

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

**FORM 10-Q/A**

(Mark One)

- ☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended May 4, 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 33-66342

**COLE NATIONAL GROUP, INC.**  
(Exact name of registrant as specified in its charter)

Delaware	34-1744334
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification no.)
5915 Landerbrook Drive	44124
Mayfield Heights, Ohio	(Zip code)
(Address of principal executive offices)	
(440) 449-4100	
(Registrant’s telephone number, including area code)	

The registrant meets the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and is therefore filing this form in the reduced disclosure format.

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    ☐ NO

All of the outstanding capital stock of the registrant is held by Cole National Corporation.

As of May 31, 2002, 1,100 shares of the registrant’s common stock, \$.01 par value were outstanding.

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**PART I. — FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**COLE NATIONAL GROUP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(Unaudited)  
(Dollars in thousands)

	<b>May 4, 2002</b>	<b>February 2, 2002</b>
Assets		
Current assets:		
Cash and cash equivalents	\$ 62,560	\$ 63,656
Accounts receivable, less allowances of \$5,494 and \$4,008, respectively	46,199	39,544
Current portion of notes receivable	2,795	2,825
Inventories	118,832	111,098
Refundable income taxes	472	502
Prepaid expenses and other	21,712	22,613
Deferred income tax benefits	500	430
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Total current assets	253,070	240,668
Property and equipment, at cost	293,604	291,148
Less — accumulated depreciation and amortization	(172,998)	(169,851)
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Total property and equipment, net	120,606	121,297
Notes receivable, excluding current portion, less allowances of \$4,218 and \$5,209, respectively	3,921	3,899
Deferred income taxes and other assets	48,441	49,371
Intangible assets, net	146,549	146,544
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Total assets	572,587	561,779
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Liabilities and Stockholder's Equity		
Current liabilities:		
Current portion of long-term debt	\$ 44	\$ 54
Account payable	60,752	57,242
Payable to affiliates, net	74,393	73,548
Accrued interest	7,436	6,130
Accrued liabilities	80,475	78,725
Accrued income taxes	907	546
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Total current liabilities	224,007	216,245
Long-term debt, net of discount and current portion	274,346	274,318
Other long-term liabilities	12,046	12,040
Stockholder's equity	62,188	59,176
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Total liabilities and stockholder's equity	\$ 572,587	\$ 561,779
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The accompanying notes to consolidated financial statements are an integral part of these consolidated balance sheets.

**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.

COLE NATIONAL GROUP, INC.

By: /s/ Tracy L. Burmeister  
Tracy L. Burmeister  
Vice President Accounting and Reporting  
(Duly Authorized Officer and  
Principal Accounting Officer)

Date: June 20, 2002