002-A transaction and 2.3% for the 2002-B securitization, in response to the improved portfolio credit statistics realized since the fourth quarter of 2000 when the Company began to target higher credit-quality 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 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 and 2002 securitizations.

	2003-A	2003-B	2002-A	2002-B
Weighted average A.P.R	9.79%	9.14%	10.68%	10.46%
Projected loss rate	(2.21)	(2.20)	(2.50)	(2.32)
Total cost of funds, including investor rate	(5.43)	(4.79)	(6.57)	(6.81)
Net interest rate spread	2.15%	2.15%	1.61%	1.33%

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 $396 thousand and $2.6 million for the quarter and six months ended June 30, 2003, respectively, compared to $(1.8) million and $(1.3) million for the same periods in 2002. The negative provision for credit losses for the quarter and six months ended June 30, 2002, reflects a sales tax refund of approximately $2.0 million. The refund has been treated as a recovery as it relates to pro-rata sales taxes paid by the Company in financing the purchases of vehicles for which the related Contracts have been previously charged-off. The Company plans to pursue additional refunds from applicable states in the forthcoming quarters. During the first quarter of 2003, charges of approximately $1.4 million were incurred in connection with the liquidation of the Company s repossession inventory.

Other Interest Expense. Other interest expense was $1.5 million and $2.7 million for the quarter and six months ended June 30, 2003, respectively, compared to $893 thousand and $1.9 million for the same periods 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 activities under the guidelines of FAS 133. The increase in interest expense for the quarter and six months ended June 30, 2003 was principally due to interest recorded in connection with the Company s renewable notes program launched during the first quarter of 2002. As of June 30, 2002, the balance of renewable notes was approximately $4.4 million, compared to approximately $26.7 million as of June 30, 2003. The weighted average interest rate on the balance of the renewable notes outstanding as of June 30, 2003 was 9.05%. The renewable notes have varying maturities ranging from three months to 10 years.

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Operating Expenses. The Company has made a significant effort to control operating expenses though renegotiation of existing service contracts and the further implementation of technology and automation, including the conversion of its loan accounting and collection systems to an in-house system and the development of an automated front-end credit application system. While these improvements have effectively increased operating efficiencies, the Company has experienced an increase in charges associated with external collection agencies, insurance and legal services creating a combined increase of approximately $2.2 million for the quarter and $1.8 million for the six month period ending June 30, 2003. Total operating expenses were $23.6 million for the quarter ended June 30, 2003 compared to $21.8 million for the same period in 2002. For the six month period ended June 30, 2003, total operating expenses were $44.6 million, compared to $43.0 million of the same period in 2002.

Salaries and Benefits Expense. The Company incurred salary and benefit expenses of $14.0 million and $27.8 million during the quarter and six months ended June 30, 2003, respectively, compared to $14.0 million and $27.4 million during the same periods in 2002. Salary expense decreased to $9.6 million for the quarter ended June 30, 2003, versus $9.8 million for the quarter ended June 30, 2002. The Company reduced its operating staff by approximately 5% since June of 2002 as a result of operating efficiencies gained during the past year. Additionally, the Company consolidated and renegotiated long-term service contracts with temporary staff agencies thereby reducing the related expenses by approximately $436 thousand for the six month period versus the same period in 2002. Decreases in salary and temporary staff charges were partially offset by increases in bonus incentives, annual merit increases and higher health care costs in connection with the Company s benefit plans.

System and Servicing Expense. System and servicing expense was $1.1 million for the quarter ended June 30, 2003, an increase of approximately $0.3 million versus the quarter ended June 30, 2002. For the six months ended June 30, 2003, total system and servicing expense was $2.0 million, compared to $1.4 million for the same period in 2002. Toward the end of the third quarter of 2002, the Company deployed an automated front-end credit application system in an effort to reduce the time commitment to manually input its daily credit applications from its dealer network. The new system effectively eliminated clerical errors associated with the manual process and streamlined the input of credit 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 and $572,000 for the quarter and six months ended June 30, 2003. There were no charges in connection with the system during the six months ended June 30, 2002.

Telephone and Data Line Expenses. Telephone and data line expenses increased to $0.8 million and $1.6 million for the quarter and six months ended June 30, 2003, respectively, from $0.6 million and $1.5 million for the quarter and six months ended June 30, 2002, respectively. As a result of Management s renegotiation of its existing service contracts late in 2001, the Company received refunds from its long-distance service carriers in the first quarter of 2002; the refunds totaled approximately $172,000. Excluding the effects of the refunds, telephone and data line expenses remained materially unchanged versus 2002, as the Company s serviced portfolio remained at approximately $2.9 billion.

Depreciation Expense. Depreciation expense decreased to $0.6 million and $1.3 million for the quarter and six months ended June 30, 2003, respectively, from $0.9 million and $1.9 million for the quarter and six months ended June 30, 2002, respectively. 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 include professional fees, marketing, supplies, facility related charges, collection expenses, insurance fees and credit bureau fees. Other operating expenses were $7.1 million for the quarter ended June 30, 2003 versus $5.5 million for the same period in 2002. For the six months ended June 30, 2003 other operating expenses were $11.9 million, versus $10.9 million for the same period in 2002. The increase in other operating expense stems from higher fees paid to third party repossession agencies, and collection related expenses including insurance and legal fees, as the Company has increased its collection efforts on delinquent borrowers.

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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 second quarters of 2003 and 2002.

FINANCIAL CONDITION

CONTRACTS HELD FOR SALE

Contracts held for sale are presented at the lower of cost or market value and totaled $196.8 million at June 30, 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 $2.0 million allowance for probable losses as of June 30, 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				
	June 30, 2003	**Mar. 31, 2003**	**Dec. 31, 2002**	**Sept. 30, 2002**	**June 30, 2002**
	(Dollars in Thousands)				
Contracts purchased during period	$ 424,575	$ 393,096	$ 389,743	$ 403,199	$ 442,919
Average monthly volume during period	141,525	131,032	129,914	134,399	147,640
Gain on sale of Contracts	8,266	9,219	10,504	8,807	4,536
RISA write-down	3,061	5,092	5,645	5,181	3,002
Contracts securitized during period	400,000	400,000	450,000	450,000	400,000
Servicing portfolio at period end	2,894,435	2,894,883	2,905,968	2,902,674	2,895,511

ASSET QUALITY

The Company monitors and attempts to minimize delinquencies and losses through timely collections and the use of a predictive dialing system. At June 30, 2003, delinquencies represented 1.57% 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 2.19% for the quarter ended June 30, 2003, compared to 2.78% for the quarter ended June 30, 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 Company continues to experience a higher loss rate on its older transactions that have been impacted by the slow-down in the economy and the softening of the used car market, which resulted in lower recovery rates on repossessions.

DELINQUENCY EXPERIENCE OF SERVICED PORTFOLIO

	June 30, 2003	December 31, 2002
	Amount	Amount
	(Dollars in Thousands)	
Serviced portfolio	$2,894,435	$2,905,968
Delinquencies(1)(2)		
30 - 59 days	$ 30,867	$ 51,645

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	June 30, 2003	December 31, 2002
	Amount	Amount
	(Dollars in Thousands)	
60 - 89 days	9,002	14,127
90+ days	5,632	9,118
Total	$45,501	$74,890
Total delinquencies as a percent of Serviced portfolio	1.57%	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 0.54% and 0.61% at June 30, 2003 and December 31, 2002, respectively. Delinquent thirty-plus day Contracts in bankruptcy as a percent of the serviced portfolio were 0.95% and 1.05% at June 30, 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 June 30,		For the Six Months Ended June 30,	
	2003	2002	2003	2002
	(Dollars in Thousands)			
Period end Contracts outstanding	$2,894,435	$2,895,511	$2,894,435	$2,895,511
Average servicing portfolio(1)	$2,892,493	$2,871,633	$2,896,998	$2,864,457
Number of gross charge-offs	3,476	3,535	7,010	6,838
Gross charge-offs	$ 19,092	$ 26,621	$ 41,355	$ 54,879
Net charge-offs(2)	$ 15,836	$ 19,958	$ 34,548	$ 43,880
Annualized net charge-offs as a percent of average Servicing portfolio	2.19%	2.78%	2.39%	3.06%

(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 June 30, 2003, stated as a percentage of the original principal balance.

MONTH	99-A	99-B	99-C	99-D	00-A	00-B	00-C	00-D	01-A
1	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2	0.00%	0.00%	0.01%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
3	0.02%	0.03%	0.03%	0.01%	0.02%	0.02%	0.01%	0.00%	0.00%
4	0.05%	0.07%	0.06%	0.04%	0.04%	0.04%	0.03%	0.02%	0.02%
5	0.11%	0.14%	0.16%	0.09%	0.11%	0.10%	0.06%	0.07%	0.07%
6	0.21%	0.27%	0.28%	0.15%	0.18%	0.17%	0.11%	0.15%	0.12%
7	0.35%	0.43%	0.47%	0.24%	0.37%	0.30%	0.26%	0.26%	0.20%
8	0.49%	0.60%	0.64%	0.43%	0.63%	0.44%	0.41%	0.39%	0.31%
9	0.63%	0.85%	0.83%	0.59%	0.87%	0.67%	0.65%	0.50%	0.47%
10	0.81%	1.07%	1.09%	0.76%	1.05%	0.90%	0.85%	0.65%	0.60%
11	1.04%	1.34%	1.31%	0.99%	1.27%	1.11%	1.08%	0.85%	0.77%
12	1.29%	1.56%	1.47%	1.20%	1.59%	1.38%	1.29%	1.03%	0.95%
13	1.49%	1.79%	1.62%	1.41%	1.82%	1.57%	1.42%	1.25%	1.14%
14	1.72%	1.90%	1.77%	1.52%	2.03%	1.84%	1.65%	1.41%	1.31%
15	1.90%	2.08%	2.00%	1.70%	2.25%	2.08%	1.93%	1.62%	1.47%
16	2.10%	2.23%	2.08%	2.00%	2.48%	2.26%	2.16%	1.86%	1.64%
17	2.26%	2.42%	2.29%	2.17%	2.64%	2.42%	2.42%	2.04%	1.78%
18	2.46%	2.63%	2.48%	2.40%	2.80%	2.69%	2.65%	2.20%	1.96%
19	2.59%	2.71%	2.61%	2.61%	2.98%	2.96%	2.97%	2.41%	2.10%
20	2.71%	2.89%	2.73%	2.87%	3.25%	3.20%	3.25%	2.60%	2.25%
21	2.83%	3.08%	2.92%	3.05%	3.52%	3.44%	3.48%	2.75%	2.36%
22	2.88%	3.21%	3.07%	3.20%	3.69%	3.69%	3.70%	2.92%	2.49%
23	3.03%	3.31%	3.22%	3.33%	3.91%	3.94%	3.95%	3.03%	2.61%
24	3.21%	3.43%	3.32%	3.53%	4.12%	4.18%	4.18%	3.16%	2.75%
25	3.28%	3.55%	3.43%	3.70%	4.32%	4.39%	4.37%	3.32%	2.86%
26	3.34%	3.67%	3.65%	3.88%	4.52%	4.57%	4.54%	3.45%	3.01%
27	3.47%	3.77%	3.79%	4.03%	4.71%	4.74%	4.74%	3.59%	3.12%
28	3.61%	3.88%	3.90%	4.22%	4.87%	4.91%	4.88%	3.71%	3.27%
29	3.67%	4.01%	4.03%	4.42%	5.04%	5.07%	5.03%	3.86%	3.41%
30	3.78%	4.14%	4.19%	4.58%	5.23%	5.22%	5.18%	4.00%	
31	3.85%	4.25%	4.28%	4.71%	5.35%	5.36%	5.33%	4.09%	

32	3.96%	4.37%	4.43%	4.84%	5.48%	5.53%	5.43%	4.20%
33	4.07%	4.49%	4.60%	4.98%	5.61%	5.67%	5.57%	
34	4.18%	4.55%	4.71%	5.11%	5.74%	5.80%	5.67%	
35	4.25%	4.66%	4.83%	5.21%	5.85%	5.91%	5.77%	
36	4.32%	4.79%	4.95%	5.32%	5.96%	6.04%	5.90%	
37	4.37%	4.86%	5.00%	5.46%	6.06%	6.15%		
38	4.44%	4.94%	5.07%	5.55%	6.16%	6.24%		
39	4.51%	5.00%	5.15%	5.63%	6.25%	6.35%		
40	4.56%	5.05%	5.22%	5.71%	6.33%			
41	4.66%	5.12%	5.30%	5.78%	6.41%			
42	4.69%	5.17%	5.36%	5.84%				
43	4.72%	5.21%	5.42%	5.89%				
44	4.77%	5.23%		5.95%				

[Additional columns below]

[Continued from above table, first column(s) repeated]

MONTH	01-B	01-C	01-D	02-A	02-B	02-C	02-D	03-A	03-B
1	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
2	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
3	0.01%	0.00%	0.00%	0.01%	0.00%	0.00%	0.00%	0.00%	
4	0.03%	0.02%	0.02%	0.01%	0.01%	0.01%	0.01%	0.01%	
5	0.10%	0.05%	0.04%	0.02%	0.04%	0.06%	0.03%	0.02%	
6	0.18%	0.11%	0.08%	0.07%	0.10%	0.11%	0.07%	0.07%	
7	0.30%	0.18%	0.14%	0.12%	0.17%	0.17%	0.15%		
8	0.39%	0.29%	0.22%	0.19%	0.23%	0.26%	0.30%		
9	0.50%	0.38%	0.32%	0.26%	0.33%	0.34%	0.37%		
10	0.65%	0.48%	0.44%	0.34%	0.41%	0.42%			
11	0.77%	0.59%	0.51%	0.39%	0.49%	0.51%			
12	0.89%	0.70%	0.59%	0.48%	0.58%	0.60%			
13	1.04%	0.78%	0.69%	0.56%	0.68%				
14	1.19%	0.89%	0.77%	0.64%	0.75%				
15	1.33%	1.00%	0.85%	0.74%	0.84%				
16	1.43%	1.11%	0.94%	0.83%					
17	1.55%	1.23%	1.03%	0.91%					
18	1.67%	1.34%	1.10%	1.00%					
19	1.80%	1.45%	1.19%						
20	1.94%	1.58%	1.30%						
21	2.09%	1.71%	1.39%						
22	2.23%	1.84%							
23	2.35%	1.92%							
24	2.47%	2.02%							
25	2.57%								
26	2.67%								

CREDIT ENHANCEMENT ASSETS

Credit enhancement assets consisted of the following:

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	June 30, 2003	December 31, 2002
	(In Thousands)	
Trust receivables	$ 3,000	$ 3,506
RISA	174,319	173,602
Total	$ 177,319	$ 177,108

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.

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 $35.3 million for the six months ended June 30, 2003, compared to $40.2 million used during the same period in 2002. The change in cash used in operating activities for the period ended June 30, 2003 versus 2002 is principally due to the cash released from securitization spread accounts during the two periods. During the six months ended June 30, 2003 total cash released from securitization spread accounts was $41.4 million, compared to $28.1 million for the six months ended June 30, 2002. This increase was offset by the size of clean-up calls executed on securitizations during the respective periods and the size of securitizations executed relative to the volume of Contracts originated during the warehouse period. During the six months ended June 30, 2003, the Company executed two clean-up calls totaling approximately $74.2 million compared to two clean-up calls totaling $47.2 million during the same period in 2002. Additionally, the Company securitized $800 million in Contracts during the six months ended June 30, 2003 on production volume of $817.7 million, compared to securitizations of $775 million on production volume of $821.1 million during the same period in 2002.

The Company continued to focus its efforts on building and maintaining its dealer relations through its existing branch locations and has not opened any new branches in 2003. 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 $703 thousand and $832 thousand during the six-month periods ended June 30, 2003 and 2002, respectively, were due to the ongoing maintenance and upgrade of the Company s servicing infrastructure.

CP Facilities: As of June 30, 2003, the Company was party to two 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 (Recco), a special purpose subsidiary of the Company, 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 June 30, 2003, the Company, through a special purpose subsidiary of the Company, Onyx Acceptance Funding Corporation (Fundco), had two residual financing facilities: a $35.0 million line with Merrill Lynch International, as buyer (MLI), and Merrill Lynch, Pierce, Fenner & Smith Inc., as agent (Merrill) 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 MLI 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 MLI line matures one year after the date of the loan. The CSFB-Europe line was renewed in October 2002 for a one-year term. The MLI facility was executed in April of 2003.

Residual Securitizatons: As an additional source of funds, the Company has utilized 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 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 then existing residual lines. This transaction generated approximately $75.0 million in proceeds and will be repaid during the third quarter of 2003.

Subordinated Debt: As of June 30, 2003, the Company had outstanding approximately $38.7 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 $26.7 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 June 30, 2003 was 9.05%. 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 June 30, 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 June 30, 2003 and December 31, 2002.

	June 30, 2003	December 31, 2002
	(In millions)	
Total assets	$2,794	$2,805
Total liabilities	$2,687	$2,695

The Company completed one AAA/Aaa rated publicly underwritten asset-backed securitization in the amount of $400 million during the second quarter of 2003. Since 1994, the Company has securitized $9.2 billion of its Contracts in 32 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. The insurance policy has been issued by MBIA Insurance Corporation or a predecessor except for the securitizations executed during the first and third quarters of 2003, which were 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.

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 priced off index 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.

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. The Company identified instances where errors were made in the estimated cash flows and therefore the RISA valuation computations. The absence of adequate information systems and policies/procedures to perform the analysis, valuation and record keeping 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 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 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

The Company held its Annual Meeting of Stockholders on May 29, 2003 (the Meeting). At the Meeting, the stockholders were asked to vote on certain Company proposals.

1. Election of director.

The stockholders elected the director nominee, Don P. Duffy, to serve for a three year term expiring at the Annual Meeting in the year 2006.

	VOTES FOR	VOTES AGAINST	ABSTENTIONS
THE VOTING WENT AS FOLLOWS:	4,667,103	114,308	

2. Ratification of the selection of independent accountants.

The proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company s independent auditors for the fiscal year ending December 31, 2003 was also approved by the stockholders.

	VOTES FOR	VOTES AGAINST	ABSTENTIONS
THE VOTING WENT AS FOLLOWS:	4,765,216	14,995	1,200

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.

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 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 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 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 $3.1 million write-down of the Company s RISA asset stemming from higher than expected losses and delinquency on certain securitizations. 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.

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At times, we securitize 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 a residual securitization 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 June 30, 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.

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 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 have 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 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 and six-month period ended June 30, 2003, the Company recorded an impairment loss of $3.1 million and $8.2 million, respectively, compared to $3.0 million and $4.35 million for the quarter and six-month period ended June 30, 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.

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.

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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.

In July 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;
- 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;

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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 June 30, 2003. The Company s 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
10.131	Master Repurchase Agreement between Merrill Lynch International, as Buyer, Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Agent, and Onyx Acceptance Funding Corporation, as Seller.
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.

(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: August 19, 2003

By: /s/ DON P. DUFFY

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

Date: August 19, 2003

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