EMERGING VISION INC
Form 10-Q
November 15, 2002

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

FORM 10-Q

(Mark one)

[X] Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended September 30, 2002

OR

[ ] Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____________ to _____________

Commission file number: 1-14128

EMERGING VISION, INC.
(Exact name of Registrant as specified in its Charter)

New York	11-3096941
(State of Incorporation)	(IRS Employer Identification No.)

100 Quentin Roosevelt Boulevard
Garden City, New York 11530
(Address of Principal Executive Offices, including Zip Code)

(516) 390-2100
(Registrant's Telephone Number, Including Area Code)

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

Yes X No

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of November 11, 2002, there were 29,740,620 shares of the Registrant's Common Stock, par value $0.01 per share, outstanding.

Item 1. Financial Statements

EMERGING VISION, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Data)

ASSETS

Current assets:
Cash and cash equivalents
Franchise receivables, net of allowance of $1,092 and $3,095, respectively
Other receivables, net of allowance of $51 and $171, respectively
Current portion of franchise notes receivable
Inventories, net
Prepaid expenses and other current assets

Total current assets

Property and equipment, net
Franchise notes and other receivables, net of allowance of $1,122 and $3,326, respectively
Goodwill, net
Other assets

Total assets

LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)

Current liabilities:
Current portion of long-term debt, net
Accounts payable and accrued liabilities
Accrual for store closings (Note 6)
Related party borrowings
Net liabilities of discontinued operations

Total current liabilities

Long-term debt, net (Note 10)

Related party borrowings

Franchise deposits and other liabilities

Contingencies (Note 7)

Shareholders' equity (deficit):
Preferred stock, $0.01 par value per share; 5,000,000 shares authorized:
Senior Convertible Preferred Stock, $100,000 liquidation preference per share; 1 and 3 shares issued and outstanding, respectively
Common stock, $0.01 par value per share; 50,000,000 shares authorized; 29,672,957 and 27,187,309 shares issued, respectively, and 29,490,620 and 27,004,972 shares outstanding, respectively
Treasury stock, at cost, 182,337 shares
Additional paid-in capital

Accumulated deficit	
Total shareholders' equity (deficit)	
Total liabilities and shareholders' equity (deficit)	

The accompanying notes are an integral part of these consolidated balance sheets.

EMERGING VISION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(In Thousands, Except Per Share Data)

	For the Three Months Ended September 30,	
	2002	2001
Revenues:		
Net sales	$ 2,773	$ 2,855
Franchise royalties	1,769	1,938
Net gains from the conveyance of Company-owned store assets to franchisees, and other fees	49	10
Interest on franchise notes receivable	80	203
Other income	136	23
Total revenues	4,807	5,029
Costs and expenses:		
Cost of sales	612	767
Selling, general and administrative expenses	6,031	6,092
Loss from franchised stores operated under management agreements	-	97
Interest expense	59	15
Total costs and expenses	6,702	6,971
Loss from continuing operations before provision for income taxes	(1,895)	(1,942)
Provision for income taxes	-	-
Loss from continuing operations	(1,895)	(1,942)
Discontinued operations (Note 3):		
Income (loss) from discontinued operations	287	(657)
Net income (loss)	$ (1,608)	$ (2,599)

Per share information - basic and diluted (Note 5):		
Loss from continuing operations	$ (0.06)	$ (0.08)
Income (loss) from discontinued operations	0.01	(0.02)
Net income (loss)	$ (0.05)	$ (0.10)
Weighted-average number of common shares outstanding - basic and diluted	29,433	26,951

The accompanying notes are an integral part of these consolidated statements.

EMERGING VISION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(In Thousands)

	For
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Cash flows from operating activities:	
Net loss from continuing operations	$ (
Adjustments to reconcile net loss from continuing operations to net cash used in operating activities:	
Depreciation and amortization	
Provision for doubtful accounts	
Non-cash charges related to options and warrants	
Charges related to long-lived assets	
Changes in operating assets and liabilities:	
Franchise and other receivables	
Inventories	
Prepaid expenses and other current assets	
Other assets	
Accounts payable and accrued liabilities	
Franchise deposits and other liabilities	
Accrual for store closings	
Net cash used in operating activities	(
Cash flows from investing activities:	
Franchise notes receivable issued	
Proceeds from franchise and other notes receivable	
Purchases of property and equipment	

Net cash provided by investing activities	
Cash flows from financing activities:	
Proceeds from the exercise of stock warrants	
Proceeds from borrowings	
Payments on borrowings	(
Acquisition of treasury shares	
Net cash provided by (used in) financing activities	
Net cash used in continuing operations	
Net cash provided by (used in) discontinued operations	
Net decrease in cash and cash equivalents	
Cash and cash equivalents - beginning of period	
Cash and cash equivalents - end of period	$
Supplemental disclosures of cash flow information: Cash paid during the period for:	
Interest	$
Taxes	$
Non-cash investing and financing activities:	
Franchise store assets reacquired	$
Issuance of common shares for consulting services	

The accompanying notes are an integral part of these consolidated statements.

EMERGING VISION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY (UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2002
(In Thousands, Except Share Data)

	Senior Convertible Preferred Stock		Common Stock		Treasury Stock, at cost		Add Pa Ca
	Shares	Amount	Shares	Amount	Shares	Amount	

BALANCE - DECEMBER 31, 2001	3	$ 287	27,187,309	$ 272	182,337	$(204)	$1
Issuance of warrants in connection with financing arrangements (Note 10)	-	-	-	-	-	-	
Issuance of common shares upon conversion of Senior Convertible Preferred Stock (Note 9)	(2)	(213)	235,648	2	-	-	
Exercise of stock warrants (Note 9)	-	-	2,250,000	23	-	-	
Net loss	-	-	-	-	-	-	
BALANCE - SEPTEMBER 30, 2002	1	$ 74	29,672,957	$ 297	182,337	$(204)	$1

The accompanying notes are an integral part of this consolidated statement.

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EMERGING VISION, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1 - BASIS OF PRESENTATION

The accompanying Consolidated Financial Statements of Emerging Vision, Inc. and subsidiaries (collectively, the "Company") have been prepared in accordance with accounting principles generally accepted for interim financial statement presentation and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted for complete financial statement presentation. In the opinion of management, all adjustments for a fair statement of the results of operations and financial position for the interim periods presented have been included. All such adjustments are of a normal recurring nature. This financial information should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in the Company's Annual Report on Form 10-K, as amended, for the year ended December 31, 2001. There have been no changes in significant accounting policies since December 31, 2001.

NOTE 2 - MANAGEMENT'S LIQUIDITY PLANS

As of September 30, 2002 (exclusive of net liabilities of discontinued operations), the Company had negative working capital of $4,681,000 and cash on hand of $601,000. During the nine months ended September 30, 2002, the Company used approximately $1,856,000 of cash in its operating activities. This usage was in line with management's plans and was mainly a result of approximately $680,000 of costs related to the Company's store closure plan (Note 6), a net decrease of $593,000 in accounts payable and accrued liabilities that existed as of December 31, 2001, and $271,000 related to the prepayment of certain other business expenses, offset, in part, by a net decrease of $346,000 in franchise and other receivables. Management anticipates that it will continue to incur significant costs in order to continue to close certain of its non-profitable Company-owned stores, all in its effort to eliminate future cash flow losses currently generated by such stores.

Based on its current financial position, the Company may not have sufficient liquidity available to continue in operation for the next 12 months. However, the Company plans to continue to attempt to improve its cash flows during the remainder of 2002, and into 2003, by improving store profitability through increased monitoring of store-by-store operations, closing non-profitable Company-owned stores, implementing reductions of administrative overhead expenses where necessary and feasible, actively supporting development programs for franchisees, and adding new franchised stores to the system. Management believes that with the successful execution of the aforementioned plans to attempt to improve cash flows, its existing cash, the collection of outstanding receivables, the availability under its existing credit facility (Note 10), and the successful completion of its shareholder rights offering (Note 9), there will be sufficient liquidity available for the Company to continue in operation for the next 12 months. However, there can be no assurance that the Company will be able to successfully execute the aforementioned plans, or that it will be successful in completing its rights offering.

NOTE 3 - DISCONTINUED OPERATIONS

On March 28, 2001, the Board decided that the Company should focus its efforts and resources on growing its retail optical business and, as a result, approved a plan to discontinue all other operations then being conducted by the Company. In connection with this decision, during 2001, the Company completed its plan of disposal of substantially all of the net assets of Insight Laser Centers, Inc. ("Insight Laser") - which operated three laser vision correction centers in the New York metropolitan area, Insight Laser Centers N.Y.I, Inc. (the "Ambulatory Center") - which owned the assets of an ambulatory surgery center located in Garden City, New York, and its Internet Division - which was to provide a web-based portal designed to take advantage of business-to-business opportunities in the optical industry. As a result, the remaining results of operations and cash flows of these divisions have been reflected as discontinued operations in the accompanying Consolidated Financial Statements.

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As of September 30, 2002 and December 31, 2001, net liabilities of discontinued operations of $220,000 and $235,000, respectively, were segregated on the accompanying Consolidated Balance Sheets. In addition, as of September 30, 2002 and December 31, 2001, respectively, approximately $84,000 and $141,000 was accrued as part of accounts payable and accrued liabilities on the accompanying Consolidated Balance Sheets, representing the remaining estimated costs associated with the Company's original plan of disposal, and additional accrued costs associated with the Company's guarantee of certain potential continuing liabilities of the Ambulatory Center (Note 7).

NOTE 4 - SIGNIFICANT ACCOUNTING POLICY - REVENUE RECOGNITION

The Company generally charges franchisees a nonrefundable initial franchise fee. Initial franchise fees are recognized at the time all material services required to be provided by the Company have been substantially performed. Continuing franchise royalty fees are based upon a percentage of the gross revenues generated by each franchised location and are recorded as earned, subject to meeting all of the requirements of SAB 101 described below.

The Company derives its revenues from the following four principal sources:

Net sales - Represents sales from eye care products and related services;

Franchise royalties - Represents continuing franchise fees based upon a percentage of the gross revenues generated by each franchised location;

Net gains from the conveyance of Company-store assets to franchisees - Represents the net gains from the sale of Company-owned store assets to franchisees; and

Interest on franchise notes - Represents interest charged to franchisees pursuant to promissory notes issued in connection with a franchisee's acquisition of the assets of a Sterling Store or a qualified refinancing of a franchisee's obligations to the Company.

The Company recognizes revenues in accordance with SEC Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" ("SAB 101"). Accordingly, revenues are recorded when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the Company's price to the buyer is fixed or determinable, and collectibility is reasonably assured. To the extent that collectibility of royalties and/or interest on franchise notes is not reasonably assured, the Company recognizes such revenue when the cash is received.

The Company also follows the provisions of Emerging Issues Task Force ("EITF") Issue 01-09, "Accounting for Consideration Given by a Vendor to a Customer (Including Reseller of the Vendor's Products)" and, accordingly, accounts for discounts, coupons and promotions (that are offered to its customers) as a direct reduction of sales.

NOTE 5 - PER SHARE INFORMATION

In accordance with Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings Per Share", basic net income (loss) per common share ("Basic EPS") is computed by dividing net income (loss) by the weighted-average number of common shares outstanding. Diluted net income (loss) per common share ("Diluted EPS") is computed by dividing the net income (loss) by the weighted-average number of common shares and dilutive common share equivalents and convertible securities then outstanding. SFAS No. 128 requires the presentation of both Basic EPS and Diluted EPS on the face of the Company's Consolidated Statements of Operations. Common stock equivalents were excluded from the computation for all periods presented, as their impact would have been anti-dilutive.

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The following table sets forth the computation of basic and diluted per share information (in thousands, except per share data):

	For the Three Months Ended September 30,	
	2002	2001
Numerator:		

Loss from continuing operations	$ (1,895)	$ (1,942)
Conversion of Senior Convertible Preferred Stock	-	-
Numerator for basic and diluted per share information - loss attributable to common shareholders	(1,895)	(1,942)
Basic and Diluted:		
Loss attributable to common shareholders	(1,895)	(1,942)
Income (loss) from discontinued operations	287	(657)
Net loss attributable to common shareholders	$ (1,608)	$ (2,599)
Denominator:		
Denominator for basic and diluted per share information - weighted-average number of common shares outstanding	29,433	26,951
Basic and Diluted Per Share Information:		
Loss attributable to common shareholders	$ (0.06)	$ (0.08)
Income (loss) from discontinued operations	0.01	(0.02)
Net loss attributable to common shareholders	$ (0.05)	$ (0.10)

NOTE 6 - PROVISION FOR STORE CLOSINGS

The Company follows the provisions of Emerging Issues Task Force Issue 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity," and in accordance therewith, provides for losses it anticipates incurring with respect to those Company-owned stores that it has identified for future closure, at the time that management makes a formal commitment to any such plan of closure. The provision is recorded at the time the determination is made to close a particular store and is based on the expected net proceeds, if any, to be generated from the disposition of the store's assets, as compared to the carrying value (after consideration of impairment, if any) of such store's assets and the estimated costs (including lease termination costs and other expenses) that are anticipated to be incurred in the closing of the store in question. As of December 31, 2001, the Company had accrued approximately $964,000 (comprised of $766,000 in lease termination costs and $198,000 for other associated expenses) related to its anticipated closure of 11 stores. During the nine months ended September 30, 2002, the Company successfully closed 7 of such stores. During the third quarter of 2002, management made the decision to close an additional 7 Company-owned stores, and as a result, recorded an additional provision of $617,000. As of September 30, 2002, $901,000 remained accrued as accrual for store closings on the accompanying Consolidated Balance Sheet. The Company anticipates completing its closure plan by the end of first quarter of 2003.

NOTE 7 - CONTINGENCIES

Litigation

In 1999, the Company commenced an action in the Supreme Court of the State of New York against Dr. Larry Joel and Apryl Robinson for amounts claimed due by the Company on a series of five separate Negotiable Promissory Notes (the "Notes"). The Notes were issued by corporations owned by the defendants in connection with their purchase of the assets of, and a Sterling Optical Center Franchise for, an aggregate of four of the Company's retail optical stores and an optical laboratory. The repayment of each of the Notes was personally guaranteed by each of the defendants. In response, the defendants asserted counterclaims in excess of $13,000,000 based upon the Company's alleged failure to comply with the terms of an oral, month-to-month consulting agreement between Dr. Joel and the Company, as well as to purchase the assets of various companies owned by Dr. Joel, including Duling Optical and D & K Optical - notwithstanding the fact that the parties failed to agree upon the terms of any such purchase, the parties failed to enter into any written agreement memorializing such a transaction, and the Company subsequently purchased such assets from Norwest Bank (which held a first lien on substantially all of the assets as collateral for various loans made to each of the entities, all of which were then in default) in a private foreclosure sale. In March 2001, the Appellate Division granted the Company's Motion for Summary Judgment on the issue of the defendants' liability, as guarantors of each of such Notes; and, in August 2001, the Court granted the Company's claim for damages in the approximate amount of $800,000, which the Company is seeking to enforce. In November 2001, the defendants each filed for protection under the U.S. Bankruptcy Code and, in February 2002, received a discharge in such proceedings, which the Company is presently attempting to overturn. In addition, in March 2001, the Company filed an additional Motion for Summary Judgment seeking dismissal of all of the defendants' counterclaims; and the defendant, Dr. Joel, thereafter filed a cross-motion seeking a determination that the Company breached the aforementioned oral, month-to-month consulting agreement and that he is, accordingly, entitled to damages of approximately $13,000,000, each of which motions were decided entirely in favor of the Company. Subsequently, on July 2, 2001, the defendants, without counsel, filed an appeal of this decision by the Court, which appeal has not yet been decided. Furthermore, in 1999, Apryl Robinson commenced an action in Kentucky against Larry Joel and the Company seeking an unspecified amount of damages and alleging a myriad of claims, including fraud and misrepresentation. The Company is defending such action and intends to file a motion to dismiss the same based on the decisions in the New York action.

In 1999, Berenter Greenhouse and Webster, the advertising agency previously utilized by the Company, commenced an action, against the Company, in the New York State Supreme Court, New York County, for amounts alleged to be due for advertising and related fees. The amounts claimed by the plaintiff are in excess of $200,000. In response to this action, the Company filed counterclaims of approximately $500,000, based upon estimated overpayments allegedly made by the Company pursuant to the agreement previously entered into between the parties. As of the date hereof, this action was still in the discovery stage.

In April 2000, the Company commenced an action in the Supreme Court of the State of New Jersey against Preit-Rubin, Inc. and Cumberland Mall Associates, the landlord of the former Sterling Optical Store located in Cumberland Mall, Vineland, New Jersey, seeking damages of approximately $200,000 as a result of the defendants alleged wrongful eviction of the Company from this location. In response thereto, the defendants asserted counterclaims of approximately $100,000 plus legal fees based upon the Company's alleged breach of the lease pursuant to which it occupied such store. Thereafter, the defendant filed a motion for summary judgment seeking a dismissal of the Company's claims, which motion was decided by the Court, in a favor of the defendant. As of the date hereof, it is anticipated that a trial of this action will take place in approximately 120 days.

In July 2001, the Company commenced an Arbitration Proceeding in the Ontario Superior Court of Justice, against Eye-Site, Inc. and Eye Site (Ontario), Ltd., as the makers of two promissory notes (in the aggregate original principal amount of $600,000) made by one or more of the makers in favor of the Company, as well as against Mohammed Ali, as the guarantor of the obligations of each maker under each note. The notes were issued by the makers in connection with their acquisition of a Master Franchise Agreement for the Province of Ontario, Canada, as well as their purchase of the assets of, and a Sterling Optical Center Franchise for, four of the Company's retail optical stores then located in Ontario, Canada. In response, the defendants counterclaimed for damages, in the amount of $1,500,000, based upon, among other items, alleged misrepresentations made by representatives of the Company in connection with these transactions. The Company believes that it has a meritorious defense to each counterclaim. As of the date hereof, these proceedings were in the discovery stage.

In February 2002, Kaye Scholer, LLP, the law firm previously retained by the Company as its outside counsel, commenced an action in the New York State Supreme Court seeking unpaid legal fees in the amount of $122,500. As of the date hereof, the Company has answered the Complaint in such action. The Company believes that it has a meritorious defense to such claim.

In May 2002, a class action was commenced in the California Superior Court, Los Angeles County, against the Company and VisionCare of California ("VCC"), a wholly owned subsidiary of the Company, by Consumer Cause, Inc. seeking: (i) a preliminary and permanent injunction enjoining the defendants from their continued alleged violation of the California Business and Professions Code (the "California Code"); and (ii) restitution based upon the defendants' alleged illegal charging of dilation fees during the four year period immediately preceding the date of the plaintiff's commencement of such action. In its complaint, the plaintiff alleges that VCC's employment of licensed optometrists, as well as its operation (under the name Sterling VisionCare) of optometric offices in locations which are usually situated adjacent to the Company's retail optical stores located in the State of California, violates certain provisions of the California Code and seeks to permanently enjoin VCC from continuing to operate in such manner. EVI and VCC intend to vigorously defend this action and believe that they have meritorious defenses to the plaintiff's allegations, which defenses will include a claim that VCC is a Specialized Health Care Maintenance Organization which has been specifically licensed, under the California Knox Keene Health Care Service Plan Act of 1975, to provide the identical services which the plaintiff seeks to enjoin. As of the date hereof, the action has been transferred to the Court located in Orange County, California and is in its preliminary stages.

On August 2, 2002, Sterling Advertising, Inc. ("SAI"), a wholly owned subsidiary of the Company, commenced an action in the New York State Supreme Court, Nassau County, against Harvey Herman Associates, Inc. ("HHA"), an advertising agency previously retained by SAI, seeking damages, in the estimated amount of $150,000, as a result of HHA's alleged failure to provide certain of the services otherwise required of it pursuant to the terms of a certain Client-Agency Agreement, dated July 9, 2001, between SAI and HHA. Thereafter, HHA, on August 6, 2002, commenced an action in the New York State Supreme Court, New York County, against EVI, Sterling Optical and Site For Sore Eyes, seeking damages in the approximate amount of $90,000, based upon one or more additional agreements allegedly entered into between HHA, Site For Sore Eyes and/or Sterling Optical, which, in the opinion of SAI, required HHA to perform certain services which were already included within the scope of the services required to be performed, by HHA, under such Client-Agency Agreement. As of the date hereof, the parties have agreed, in principal, to settle such litigation without the payment of any additional compensation.

On October 29, 2002, an action was commenced against the Company and its wholly owned subsidiary, Sterling Vision of Eastland, Inc. (the "Tenant"), in the North Carolina General Court of Justice, in which Charlotte Eastland Mall, LLC, as the Landlord of the Tenant's former Sterling Optical Center located in Charlotte, North Carolina, is seeking, among other things, damages against the Company, in the approximate amount of $81,000, under its Limited Guaranty of the Tenant's obligations under the Lease for such Center. The Company believes that it has a meritorious defense to such action. As of the date hereof, the Tenant's and the Company's time to answer the complaint has not yet expired.

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In addition to the foregoing, the Company is a defendant in certain lawsuits alleging various claims incurred in the ordinary course of business, certain of which claims are covered by various insurance policies, subject to certain deductible amounts and maximum policy limits. In the opinion of management, the resolution of these claims should not have a material adverse effect, individually or in the aggregate, upon the Company's business or financial condition. Other than as set forth above, management believes that there are no other legal proceedings pending or threatened to which the Company is, or may be, a party, or to which any of its properties are or may be subject, which, in the opinion of management, will have a material adverse effect on the Company.

Guarantees

In connection with the Company's sale of the Ambulatory Center on May 31, 2001 (Note 3), the Company agreed to guarantee certain of the potential ongoing liabilities of the Ambulatory Center. As of December 31, 2001, the Company had accrued $104,000 for estimated guaranteed liabilities in 2002. During the nine months ended September 30, 2002, the Company accrued an additional $120,000 for such estimated guaranteed liabilities in 2002, representing the estimated cash flow losses of the Ambulatory Center through the date hereof, based on information provided by the owner. Although the term of the Company's guarantee (of such liabilities) will not expire until April 2008, its exposure there under may, in the future, be reduced, on a pro-rata basis, based upon the ability of the current owner to attract additional investors who agree to guarantee all or a portion thereof. However, there can be no assurance that such liabilities will be so reduced and, as a result, the Company could in the future continue to incur further costs associated with such guarantee should the Ambulatory Center continue to generate cash flow losses.

As of September 30, 2002, the Company was a guarantor of certain leases of retail optical stores franchised and subleased to its franchisees. In the event that all of such franchisees defaulted on their respective subleases, the Company would be obligated for aggregate lease obligations of approximately $2,443,567.

NOTE 8 - RELATED PARTY TRANSACTIONS

On December 3, 2001 and December 20, 2001, respectively, the Board authorized the Company to borrow $150,000 and $300,000 from Horizons Investors Corp. ("Horizons"), a New York corporation principally owned by a director and principal shareholder of the Company. The loan was payable on demand, together with interest calculated at the prime rate plus 1%. The Company repaid these loans (which aggregated $450,000 as of December 31, 2001), in full, on January 23, 2002 (Note 10).

On December 6, 2001, the Board authorized the Company to borrow $300,000 from Broadway Partners LLC, a partnership owned by certain of the children of certain of the Company's principal shareholders and directors. The loan was payable on demand, together with interest calculated at the prime rate plus 1%. The Company repaid this loan ($300,000 as of December 31, 2001), in full, on January 23, 2002 (Note 10).

Until January 10, 2002, the Company subleased, from a limited liability company owned by certain of the Company's principal shareholders and directors, and shared with Cohen Fashion Optical, Inc. ("CFO"), a retail optical chain owned by certain of the principal shareholders and directors of the Company, and other tenants, an office building located in East Meadow, New York. Occupancy costs were appropriately allocated based upon the applicable square footage leased by the respective tenants of the building. For the year ended December 31, 2001, the Company paid approximately $440,000 for rent and related charges for these offices. On January 10, 2002, the Company relocated to an office building located in Garden City, New York, and entered into a sublease with CFO for one of the two floors then being subleased to CFO. The Company's new annual rent is approximately $163,000. Occupancy costs are being allocated between the Company and CFO based upon the respective square footages being occupied. Management believes that the sublease is at fair market rental value.

In April 2002, the Company sold substantially all of the assets of one of its stores located in New York City, together with all of the capital stock of its wholly-owned subsidiary, Sterling Vision of 125th Street, Inc., which is the tenant under the master lease for such store, to General Vision Services LLC, a retail optical chain owned by certain of the principal shareholders and directors of the Company and members of their respective immediate families, for the sum of $55,000.

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On July 23, 2002, the Board authorized the Company to borrow $300,000 from one of its principal shareholders and directors. The loan was payable on August 10, 2002, together with interest in an amount equal to 1% of the principal amount of such loan. The Company repaid this loan, in full, on August 8, 2002 (Note 10).

In the ordinary course of business, largely due to the fact that the entities occupy office space in the same building, and in an effort to obtain savings with respect to certain administrative costs, the Company and CFO will, at times, share in the costs of minor expenses. Management believes that these expenses have been appropriately accounted for by the Company.

In the opinion of management, all of the above transactions were conducted at "arms-length."

NOTE 9 - SHAREHOLDERS' EQUITY

Issuance of Warrants in Connection with Financing Arrangements

On January 23, 2002, in connection with obtaining its financing arrangements (Note 10), the Company granted Horizons an aggregate of 2,500,000 warrants (1,750,000 of which were immediately exercisable, with the balance vesting in quarterly increments of 250,000, beginning April 22, 2002, subject to any amounts then remaining unpaid under the secured term note and/or credit facility). The warrants had a five-year term and provided for an exercise price of $0.01 per share. The fair value of these warrants (valued using the Black-Scholes model) was approximately $234,000. On May 1, 2002 and July 22, 2002, respectively, Horizons exercised 2,000,000 and 250,000 of such warrants. Additionally, on October 22, 2002, Horizons exercised the final 250,000 of such warrants.

Increase in Authorized Number of Shares of Common Stock

On April 29, 2002, the Board unanimously voted to recommend to the shareholders that the Company's Certificate of Incorporation be amended to increase the number of authorized shares of its Common Stock from 50,000,000 to 150,000,000 shares, and to increase the total number of authorized shares of its capital stock from 55,000,000 to 155,000,000. On July 11, 2002, the Company's shareholders approved of such amendment, which was thereafter filed by the Company.

Shareholder Rights Offering

On April 29, 2002, the Board unanimously approved of the Company's initiation of a shareholder rights offering (the "Rights Offering), whereby the Company would attempt to raise approximately $2,000,000 of gross proceeds. On October 23, 2002, the Company formally announced that it filed a registration statement with the Securities and Exchange Commission in connection with such Rights Offering, as of a record date to be determined. The rights offering will consist of 50,000,000 units, with each unit consisting of one share of the Company's Common Stock, and a warrant, having a term of twelve (12) months, to purchase one additional share of Common Stock at an exercise price equal to the average of the last reported sales price, of the Common Stock, during the ten (10) trading days immediately preceding the closing date of the Rights Offering.

The terms of the Rights Offering will provide that each shareholder will be granted approximately 1.67 non-transferable rights for every share of Common Stock owned as of the record date. Each right will be exercisable for one unit at a price of $0.04, the proceeds of which will be used to repay the amounts outstanding under the Company's existing credit facility and term loan (Note 10), to fund its plan to continue to close non-profitable stores (Note 6) and for general corporate and working capital purposes.

In addition, an over-subscription privilege has been included, allowing shareholders to subscribe for additional units not subscribed for by other shareholders pro rata based on the number of units purchased under the basic subscription privilege. No fractional rights will be issued, but the Company will round the number of rights its shareholders receive down to the nearest whole number.

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Conversion of Senior Convertible Preferred Stock

In April 1998, the Company issued a series of its Preferred Stock, par value $0.01 per share (the "Senior Convertible Preferred Stock"), together with warrants (all of which expired in February 2001) to acquire shares of its Common

Stock. Each share of Senior Convertible Preferred Stock had a liquidation preference of $100,000, and was originally convertible into Common Stock at a price of $5.00 per share. In December 1999, the conversion price was reduced to $0.75 per share for all of the remaining holders of Senior Convertible Preferred Stock. As of December 31, 2001, there were 2.51 shares of Senior Convertible Preferred Stock outstanding with a stated value of $251,000.

On June 8, 2002, one of the remaining two holders of the Company's Senior Convertible Preferred Stock exercised its right to convert an aggregate of $177,736 stated value of Senior Convertible Preferred Stock, into an aggregate of 235,648 shares of the Company's Common Stock.

NOTE 10 - FINANCING ARRANGEMENTS

On January 23, 2002, the Company secured two separate financing arrangements as follows:

Secured Term Note

The Company entered into a secured term note for $1,000,000 with an independent financial institution. This note is repayable in 24 equal monthly installments of $41,666, and bears interest as defined (4.95% at the inception of the note, and subsequently amended on April 1, 2002 to 3.95%). The note is fully collateralized by a $1,000,000 certificate of deposit posted by Horizons, a related party (Note 8), at the same financial institution.

Credit Facility

The Company entered into an agreement with Horizons to borrow up to a maximum of $1,000,000. This credit facility bears interest at the prime rate plus 1% (5.5% as of the date of the loan agreement), provided for an initial advance of $300,000, requires minimum incremental advances of $150,000, matures on January 22, 2004, requires ratable monthly principal and interest payments of each borrowing, is amortizable through the maturity date of the facility, is fully collateralized by a pledge of certain of the Company's qualifying franchise notes, and requires the payment of a facility fee of 2% per annum, payable monthly, on the unused portion of the credit facility.

Simultaneous with obtaining the above financing, the Company repaid its outstanding related party borrowings totaling $750,000, plus interest (Note 8). In consideration for providing access to the credit facility and guaranteeing the term note, the Company granted Horizons an aggregate of 2,500,000 warrants, the fair value of which was $234,000 (Note 9). The net proceeds received were allocated based on the relative fair values of the debt and the warrants. Accordingly, $810,000 was allocated to the debt, and $190,000 was allocated to the warrants as a discount to the debt to be amortized as interest expense over the term of the note (2 years). For the nine months ended September 30, 2002, approximately $63,000 of such discount was amortized and recognized as interest expense in the accompanying Consolidated Statement of Operations.

On August 8, 2002, the Company obtained an additional advance under the credit facility of $300,000, the proceeds of which were used to repay an outstanding related party borrowing (Note 8). As of the date hereof, $517,000 remained available to the Company under the credit facility.

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

This Report contains certain forward-looking statements and information relating to the Company that are based on the beliefs of the Company's management, as well as assumptions made by, and information currently available to, the Company's management. When used in this Report, the words "anticipate", "believe", "estimate", "expect", and similar expressions, as they relate to the Company or the Company's management, are intended to identify forward-looking statements. Such statements reflect the current view of the Company with respect to future events, are not guarantees of future performance and are subject to certain risks and uncertainties. These risks and uncertainties may include: product demand and market acceptance risks; the effect of economic conditions; the impact of competitive products, services and pricing; product development, commercialization and technological difficulties; and the outcome of pending and future litigation. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as "anticipated", "believed", "estimated", or "expected". The Company does not intend to update these forward-looking statements.

Results of Operations

For the Three and Nine Months Ended September 30, 2002, as Compared to the Comparable Periods in 2001

Net sales for Company-owned stores, including revenues generated by the Company's wholly-owned subsidiary, VisionCare of California, a specialized health care maintenance organization licensed by the State of California Department of Managed Health Care, decreased by approximately $82,000 or 2.9% to $2,773,000 for the three months ended September 30, 2002, as compared to $2,855,000 for the comparable period in 2001, and decreased by approximately $748,000, or 8.7% to $7,847,000 for the nine months ended September 30, 2002, as compared to $8,595,000 for the comparable period in 2001. These decreases were primarily due to the lower average number of Company-owned stores in operation during the three and nine months ended September 30, 2002, as compared to the same periods in 2001. These decreases were in line with management's expectations due to the plan to close the Company's non-profitable Company-owned stores.

As of September 30, 2002, there were 186 stores in operation, consisting of 31 Company-owned stores (including 13 Company-owned stores being managed by franchisees) and 155 franchised stores, as compared to 210 stores in operation as of September 30, 2001, consisting of 38 Company-owned stores (including 7 Company-owned stores being managed by franchisees) and 172 franchised stores (including 2 stores being managed by the Company on behalf of franchisees). On a same store basis (for stores that operated as a Company-owned store during both of the three and nine month periods ended September 30, 2002 and 2001), comparative net sales decreased by $146,000, or 9.0%, to $1,473,000 for the three months ended September 30, 2002, as compared to $1,619,000 for the comparable period in 2001, and decreased by $652,000, or 14.8%, to $3,755,000 for the nine months ended September 30, 2002, as compared to $4,407,000 for the comparable period in 2001. Management believes that this decline was a direct result of the general downturn in the economy that has occurred during 2002.

Franchise royalties decreased by $169,000 or 8.7% to $1,769,000 for the three months ended September 30, 2002, as compared to $1,938,000 for the comparable period in 2001, and decreased by $1,112,000 or 17.7% to $5,156,000 for the nine months ended September 30, 2002, as compared to $6,268,000 for the comparable period in 2001. These decreases were primarily a result of a lower average number of franchised stores in operation during the three and nine-month periods ended September 30, 2002 as compared to 2001, as described above.

For the three and nine months ended September 30, 2002, there was $49,000 and $56,000, respectively, of net gains from the conveyance of Company-owned store assets to franchisees (including initial franchise fees). For the three and nine month periods ended September 30, 2001, the Company recognized $10,000 and $132,000, respectively, of such gains and fees. The overall decrease is due to the fact that the Company did not convey to franchisees (and thus did not realize a gain on) any assets of Company-owned stores during the nine months ended September 30, 2002.

Interest on franchise notes receivable decreased by $123,000 or 60.6% to $80,000 for the three months ended September 30, 2002, as compared to $203,000 for the comparable period in 2001, and decreased by $504,000, or 66.5%, to $254,000 for the nine months ended September 30, 2002, as compared to $758,000 for the comparable period in 2001. These decreases were primarily due to numerous franchise notes maturing, principal payments on the balance of franchise notes, and fewer new notes being generated during the three and nine month periods ended September 30, 2002 as compared to the comparable periods in 2001.

Other income increased to $136,000 for the three months ended September 30, 2002, as compared to $23,000 for the comparable period in 2001, and increased to $232,000 for the nine months ended September 30, 2002, as compared to $81,000 for the comparable period in 2001. These increases were primarily due to an increase in certain franchise related fees (related to renewals and/or transfers of franchise agreements) during the three and nine months ended September 30, 2002.

The Company's gross profit margin increased by 4.8%, to 77.9% for the three months ended September 30, 2002, as compared to 73.1% for the comparable period in 2001, and decreased by 2.7%, to 74.3%, for the nine months ended September 30, 2002, as compared to 77.0% for the comparable period in 2001. In an effort to remain competitive with other retail optical chains during the economic downturn in 2002, the Company substantially reduced the selling prices on many of its products, thus causing profit margins to decrease. Further, during the nine months ended September 30, 2002, the Company, largely due to a decrease, from the comparable period in 2001, of its financial resources, was unable to obtain the same discounts from certain of its vendors than in the comparable periods in 2001, and, additionally, was unable to take advantage of certain product purchase discounts tied to prompt payment. During the three months ended September 30, 2002, as compared to the same period in 2001, the Company did experience an increase in its gross profit margin, primarily due to the success of certain sales promotions and a reduction in lab costs in the 3rd quarter of 2002. In the future, the Company's gross profit margin may fluctuate depending upon the extent and timing of changes in the product mix in Company-owned stores, competitive pricing, promotional incentives, and the ability of the Company to take advantage of purchase discounts.

Selling, general and administrative expenses decreased by $61,000, or 1.0%, to $6,031,000 for the three months ended September 30, 2002, as compared to $6,092,000 for the comparable period in 2001, and decreased by 1,298,000, or 8.4%, to $14,199,000 for the nine months ended September 30, 2002, as compared to $15,497,000 for the comparable period in 2001. These decreases were a direct result of the closure of non-profitable Company-owned stores during 2002, management's implementation of reductions of administrative overhead expenses, and closer monitoring of store-by-store and corporate operations, offset by a 3rd quarter provision of $617,000 for the estimated costs of 7 additional planned store closures, and a 3rd quarter provision for doubtful accounts of $618,000 for certain franchise accounts and notes receivable that management deemed to be uncollectible.

The Company has certain outstanding contingent warrants that become exercisable upon the achievement, by the Company, of certain predetermined EBITDA targets. Due to these contingencies, the future valuation of these contingent warrants, if and when they become exercisable, will result in charges to the Company's results of operations in future periods. The significance of these charges, if any, will be dependent upon the fair market value of the Company's Common Stock at the time that the respective EBITDA targets are achieved.

Loss from franchised stores operated under management agreements was $97,000 and $344,000, respectively, for the three and nine months ended September 30, 2001. There was no such loss for the three and nine months ended September 30, 2002, as there are no longer any franchised stores being managed by the Company on behalf of franchisees.

Interest expense increased $44,000, to $59,000 for the three months ended September 30, 2002, as compared to $15,000 for the comparable period in 2001, and increased by $97,000, to $157,000 for the nine months ended September 30, 2002, as compared to $60,000 for the comparable period in 2001. These increases were primarily due to the interest being paid in connection with the related party debt financing obtained in January 2002 (Note 10), and the amortization of the discount associated with such financing.

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Liquidity and Capital Resources

As of September 30, 2002 (exclusive of net liabilities of discontinued operations), the Company had negative working capital of $4,681,000 and cash on hand of $601,000. During the nine months ended September 30, 2002, the Company used approximately $1,856,000 of cash in its operating activities. This usage was in line with management's plans and was mainly a result of approximately $680,000 of costs related to the Company's store closure plan (Note 6), a net decrease of $593,000 in accounts payable and accrued liabilities that existed as of December 31, 2001, and $271,000 related to the prepayment of certain other business expenses, offset, in part, by a net decrease of $346,000 in franchise and other receivables.

For the nine months ended September 30, 2002, cash flows provided by investing activities were $918,000, as compared to $871,000 for the comparable period in 2001. This increase was principally due to a lower amount of purchases of property and equipment, and less franchise notes receivable being issued in favor of the Company.

For the nine months ended September 30, 2002, cash flows provided by financing activities were $334,000, principally due to the $1,300,000 of financing the Company received in January 2002 (Note 10), $300,000 of additional borrowings under the credit facility, and $300,000 of related party borrowings, offset principally by the repayment of a portion of such financing and $1,050,000 of related party borrowings.

On January 23, 2002, the Company secured two separate financing arrangements, as follows:

Secured Term Note

The Company entered into a secured term note for $1,000,000 with an independent financial institution. This note is repayable in 24 equal monthly installments of $41,666, and bears interest as defined (4.95% at the inception of the note, and subsequently amended on April 1, 2002 to 3.95%). The note is fully collateralized by a $1,000,000 certificate of deposit posted by Horizons, a related party, at the same financial institution.

Credit Facility

The Company entered into an agreement with Horizons to borrow up to a maximum of $1,000,000. This credit facility bears interest at the prime rate plus 1% (5.5% as of the date of the loan agreement), provided for an initial advance of $300,000, requires minimum incremental advances of $150,000, matures on January 22, 2004, requires ratable monthly principal and interest payments of each borrowing, is amortizable through the maturity date of the facility, is fully collateralized by a pledge of certain of the Company's qualifying franchise notes, and requires the payment of a facility fee of 2% per annum, payable monthly, on the unused portion of the credit facility.

Simultaneous with obtaining the above financing, the Company repaid outstanding related party borrowings due to Horizons and Broadway totaling $750,000, plus interest. On August 8, 2002, the Company obtained an additional advance under the credit facility of $300,000, the proceeds of which were used to repay an outstanding related party borrowing (Note 8). As of the date hereof, $517,000 remained available to the Company under the credit facility.

Based on its current financial position, the Company may not have sufficient liquidity available to continue in operation for the next 12 months. However, the Company plans to continue to attempt to improve its cash flows during the remainder of 2002, and into 2003, by improving store profitability through increased monitoring of store-by-store operations, closing non-profitable Company-owned stores, implementing reductions of administrative overhead expenses where necessary and feasible, actively supporting development programs for franchisees, and adding new franchised stores to the system. Management believes that with the successful execution of the aforementioned plans to attempt to improve cash flows, its existing cash, the collection of outstanding receivables, the availability under its existing credit facility (Note 10), and the successful completion of its shareholder rights offering (Note 9), there will be sufficient liquidity available for the Company to continue in operation for the next 12 months. However, there can be no assurance that the Company will be able to successfully execute the aforementioned plans, or that it will be successful in completing its rights offering.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company presently has outstanding certain equity instruments with beneficial conversion terms. Accordingly, the Company, in the future, could incur non-cash charges to equity (as a result of the exercise of such beneficial conversion terms), which would have a negative impact on future per share calculations.

The Company is exposed to market risks from potential changes in interest rates as they relate to the Company's investments in highly liquid marketable securities and borrowings under its credit facility and term loan. The Company believes that the level of risk related to its investments and any such borrowings, is not material to the Company's financial condition or results of operations. The Company does not expect to use interest rate swaps or other instruments to hedge its borrowings under its credit facility or term loan.

Item 4. Controls and Procedures

a) Evaluation of Disclosure Controls and Procedures

Based on their evaluation of the Company's disclosure controls and procedures as of a date within 90 days of the filing of this Report, the Co-Chief Operating Officers (one of which is also the Company's Chief Financial Officer) have concluded that such controls and procedures are effective.

b) Changes in Internal Controls

There were no significant changes in the Company's internal controls, or in other factors, that could significantly affect such controls subsequent to the date of their evaluation.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

In April 2000, the Company commenced an action in the Supreme Court of the State of New Jersey against Preit-Rubin, Inc. and Cumberland Mall Associates, the landlord of the former Sterling Optical Store located in Cumberland Mall, Vineland, New Jersey, seeking damages of approximately $200,000 as a result of the defendants alleged wrongful eviction of the Company from this location. In response thereto, the defendants asserted counterclaims of approximately $100,000 plus legal fees based upon the Company's alleged breach of the lease pursuant to which it occupied such store. Thereafter, the defendant filed a motion for summary judgment seeking a dismissal of the Company's claims, which motion was decided by the Court, in a favor of the defendant. As of the date hereof, it is anticipated that a trial of this action will take place in approximately 120 days.

On October 29, 2002, an action was commenced against the Company and its wholly owned subsidiary, Sterling Vision of Eastland, Inc. (the "Tenant"), in the North Carolina General Court of Justice, in which Charlotte Eastland Mall, LLC, as the Landlord of the Tenant's former Sterling Optical Center located in Charlotte, North Carolina, is seeking, among other things, damages against the Company, in the approximate amount of $81,000, under its Limited Guaranty of the Tenant's obligations under the Lease for such Center. The Company believes that it has a meritorious defense to such action. As of the date hereof, the Tenant's and the Company's time to answer the complaint has not yet expired.

Item 2. Changes in Securities and Use of Proceeds

On January 23, 2002, the Company issued warrants to Horizons to purchase an aggregate of 2,500,000 shares of its Common Stock at an exercise price of $0.01 per share, in consideration for providing the Company access to a $1,000,000 credit facility and for guaranteeing a $1,000,000 term note made by the Company in favor of an independent financial institution. On May 1, 2002, July 22, 2002 and October 22, 2002, respectively, Horizons exercised 2,000,000, 250,000 and 250,000 of such warrants, and shares of the Company's Common Stock were issued in their place. The issuance of all of the aforementioned securities was exempt from registration requirements pursuant to an exemption under Section 4(2) of the Securities Act of 1933, as amended.

Item 3. Defaults Upon Senior Securities

Not applicable.

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

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits and Reports on Form 8-K

A. Exhibits

99.1 Certifications of Principal Executive Officers and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

B. Reports on Form 8-K

On August 12, 2002, the Company filed a Report on Form 8-K regarding the appointment of Miller Ellin & Company LLP as its independent public accountants.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

EMERGING VISION, INC.
(Registrant)

BY: /s/ Christopher G. Payan

Christopher G. Payan
Senior Vice President,
Chief Financial Officer and
Co-Chief Operating Officer
(Principal Financial and
Accounting Officer)

Dated: November 14, 2002

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I, Christopher G. Payan, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Emerging Vision, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the period presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusion about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

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

Date: November 14, 2002

/s/ Christopher G. Payan

Christopher G. Payan
Co-Chief Operating Officer and
Chief Financial Officer

I, Myles S. Lewis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Emerging Vision, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the period presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusion about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

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

Date: November 14, 2002

/s/ Myles S. Lewis

Myles S. Lewis
Co-Chief Operating Officer

I, Samuel Z. Herskowitz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Emerging Vision, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the period presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for

establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusion about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

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

Date: November 14, 2002

/s/ Samuel Z. Herskowitz

Samuel Z. Herskowitz
Co-Chief Operating Officer

Exhibit 99.1

Certifications of Principal Executive Officers and Principal Financial Officer

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(Company Letterhead)

Certification of Principal Executive and Financial Officer
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

I, Christopher G. Payan, Co-Chief Operating Officer and Chief Financial Officer (co-principal executive officer and principal financial officer) of Emerging Vision, Inc. (the "Registrant"), certify that to the best of my knowledge, based upon a review of the Quarterly Report on Form 10-Q for the period ended September 30, 2002 of the Registrant (the "Report"):

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Christopher G. Payan

Name: Christopher G. Payan
Date: November 14, 2002

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(Company Letterhead)

Certification of Principal Executive Officer
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

I, Myles S. Lewis, Co-Chief Operating Officer (co-principal executive officer) of Emerging Vision, Inc. (the "Registrant"), certify that to the best of my knowledge, based upon a review of the Quarterly Report on Form 10-Q for the period ended September 30, 2002 of the Registrant (the "Report"):

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Myles S. Lewis

Name: Myles S. Lewis
Date: November 14, 2002

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(Company Letterhead)

Certification of Principal Executive Officer
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

I, Samuel Z. Herskowitz, Co-Chief Operating Officer (co-principal executive officer) of Emerging Vision, Inc. (the "Registrant"), certify that to the best of my knowledge, based upon a review of the Quarterly Report on Form 10-Q for the period ended September 30, 2002 of the Registrant (the "Report"):

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ Samuel Z. Herskowitz

Name: Samuel Z. Herskowitz
Date: November 14, 2002

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