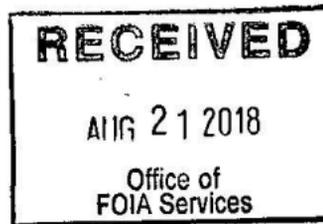


18-02931-FOIA

August 20, 2018

U.S. Securities and Exchange Commission
Office of FOIA Services
100 F Street, NE Mail Stop 2745
Washington, DC 20549-5100



Dear FOIA Office:

Under the Freedom of Information Act (FOIA), we are requesting a copy of the following:

Comment letter (and all related correspondence) to Form 10-K filed April 30, 2003 by CATO CORP
CIK NUM: 18255

Process this request up to our education-use entitlements.

Thank You,

Colleen Honigsberg
Assistant Professor of Law
Stanford Law School

[REDACTED]
[REDACTED]



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
STATION PLACE
100 F STREET, NE
WASHINGTON, DC 20549-2465

Office of FOIA Services

August 23, 2018

By Email: [REDACTED]
Ms. Colleen Honigsberg
Stanford Law School

RE: Freedom of Information Act (FOIA), 5 U.S.C. § 552
Request No. **18-02931-FOIA**

Dear Ms. Honigsberg:

This letter is in response to your request, dated August 20, 2018, and received in this office on August 21, 2018, for information regarding Comment letter (and all related correspondence) to Form 10-K, filed April 30, 2003, by Cato Corp.

The search for responsive records has resulted in the retrieval of 12 pages of records that may be responsive to your request. They are being provided to you with this letter.

If you have any questions, please contact me at fultonc@sec.gov or 202-551-8186. You may also contact me at foiapa@sec.gov or (202) 551-7900. You also have the right to seek assistance from Lizzette Katilius as a FOIA Public Liaison or contact the Office of Government Information Services (OGIS) for dispute resolution services. OGIS can be reached at 1-877-684-6448 or Archives.gov or via e-mail at ogis@nara.gov.

Sincerely,

A handwritten signature in cursive script that reads "Charlotte Fulton".

Charlotte Fulton
FOIA Research Specialist

Enclosures

April 14, 2004

Mail Stop 0308

Mr. John P. Derham Cato,
President, Vice Chairman of the Board and Chief Executive Officer
The Cato Corporation
8100 Denmark Road
Charlotte, North Carolina 28273-5975

Re: Form 10-K Amendment No. 1 for the Year Ended February 1,
2003
Supplemental Response letter dated April 12, 2004
Commission File No. 0-3747

Dear Mr. Cato,

We have reviewed the amended Form 10-K for the year ended February 1, 2003 and your supplemental responses in your letter dated April 12, 2004 and have the following comments.

Form 10-K amendment no. 1, filed April 8, 2004, for the year ended February 1, 2003

Item 15. Exhibits, Financial Statement Schedules and Schedule, page 3

1. Exhibits 31.1 and 31.2 are the Certifications of your Chief Executive Officer and your Chief Financial Officer pursuant to Rules 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934. Please amend.

Exhibits 31.1 and 31.2

2. Please amend the wording used in these Certifications to be the exact wording set forth in Item 601 (B) (31) of Regulation S-K. You may omit the words in paragraph 4 that say "and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)" and all of paragraph 4.(b). Otherwise the wording used in your Certifications should be revised to be exactly like the wording set forth in Item 601 (B) (31) of Regulation S-K. Please revise accordingly. Please note that you should refile the entire Form 10-K when you file your amended Certifications.

Financial Statements

Note 1. Summary of Significant Accounting Policies

General

3. We reviewed your response to prior comment no. 8. Please also disclose in future filings the types of costs that you include in the selling, general and administrative expenses line item.

Earnings Per Share, page 30

4. We reviewed your response to prior comment no. 10. Please disclose in future filings that you include the unvested restricted stock in the computation of diluted EPS using the treasury stock method.

Stock-Based Compensation, page 30

5. We reviewed your response to prior comment no. 11. Please also revise your disclosures in your fiscal 2003 Form 10-K to include in your table the additional reconciling line items required by paragraph 45.c.(2) and (3) of SFAS 123, as amended by SFAS 148. You have disclosed in Note 7 on page 34 that you have recorded compensation expense in each period presented, related to your restricted stock awards, so the requested disclosures appear to be

required.

Recent Accounting Pronouncements, page 30

6. We reviewed your response to prior comment no. 12. Your response indicates that you plan to disclose only that you do not provide any guarantees to third parties. It appears from both your disclosures and your response that you have some guarantees with your subsidiaries and/or between your subsidiaries. Please refer to paragraph 7 of FIN 45 that indicates that while such guarantees are not subject to the initial recognition and initial measurement provisions of the Interpretation, they are subject to its disclosure requirements. Accordingly, please include all of the disclosures required by paragraph 13 of FIN 45 for these guarantees.

Note 2. Short-term Investments, page 32

7. We reviewed your response to prior comment no. 13. Please revise to separately disclose for securities classified as available for sale, the aggregate fair value, the total gains for securities with net gains in accumulated other comprehensive income, and the total losses for securities with net losses in accumulated other comprehensive income, by major security type as of each date for which a statement of financial position is presented. For securities classified as held-to-maturity, please disclose the aggregate fair value, gross unrecognized holding gains, gross unrecognized holding losses, the net carrying amount, and the gross gains and losses in accumulated other comprehensive income for any derivatives that hedged the forecasted acquisition of the held-to-maturity securities, by major security type as of each date for which a statement of financial position is presented. In this regard, you need to classify your securities in the manner required by paragraph 19. a. through g. and also as available for sale or held-to-maturity as well as providing the revised disclosures required by EITF 03-01. Please either provide the disclosures required by paragraph 18.b. of EITF 03-01 for all securities in a loss position or tell us supplementally why you believe such disclosures are not required. Please also provide all of the disclosures required by paragraphs 19 through 21 of SFAS 115, as amended. Certain of these disclosures are not included in your proposed disclosures presented in your response to prior comment no. 13. Refer to also to SFAS 133, Appendix D for revisions to paragraphs 19 through 21 of SFAS 115.

Note 8. Employee Benefit Plans, page 35

8. Please disclose how you determine the expense and amounts accrued for your self-insured workers' compensation and general liability obligations. Also, disclose the amount of expense reflected in each period for which an income statement is presented and the amounts reflected in your balance sheets relating to these plans. Your proposed additional disclosure only indicates claims paid in each year. If claims paid represents the expense recorded in your financial statements, please tell us how recording these amounts on a cash basis is in accordance with GAAP.

Please file an amendment to the Form 10-K in response to comments no. 1 and 2. Provide a cover letter keying your responses to all of the comments, and provide any requested supplemental information and proposed revised disclosures. If you believe that complying with the comments is not appropriate, tell us why in your letter. We may have comments after reviewing your revised materials and your responses.

Any questions regarding the above accounting comments may be directed to Sondra Snyder at (202) 942-1827 or, in her absence, to the undersigned at (202) 942-1774. Questions on other disclosure issues may be directed to H. Christopher Owings, Assistant Director at (202) 942-1900.

Sincerely,

Rufus G. Decker
Assistant Chief Accountant

The Cato Corporation
April 14, 2004
Page 4

May 12, 2004

Mail Stop 0308

Mr. John P. Derham Cato,
President, Vice Chairman of the Board and Chief Executive Officer
The Cato Corporation
8100 Denmark Road
Charlotte, North Carolina 28273-5975

Re: Form 10-K for the Year Ended January 31, 2004
Commission File No. 1-31340

Dear Mr. Cato,

We have performed a targeted review of your Form 10-K for the year ended January 31, 2004 and have the following comments.

Form 10-K for the year ended January 31, 2004

Management's Discussion and Analysis, page 11

1. Your disclosure about your credit revenue in the third paragraph on page 11 refers the reader to Note 14 of your Consolidated Financial Statements for a schedule of credit related expenses; however, there is no Note 14 included in your financial statements as filed. Please revise the disclosure or the financial statements or both as appropriate.

Financial Statements

Note 1. Summary of Significant Accounting Policies

General

2. We reviewed your response to prior comment no. 3. We are unable to locate the proposed disclosures regarding the types of costs that you include in the selling, general and administrative expenses line item in your Form 10-K for the year ended January 31, 2004. Please revise or advise.

3. Please revise to provide segment information for your reportable segments or tell us supplementally why such information is not required. Refer to SFAS 131.

4. Please revise to provide Selected Quarterly Financial Data. Refer to Item 302 of Regulation S-K.

Recent Accounting Pronouncements, page 30

5. We reviewed your response to prior comment no. 6. We are unable to locate the proposed disclosures regarding your guarantees with your subsidiaries and/or between your subsidiaries in your Form 10-K for the year ended January 31, 2004. Please revise or advise.

Note 7. Financing Arrangements, page 32

6. We note that you now have long-term debt. Please provide the five year maturity schedule required by SFAS 47, paragraph 10. Please also disclose long-term debt in your Selected Financial Data.

Note 12. Income Taxes, page 37

7. Your disclosure in this note appears to be incomplete as only a part of the significant components of your deferred tax assets and liabilities are presented and the reconciliation of the effective income tax rate to the statutory tax rate has not been provided. Please revise or advise.

Schedule II Valuation and Qualifying Accounts and Reserves

8. Please revise to provide this schedule as it is listed in the index to your financial statements and referred to in the report of your independent auditor. It is not currently included in the filing.

Please respond to these comments within 10 business days, or tell us when you will provide us with a response. You should file an amendment to your Form 10-K in response to these comments. Provide a cover letter keying your responses to these comments, and tell us where your revised disclosures may be found in the amended filing. If you believe that complying with the comments is not appropriate, tell us why in your letter. Detailed letters greatly facilitate our review. Please file your response letter on EDGAR as a correspondence file. Please understand that we may have additional comments after reviewing your revised materials and your responses to our comments.

Any questions regarding the above accounting comments may be directed to Sondra Snyder at (202) 942-1827 or, in her absence, to the undersigned at (202) 942-1774. Questions on other disclosure issues may be directed to H. Christopher Owings, Assistant Director at (202) 942-1900.

Sincerely,

Rufus G. Decker
Assistant Chief Accountant

The Cato Corporation
May 28, 2004
Page 3

April 14, 2004

Mail Stop 0308

Mr. John P. Derham Cato,
President, Vice Chairman of the Board and Chief Executive Officer
The Cato Corporation
8100 Denmark Road
Charlotte, North Carolina 28273-5975

Re: Form 10-K Amendment No. 1 for the Year Ended February 1,
2003
Supplemental Response letter dated April 12, 2004
Commission File No. 0-3747

Dear Mr. Cato,

We have reviewed the amended Form 10-K for the year ended February 1, 2003 and your supplemental responses in your letter dated April 12, 2004 and have the following comments.

Form 10-K amendment no. 1, filed April 8, 2004, for the year ended February 1, 2003

Item 15. Exhibits, Financial Statement Schedules and Schedule, page 3

1. Exhibits 31.1 and 31.2 are the Certifications of your Chief Executive Officer and your Chief Financial Officer pursuant to Rules 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934. Please amend.

Exhibits 31.1 and 31.2

2. Please amend the wording used in these Certifications to be the exact wording set forth in Item 601 (B) (31) of Regulation S-K. You may omit the words in paragraph 4 that say "and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)" and all of paragraph 4.(b). Otherwise the wording used in your Certifications should be revised to be exactly like the wording set forth in Item 601 (B) (31) of Regulation S-K. Please revise accordingly. Please note that you should refile the entire Form 10-K when you file your amended Certifications.

Financial Statements

Note 1. Summary of Significant Accounting Policies

General

3. We reviewed your response to prior comment no. 8. Please also disclose in future filings the types of costs that you include in the selling, general and administrative expenses line item.

Earnings Per Share, page 30

4. We reviewed your response to prior comment no. 10. Please disclose in future filings that you include the unvested restricted stock in the computation of diluted EPS using the treasury stock method.

Stock-Based Compensation, page 30

5. We reviewed your response to prior comment no. 11. Please also revise your disclosures in your fiscal 2003 Form 10-K to include in your table the additional reconciling line items required by paragraph 45.c.(2) and (3) of SFAS 123, as amended by SFAS 148. You have disclosed in Note 7 on page 34 that you have recorded compensation expense in each period presented, related to your restricted stock awards, so the requested disclosures appear to be

required.

Recent Accounting Pronouncements, page 30

6. We reviewed your response to prior comment no. 12. Your response indicates that you plan to disclose only that you do not provide any guarantees to third parties. It appears from both your disclosures and your response that you have some guarantees with your subsidiaries and/or between your subsidiaries. Please refer to paragraph 7 of FIN 45 that indicates that while such guarantees are not subject to the initial recognition and initial measurement provisions of the Interpretation, they are subject to its disclosure requirements. Accordingly, please include all of the disclosures required by paragraph 13 of FIN 45 for these guarantees.

Note 2. Short-term Investments, page 32

7. We reviewed your response to prior comment no. 13. Please revise to separately disclose for securities classified as available for sale, the aggregate fair value, the total gains for securities with net gains in accumulated other comprehensive income, and the total losses for securities with net losses in accumulated other comprehensive income, by major security type as of each date for which a statement of financial position is presented. For securities classified as held-to-maturity, please disclose the aggregate fair value, gross unrecognized holding gains, gross unrecognized holding losses, the net carrying amount, and the gross gains and losses in accumulated other comprehensive income for any derivatives that hedged the forecasted acquisition of the held-to-maturity securities, by major security type as of each date for which a statement of financial position is presented. In this regard, you need to classify your securities in the manner required by paragraph 19. a. through g. and also as available for sale or held-to-maturity as well as providing the revised disclosures required by EITF 03-01. Please either provide the disclosures required by paragraph 18.b. of EITF 03-01 for all securities in a loss position or tell us supplementally why you believe such disclosures are not required. Please also provide all of the disclosures required by paragraphs 19 through 21 of SFAS 115, as amended. Certain of these disclosures are not included in your proposed disclosures presented in your response to prior comment no. 13. Refer to also to SFAS 133, Appendix D for revisions to paragraphs 19 through 21 of SFAS 115.

Note 8. Employee Benefit Plans, page 35

8. Please disclose how you determine the expense and amounts accrued for your self-insured workers' compensation and general liability obligations. Also, disclose the amount of expense reflected in each period for which an income statement is presented and the amounts reflected in your balance sheets relating to these plans. Your proposed additional disclosure only indicates claims paid in each year. If claims paid represents the expense recorded in your financial statements, please tell us how recording these amounts on a cash basis is in accordance with GAAP.

Please file an amendment to the Form 10-K in response to comments no. 1 and 2. Provide a cover letter keying your responses to all of the comments, and provide any requested supplemental information and proposed revised disclosures. If you believe that complying with the comments is not appropriate, tell us why in your letter. We may have comments after reviewing your revised materials and your responses.

Any questions regarding the above accounting comments may be directed to Sondra Snyder at (202) 942-1827 or, in her absence, to the undersigned at (202) 942-1774. Questions on other disclosure issues may be directed to H. Christopher Owings, Assistant Director at (202) 942-1900.

Sincerely,

Rufus G. Decker
Assistant Chief Accountant

The Cato Corporation
April 14, 2004
Page 4

February 11, 2004

Mail Stop 0308

Mr. John P. Derham Cato,
President, Vice Chairman of the Board and Chief Executive Officer
The Cato Corporation
8100 Denmark Road
Charlotte, North Carolina 28273-5975

Re: Form 10-K for the Year Ended February 1, 2003
Form 10-Q for the Period Ended November 1, 2003
Commission File No. 0-3747

Dear Mr. Cato,

We have reviewed only those portions of the above referenced documents relating to Management's Discussion and Analysis and financial information and have the following comments.

Form 10-K for the Year Ended February 1, 2003

General

1. For comment no. 4 below, you should file an amendment to your Form 10-K within the next ten business days. For the remaining comments, where a comment below requests additional disclosures or other revisions to be made, please show us in your supplemental response what the revisions will look like. These revisions should be included in your future filings.

Management's Discussion and Analysis, page 12

2. You discuss gross margin dollars, which you define as retail sales less cost of goods sold. Please also discuss your credit segment revenues and related costs in Management's Discussion and Analysis.

Critical Accounting Policies, page 12

3. Your critical accounting policies section should expand upon your footnote disclosures and not simply refer back to them, as you do now. Please also disclose whether you have discussed your critical accounting estimates with your audit committee. For each critical accounting policy or estimate, please discuss the likelihood of materially different reported results if different assumptions or conditions were to prevail. To the extent practicable and meaningful, you should quantify the effect changes in assumptions and estimates would have on your overall financial performance. See SEC Release No. 34-45149.

Independent Auditor's Report, page 24

4. Please make arrangements with your auditors to have them sign their report. The independent auditor's consent should be similarly revised. Refer to Rule 2-01 of Regulation S-X.

Financial Statements

Consolidated Statements of Income, page 25

5. Please disclose in a footnote all of the disclosures required by SAB Topic 8.B. for your finance/credit card operations. In doing so, please disclose all of the expenses related to revenues generated from these operations, including the line items that they are included in. Tell us supplementally whether any of your credit cards are offered through a third party credit card provider and whether you securitize any of your credit card receivables.

6. Please disclose the components and related amounts included in the interest and other income, net line item in a footnote in table format or on the face of the statement of income. In doing so, please present interest income and interest expense on a gross basis as well.

Note 1. Summary of Significant Accounting Policies

General

7. Please disclose your revenue recognition policy for your credit segment. Please also disclose your accounting policy regarding allowances for credit losses.

8. Please disclose the types of amounts that you include in the cost of goods sold line item and the types of amounts that you include in the selling, general and administrative expenses line item. Please also tell us whether you include inbound freight charges, purchasing and receiving costs, inspection costs, warehousing costs, internal transfer costs, and the other costs of your distribution network in the cost of goods sold line item. If you currently exclude a portion of these costs from cost of goods sold, please also disclose:

* in a footnote the line items that these excluded costs are included in and the amounts included in each line item for each period presented, and

* in MD&A that your gross margins may not be comparable to those of other entities, since some entities include all of the costs related to their distribution network in cost of goods sold and others like you exclude a portion of them from gross margin, including them instead in selling, general and administrative expenses.

9. Please disclose the specific nature and timing of allowances and credits received from vendors and other entities. Please disclose your accounting policy for consideration received from a vendor in connection with the purchase or promotion of the vendor's products, such as slotting fees, payments under buydown agreements, co-operative advertising fees, and other consideration. Disclose the statement of income line item in which each of these types of payments is included. For any amounts netted against expense line items other than cost of goods sold, also disclose the amounts netted against each expense line item for each period presented. Please also revise your MD&A to discuss the changes in these payments between periods and how they impacted the related statement of income line items. See EITF 02-16.

Earnings Per Share, page 30

10. Please disclose how you treat unvested restricted shares in arriving at the denominators used in computing both basic EPS and diluted EPS. If you include unvested restricted shares in computing basic EPS, please supplementally tell us your basis for doing so under SFAS 128. Please also disclose, by type of potentially dilutive security, the number of additional shares that could potentially dilute basic EPS in the future that were not included in the computation of diluted EPS, because to do so would have been anti-dilutive for the periods presented. See paragraph 40.c. of SFAS 128.

Stock-based Compensation, page 30

11. You disclose you apply APB 25 and related interpretations in accounting for your stock option plans and that no compensation expense was recognized for stock-based compensation where the option price of the stock approximated the fair market value of the stock on the date of grant. Please confirm that the option price was at least equal to the grant date fair value of the underlying stock for all option grants or revise your financial statements to reflect compensation expense for the difference. If all of your option prices equal or exceed the grant date fair value then revise your disclosure to be clearer in this regard. Please also include in your table the additional reconciling line items required by paragraphs 45.c.(2) and (3) of SFAS 123, as amended by SFAS 148.

Recent Accounting Pronouncements, page 30

12. You have stated that while you have some guarantees with your subsidiaries you do not believe that any additional disclosure is required. Please refer to paragraph 7 of FIN 45 that indicates that while such guarantees are not subject to the initial recognition and initial measurement provisions of the Interpretation they are subject to its disclosure requirements. Accordingly, please include all of the disclosures required by paragraph 13 of FIN 45.

Note 2. Short-term Investments, page 32

13. Please disclose your realized and unrealized gains and losses on a gross basis. See paragraphs 19 to 21 of SFAS 115. Please also show us what new disclosures you intend to include in complying with EITF 03-1.

Note 7. Stockholders' Equity, page 33

14. Please disclose for each period presented the amount of the

reclassification adjustments for each classification of other comprehensive income. See paragraph 20 of SFAS 130.

Note 8. Employee Benefit Plans

15. Please disclose the terms of the employee health plan benefits for which you are self-insured, including whether the plan is a defined benefit plan or a defined contribution plan. You should disclose the amounts related to your benefit obligations including the amount of expense reflected in each period for which a statement of income is presented and the amounts reflected in your balance sheets related to such plans. Also disclose the significant assumptions involved in determining expense, claims payable and claims incurred but not reported. You should disclose the amount of plan assets included in the VEBA trust at each year-end.

16. Please disclose how you record liabilities and expenses related to your self-insurance for workers' compensation and general liability claims as well.

Note 9. Leases, page 36

17. Please disclose how you account for (a) step rent provisions and escalation clauses and (b) capital improvement funding and other lease concessions, which may be present in your leases. If, as we assume, they are taken into account in computing your minimum lease payments and the minimum lease payments are recognized on a straight-line basis over the minimum lease term, the note should so state. If our assumption is incorrect, please tell us how your accounting complies with SFAS 13 and FTB 88-1. Please also see paragraph 5.n. of SFAS 13, as amended by SFAS 29, which discusses how lease payments that depend on an existing index or rate, such as the consumer price index or the prime interest rate should be included in your minimum lease payments.

Schedule II Valuation and Qualifying Accounts, page 38

18. Please include a column for your allowance for sales returns in Schedule II.

Form 10-Q for the Period Ended November 1, 2003

General

19. The comments on the Form 10-K should be complied with in the Form 10-Q as well, to the extent applicable.

Please file an amendment to the Form 10-K in response to comment no.

4. Provide a cover letter keying your responses to all of the comments, and provide any requested supplemental information and proposed revised disclosures. If you believe that complying with the comments is not appropriate, tell us why in your letter. We may have comments after reviewing your revised materials and your responses.

Any questions regarding the above accounting comments may be directed to Sondra Snyder at (202) 942-1827 or, in her absence, to the undersigned at (202) 942-1774. Questions on other disclosure issues may be directed to H. Christopher Owings, Assistant Director at (202) 942-1900.

Sincerely,

Rufus G. Decker
Assistant Chief Accountant

The Cato Corporation
February 11, 2004
Page 6