EMERGING VISION INC
Form 10-Q
August 14, 2003

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 June 30, 2003

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 _____

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes _____ No X

As of August 11, 2003, there were 79,890,620 outstanding share of the Registrant's Common Stock, par value $0.01 per share.

Item 1. Financial Statements

EMERGING VISION, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Data)

	J (Un
ASSETS	
Current assets:	
Cash and cash equivalents	$
Franchise receivables, net of allowance of $1,023 and $1,063, respectively	
Other receivables, net of allowance of $125 and $101, respectively	
Current portion of franchise notes receivable, net of allowance of $453 and $442, respectively	
Inventories, net	
Prepaid expenses and other current assets	--
Total current assets	--
Property and equipment, net	
Franchise notes and other receivables, net of allowance of $972 and $1,486, respectively	
Goodwill	
Other assets	--
Total assets	$
	==
LIABILITIES AND SHAREHOLDERS' DEFICIT	
Current liabilities:	
Current portion of long-term debt	$
Accounts payable and accrued liabilities	
Accrual for store closings	
Related party borrowings	
Net liabilities of discontinued operations	--
Total current liabilities	--
Long-term debt	--
Related party borrowings	--
Franchise deposits and other liabilities	--
Commitments and Contingencies (Note 10)	
Shareholders' 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 share issued and outstanding	
Common stock, $0.01 par value per share; 150,000,000 shares authorized; 80,072,957 and 29,422,957 shares issued, respectively, and 79,890,620 and 29,740,620 shares outstanding, respectively	
Treasury stock, at cost, 182,337 shares	
Additional paid-in capital	
Accumulated deficit	(
	--

Total shareholders' deficit	
Total liabilities and shareholders' 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 June 30, 2003	2002	
Revenues:			
Net sales	$ 1,692	$ 2,084	$
Franchise royalties	1,596	1,690	
Other franchise related fees	25	7	
Interest on franchise notes receivable	44	89	
Other income	32	66	
Total revenues	3,389	3,936	
Costs and expenses:			
Cost of sales	145	626	
Selling, general and administrative expenses	2,637	3,648	
Interest expense	96	59	
Total costs and expenses	2,878	4,333	
Income (loss) from continuing operations before provision for income taxes	511	(397)	
Provision for income taxes	-	-	
Income (loss) from continuing operations	511	(397)	
Discontinued operations (Note 3):			
Income (loss) from discontinued operations	2	(120)	
Net income (loss)	$ 513	$ (517)	$
Per share information - basic and diluted (Note 5):			
Income (loss) from continuing operations	$ 0.01	$ (0.02)	$
Income (loss) from discontinued operations	0.00	0.00	
Net income (loss)	$ 0.01	$ (0.02)	$

Weighted-average number of common shares outstanding -			
Basic	72,668	28,396	5
	========	========	==
Diluted	79,161	28,396	5
	========	========	==

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

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

	For
	20
Cash flows from operating activities:	
Income (loss) from continuing operations	$ 1
Adjustments to reconcile income (loss) from continuing operations to net cash used in operating activities:	
Depreciation and amortization	
Provision for doubtful accounts	
Amortization of debt discount	
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 issuance of common stock upon exercise of options	
Proceeds from borrowings	
Payments on borrowings	(1
Net proceeds from Rights Offering	1

Net cash provided by financing activities	
Net cash provided by (used in) continuing operations	
Net cash used in discontinued operations	
Net increase (decrease) in cash and cash equivalents	
Cash and cash equivalents - beginning of period	
Cash and cash equivalents - end of period	$ 1
Supplemental disclosures of cash flow information:	
Cash paid during the period for:	
Interest	$
Taxes	$

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

EMERGING VISION, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF SHAREHOLDERS' DEFICIT
FOR THE SIX MONTHS ENDED JUNE 30, 2003
(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, 2002	1	$ 74	29,922,957	$ 299	182,337	$(204)	$1
Exercise of stock options	-	-	150,000	2	-	-	
Issuance of common shares in connection with Rights Offering (Note 7)	-	-	50,000,000	500	-	-	
Issuance of warrants in connection with Rights Offering (Note 7)	-	-	-	-	-	-	
Net income	-	-	-	-	-	-	
BALANCE - JUNE 30, 2003 (Unaudited)	1	$ 74	80,072,957	$ 801	182,337	$(204)	$1

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

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 for the year ended December 31, 2002. There have been no changes in significant accounting policies since December 31, 2002.

NOTE 2 - MANAGEMENT'S LIQUIDITY PLANS:

As of June 30, 2003 (exclusive of net liabilities of discontinued operations), the Company had reduced its negative working capital from $4,632,000 (as of December 31, 2002) to $2,298,000, and had cash on hand of $1,208,000. During the six months ended June 30, 2003, the Company used $343,000 of cash in its operating activities. This usage was a result of a decrease in the accrual for store closings of $611,000 (Note 6), a decrease of $434,000 in franchise deposits and other liabilities, a decrease of $663,000 in accounts payable and accrued liabilities, and a net increase of $189,000 in franchise and other receivables, offset, in part, by income from continuing operations of $1,092,000. Management anticipates that it will continue to make significant payments against existing liabilities associated with the closure of non-profitable Company-owned stores.

Management plans to continue to improve its cash flows during 2003 by improving store profitability through increased monitoring of store-by-store operations, continuing to implement reductions of administrative overhead expenses where necessary and feasible, actively supporting development programs for franchisees, and continuing to add new franchise stores to the system. Management believes that with the successful execution of the aforementioned plans to improve cash flows, its existing cash, and the collection of outstanding receivables, there will be sufficient liquidity available for the Company to continue in operation through the third quarter of 2004. However, there can be no assurance that management will be able to successfully execute the aforementioned plans.

NOTE 3 - DISCONTINUED OPERATIONS:

As of June 30, 2003, there was approximately $359,000 of expenses associated with the Company's discontinued operations accrued as part of accounts payable and accrued liabilities on the accompanying Consolidated Balance Sheet. The majority of this amount (of which $225,000 was provided for during the six months ended June 30, 2003) relates to certain potential ongoing liabilities that the Company agreed to guarantee in connection with its sale of Insight Laser Centers N.Y.I., Inc. (the "Ambulatory Center") (Note 7).

NOTE 4 - SIGNIFICANT ACCOUNTING POLICIES:

Stock-Based Compensation

In December 2002, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards ("SFAS") No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure - an amendment of SFAS No. 123." This Statement amends SFAS No. 123, "Accounting for Stock-Based Compensation", to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based

employee compensation. In addition, this Statement amends the disclosure requirements of SFAS No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. The Company has adopted the provisions of SFAS No. 148 prospectively from January 1, 2003.

Prior to 2003, the Company accounted for stock-based employee compensation under the recognition and measurement provisions of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations. No stock-based compensation cost is reflected in the 2002 net loss, as all options granted to employees had an exercise price equal to the market value of the underlying common stock on the date of grant. Stock-based compensation cost of approximately $1,000 is reflected in the 2003 net income as a result of the grant, on May 30, 2003, of an aggregate of 700,000 stock options to each of the Company's directors and Co-Chief Operating Officers. The following table illustrates the effect on net income (loss) and net income (loss) per share as if the fair value-method had been applied to all outstanding and unvested awards in each period:

	Three Months Ended June 30, (In thousands)		Six (I
	2003	2002	2003
Net income (loss) - as reported	$ 513	$ (517)	$ 87
Deduct: Total stock-based employee compensation expense determined under fair value method for all awards	(61)	(1,081)	(85
Pro forma net income (loss)	$ 452	$(1,598)	$ 1
Earnings per share:			
Basis and diluted - as reported	$ 0.01	$ (0.02)	$ 0.0
Basis and diluted - pro forma	$ 0.01	$ (0.06)	$ 0.0

Revenue Recognition

The Company 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 royalty fees based upon a percentage of the gross revenues generated by each franchised location;

Other franchise related fees - Represents certain fees collected by the Company under the terms of franchise agreements (including, but not limited to, initial franchise fees, transfer fees and renewal fees).

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 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

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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.

In addition, the Company 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 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 totaling 9,894,656 were excluded from the computation for the three and six months ended June 30, 2002, as their impact would have been anti-dilutive. Common stock equivalents totaling 9,069,324 (of an aggregate of 59,769,324 and 59,069,324 for the six and three months ended June 30, 2003, respectively) were excluded from the computation for the three and six months ended June 30, 2003, as their impact would have been anti-dilutive.

The following table sets forth the computation of basic and diluted per share information:

	For the Three Months Ended June 30, (In thousands)		For th (
	2003	2002	2003
Numerator:			
Income (loss) from continuing operations	$ 511	$ (397)	$ 1,0
Income (loss) from discontinued operations	2	(120)	(2
Net income (loss)	$ 513	$ (517)	$ 8
Denominator:			
Weighted average common shares outstanding	72,668	28,396	51,2
Dilutive effect of:			
Stock options	36	-	
Warrants issued in connection with Rights Offering	6,457	-	4,8
Weighted average common shares outstanding, assuming dilution	79,161	28,396	56,1
Basic and Diluted Per Share Information:			
Income (loss) from continuing operations	$ 0.01	$ (0.02)	$ 0.
Income (loss) from discontinued operations	0.00	0.00	0.
Net income (loss)	$ 0.01	$ (0.02)	$ 0.

NOTE 6 - RELATED PARTY TRANSACTION:

On April 4, 2003, the Board of Directors authorized the Company to borrow $100,000 from one of its principal shareholders and directors. The loan was payable immediately after the closing of the Company's Rights Offering (Note 7), together with interest in an amount equal to 1% of the principal amount of such loan. The Company repaid this loan, in full, on April 22, 2003, with a portion of the proceeds from the Rights Offering.

NOTE 7 - SHAREHOLDER RIGHTS OFFERING:

On February 12, 2003, a registration statement filed by the Company in connection with its shareholder rights offering (the "Rights Offering") was declared effective by the Securities and Exchange Commission. The Rights Offering consisted 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 12 months, to purchase one additional share of Common Stock at an exercise price of $0.05, which was determined based on certain closing price and volume requirements during the subscription period.

The terms of the Rights Offering provided that each shareholder was granted 1.67 non-transferable rights for every share of Common Stock owned as of the record date, February 25, 2003. Each right was exercisable for one unit at a price of $0.04, the proceeds of which were to be used to repay the amounts outstanding under the Company's existing credit facility and secured term note (Note 11), to fund the completion of its store closure plan (Note 9), and for general corporate and working capital purposes.

On April 14, 2003, the subscription period ended and the Company completed the Rights Offering. Approximately 92,700,000 units were subscribed for in the Rights Offering, and, as a result, 50,000,000 new shares of Common Stock, and warrants to purchase 50,000,000 additional shares of Common Stock, were issued, resulting in gross proceeds of $2,000,000. The issuance costs associated with the Rights Offering were approximately $141,000. The net proceeds received in the Rights Offering (approximately $1,859,000) were allocated based on the relative fair values of the Common Stock and the warrants. Accordingly, approximately $1,338,000 was allocated to the Common Stock and approximately $521,000 was allocated to the warrants.

NOTE 8 - OFFER TO ACQUIRE OUTSTANDING CAPITAL STOCK:

On June 6, 2003, the Company received an unsolicited offer, from Horizons Investors Corp. ("Horizons"), Drs. Robert and Alan Cohen, and certain of the Cohen family members (the "Offering Group"), to acquire all of the outstanding capital stock of the Company.

The offer provides that the Offering Group would purchase all of the outstanding Common Stock of the Company for a price per share of $0.07 (the "Offered Price"), payable in cash, and that holders of vested employee options and warrants would be entitled to receive, in cash, the difference, if a positive number, between the Offered Price and the exercise price of such options and warrants.

Horizons, Drs. Robert and Alan Cohen and certain of the Cohen family members are the holders of, in the aggregate, approximately seventy-four (74%) percent of the Company's outstanding Common Stock, and Drs. Robert and Alan Cohen, and Benito R. Fernandez, a principal shareholder of Horizons Investors Corp., are members of the Board of Directors of the Company.

The Company is in the process of evaluating the Offering Group's offer but has not yet made any determinations with respect thereto.

NOTE 9 - ACCRUAL FOR STORE CLOSINGS:

Effective January 1, 2003, the Company adopted the provisions of SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," which supercedes Emerging Issues Task Force Issue 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity." In accordance therewith, the Company records a liability for a cost associated with an exit or disposal activity when the liability is incurred. Prior to January 1, 2003, a provision was recorded at the time the determination was made to close a particular store and was 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 were anticipated to be incurred in the closing of the store in question. As of December 31, 2002, the Company had accrued approximately $1,109,000 related to its anticipated closure of 11 stores. During the six months ended June 30, 2003, the Company successfully closed ten of such stores. As of June 30, 2003, $498,000 remained as an accrual for store closings on the accompanying Consolidated Balance Sheet. The Company anticipates completing its closure plan by the end of the third quarter of 2003. No additional provision was provided during the six months ended June 30, 2003.

NOTE 10 - COMMITMENTS AND CONTINGENCIES:

Litigation

In 1999, Apryl Robinson commenced an action in Kentucky against, among others, the Company, seeking an unspecified amount of damages and alleging numerous claims, including fraud and misrepresentation. The claims that are the subject of this action were subsequently tried in an action in New York that resulted in a judgment in favor of the Company, and against Ms. Robinson and Dr. Larry Joel, a co-defendant in such action. Subsequently, Ms. Robinson and Dr. Joel filed for bankruptcy in Kentucky, and the Company is proceeding with its efforts to enforce its judgment against Ms. Robinson and Dr. Joel.

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. In May 2003, the Company and Preit-Rubin settled the action, the terms of which provide, in material part, that the Company pay Preit-Rubin the aggregate sum of $187,500 and, upon the parties' full performance of their respective obligations under such settlement, the action will be dismissed with prejudice.

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 the makers' 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 of approximately $122,000. 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, Inc. ("VCC"), a wholly owned subsidiary of the Company, by Consumer Cause, Inc., seeking a preliminary and permanent injunction enjoining the defendants from their continued alleged violation of the California Business and Professions Code (the "California Code"), and restitution based upon the defendants' alleged

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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 alleged 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 was seeking to permanently enjoin VCC from continuing to operate in such manner. On motion of the Company, which included a claim that VCC is a specialized Health Care Maintenance Organization that has been specifically licensed, under the California Knox Keene Health Care Service Plan Act of 1975, as amended, to provide the identical services that the plaintiff was seeking to enjoin, the court dismissed this action, with prejudice, and without liability to the Company. In April 2003, the plaintiff filed a Notice of Appeal of the decision of the lower court dismissing this action. The Company intends to vigorously pursue its opposition of this appeal.

In August 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 the Company, seeking damages in the approximate amount of $90,000, based upon one or more additional agreements allegedly entered into between HHA and SAI, 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.

In October 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, these proceedings were in the discovery stage.

In November 2002, ADD of North Dakota, ADD of Jamestown, Inc., each former franchisees of the Company, and Aron Dinesen, their principal shareholder, commenced an action against the Company, in the United States District Court, District of North Dakota, Southeastern Division, alleging, among other things, that the Company breached certain of its obligations under each of their respective Franchise Agreements. In response thereto, the defendant asserted counterclaims based upon the defendants alleged breach of each such franchise agreement and of certain of the other agreements executed by the defendants in connection therewith. The Company believes that it has a meritorious defense to plaintiffs' claims in such action. The Company's time to answer the Complaint has not yet expired.

In December 2002, Pyramid Champlain Company ("Pyramid") commenced an action against the Company, in the Supreme Court of the State of New York, Onondaga County, in which Pyramid, as the landlord of the Company's former Sterling Optical Center located in Plattsburg, New York, is seeking, among other things, damages against the Company, in the approximate amount of $230,000, under the lease for such Center. The Company believes that it has a meritorious defense to such action. There was pending a motion, by Pyramid, to grant Pyramid partial summary judgment on certain of its claims raised in said action, which motion was denied by the Court. Both Pyramid and the Company have until the end of September 2003 to complete discovery as it relates to this action.

On or about January 15, 2003, Wells Fargo Financial Leasing, Inc. commenced an action against the Company, in the United States District Court, Eastern District of New York, as the lessor of certain office equipment allegedly leased to the Company, and is seeking therein, among other things, damages against the Company, in the approximate amount of $100,000, in respect of claims arising under such lease. In August 2003, the Company and Wells Fargo settled the action, the terms of which provide, in material part, that the Company pay Wells Fargo the aggregate sum of $75,000 and, upon the parties' full performance of their respective obligations under such settlement, the action will be dismissed with prejudice.

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On or about May 12, 2003, General Electric Capital Corporation commenced an action against Sterling Vision of California, Inc. and the Company, in the Supreme Court of the State of New York, County of Nassau, as the lessor of certain office equipment allegedly leased to Sterling Vision of California, Inc., and is seeking therein, among other things, damages against the Company, in the approximate amount of $266,000, in respect of claims arising under such lease. On June 3, 2003, the plaintiff's motion for an order of seizure and preliminary injunction, which was not opposed by the defendants, was granted by the Court. The defendants believe that they have a meritorious defense to such action. As of the date hereof, these proceedings were in the discovery stage.

On May 20, 2003, Irondequoit Mall, LLC commenced an action against the Company and Sterling Vision of Irondequoit, Inc. alleging, among other things, that the Company had breached its obligations under its guaranty of the lease for the former Sterling Optical store located in Rochester, New York. The defendants believe that they have a meritorious defense to such action. As of the date hereof, these proceedings were in the discovery stage.

On May 21, 2003, SMB Operating Company, LLC, the landlord of the Company's former Sterling Optical store located in Edina, Minnesota, commenced an action against the Company and its subsidiary, Sterling Vision of Southdale, Inc., alleging that the Company had breached its obligations under its guaranty of the lease for such store. The defendants believe that they have a meritorious defense to such action. As of the date hereof, the defendants' time to answer

the complaint has not yet expired.

On or about July 1, 2003, Eighth Street Tower Corporation commenced an action against the Company, in the District Court of the County of Hennepin, State of Minnesota, in which the plaintiff, as the Landlord of the Company's former Sterling Optical store located in Minneapolis, Minnesota, is seeking, among other things, damages against the Company, in the approximate amount of $50,000, under the lease for such store. The Company believes that it has a meritorious defense to such action. As of the date hereof, these proceedings were in the discovery stage.

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 to, which, in the opinion of management, will have a material adverse effect on the Company. Additionally, with respect to the landlord-tenant actions described herein, the Company has already accounted for the estimated possible costs (including possible judgments) associated with such actions as part of the accrual for store closings as of June 30, 2003.

Guarantees

In connection with the Company's sale of the Ambulatory Center on May 31, 2001 (Note 2), the Company agreed to guarantee certain of the potential ongoing liabilities of the Ambulatory Center. As of December 31, 2002, the Company had accrued $159,000 for estimated guaranteed liabilities in 2002. During the six months ended June 30, 2003, the Company accrued an additional $225,000 for such estimated guaranteed liabilities, representing the estimated cash flow losses of the Ambulatory Center through June 30, 2003, based on information provided by the owner. Although the term of the Company's guarantee (of such liabilities) will not expire until April 2008, the Company's exposure hereunder 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 June 30, 2003, 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 $7,234,000.

Executive Compensation

On May 30, 2003, the Compensation Committee (the "Committee") of the Board granted 100,000 stock options to each of the three Co-Chief Operating Officers of the Company. The options have an exercise price of $0.05, a term of 10 years, and are immediately exercisable. One of the Co-Chief Operating Officers (who is also the Company's Chief Financial Officer) has an employment agreement that

provides for an incentive bonus based on the Company's achievement of certain EBITDA targets, as defined in his agreement. The Committee also resolved that each of the Company's two other Co-Chief Operating Officers would also receive an incentive bonus based on substantially the same terms as provided to the other Co-Chief Operating Officer, pursuant to his employment agreement.

NOTE 11 - FINANCING ARRANGEMENTS:

In January 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 was repayable in 24 equal monthly installments of $41,666, and beared interest as defined (4.95% at the inception of the note, and subsequently amended on April 1, 2002 to 3.95%). The note was fully collateralized by a $1,000,000 certificate of deposit posted by Horizons, 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 beared 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, required minimum incremental advances of $150,000, was to mature on January 22, 2004, required ratable monthly principal and interest payments of each borrowing, was amortizable through the maturity date of the facility, was fully collateralized by a pledge of certain of the Company's qualifying franchise notes, and required the payment of a facility fee of 2% per annum, payable monthly, on the unused portion of the credit facility.

In consideration for providing access to the credit facility and posting collateral for the term note, the Company granted Horizons an aggregate of 2,500,000 warrants, the fair value of which was $234,000. 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 six months ended June 30, 2003, approximately $103,000 (representing the entire remainder of the discount) was amortized and recognized as interest expense in the accompanying Consolidated Statement of Operations. On April 22, 2003, with a portion of the proceeds from its Rights Offering, the Company paid off $417,000 and $407,000, respectively, representing, at that time, the remaining principal amounts due under the secured term note and 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/is 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, among other items: 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 Six Months Ended June 30, 2003, as Compared to the Comparable Period in 2002

Net sales for Company-owned stores, including revenues generated by the Company's wholly-owned subsidiary, VisionCare of California, Inc., a specialized health care maintenance organization licensed by the State of California Department of Managed Health Care, decreased by approximately $392,000, or 18.8%, to $1,692,000 for the three months ended June 30, 2003, as compared to $2,084,000 for the comparable period in 2002, and decreased by approximately $1,465,000, or 28.9%, to $3,609,000 for the six months ended June 30, 2003, as compared to $5,074,000 for the comparable period in 2002. These decreases were primarily due to the lower average number of Company-owned stores in operation during the three and six months ended June 30, 2003, as compared to the same periods in 2002. This decrease was in line with management's expectations due to the closing of non-profitable Company-owned stores.

As of June 30, 2003, there were 173 stores in operation, consisting of 13 Company-owned stores (including 6 Company-owned stores being managed by franchisees) and 159 franchised stores, as compared to 187 stores in operation as of June 30, 2002, consisting of 31 Company-owned stores (including 10 Company-owned stores being managed by franchisees) and 156 franchised stores. On a same store basis (for those stores that the Company will continue to operate as Company-owned stores), comparative net sales increased by $51,000, or 6.7%, to $814,000 for the three months ended June 30, 2003, as compared to $763,000 for the comparable period in 2002, and decreased by $45,000, or 2.6%, to $1,678,000 for the six months ended June 30, 2003, as compared to $1,723,000 for the comparable period in 2002. Management believes that the year-to-date decline was a direct result of the general downturn in the economy, offset by a slight improvement of business late in the second quarter.

Franchise royalties decreased by $94,000, or 5.6%, to $1,596,000 for the three months ended June 30, 2003, as compared to $1,690,000 for the comparable period in 2002, and decreased by $190,000, or 5.6%, to $3,197,000 for the six months ended June 30, 2003, as compared to $3,387,000 for the comparable period in 2002. These decreases were primarily a result of a lower average number of franchised stores in operation during the three and six month periods ended June 30, 2003 as compared to 2002, offset by a slight increase in franchise sales for the stores that were open during both of the comparable periods.

For the three and six months ended June 30, 2003, there were $25,000 and $206,000 of other franchise related fees, respectively. For the three and six

month periods ended June 30, 2002, the Company recognized $7,000 of such fees. These increases were directly attributable to the Company entering into ten new franchise agreements during the six months ended June 30, 2003.

Interest on franchise notes receivable decreased by $45,000, or 50.6%, to $44,000 for the three months ended June 30, 2003, as compared to $89,000 for the comparable period in 2002, and decreased $81,000, or 46.6%, to $93,000 for the six months ended June 30, 2003, as compared to $174,000 for the comparable period in 2002. These decreases were primarily due to numerous franchise notes maturing during the past 12 months and only one new note being generated during the three and six month periods ended June 30, 2003, as compared to the comparable periods in 2002.

Excluding revenues generated by the Company's wholly-owned subsidiary, VisionCare of California, Inc., the Company's gross profit margin increased by 14.4%, to 83.2%, for the three months ended June 30, 2003, as compared to 68.8% for the comparable period in 2002, and increased by 4.8%, to 76.7% for the six months ended June 30, 2003, as compared to 71.9% for the comparable period in 2002. These increases were mainly a result of improved inventory management and control, improved purchasing at lower average product costs, and improved discounts obtained in 2003 from certain of the Company's vendors. Additionally, during the three months ended June 30, 2003, the Company settled liabilities with certain of its vendors at lower amounts than originally anticipated, which had a positive effect on its gross profit margin. 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, and promotional incentives.

Selling, general and administrative expenses decreased by $1,011,000, or 27.7%, to $2,637,000 for the three months ended June 30, 2003, as compared to $3,648,000 for the comparable period in 2002, and decreased by $2,744,000, or 33.6%, to $5,424,000 for the six months ended June 30, 2003, as compared to $8,168,000 for the comparable period in 2002. These decreases were primarily due to management's plan to reduce administrative expenses, where necessary and feasible, and to close non-profitable Company-owned stores. Included in these decreases were reductions in salaries and related expenses of $270,000 and $900,000, facility and other overhead charges of $621,000 and $1,686,000, and professional fees of $95,000 and $150,000 for the three and six-month periods ended June 30, 2003, respectively.

Interest expense increased by $37,000, to $96,000, for the three months ended June 30, 2003, as compared to $59,000 for the comparable period in 2002, and increased by $59,000, to $157,000, for the six months ended June 30, 2003, as compared to $98,000 for the comparable period in 2002. These increases were primarily due to the amortization of the debt discount associated with the full payment of the Company's debt to Horizons and North Fork Bank.

Liquidity and Capital Resources

As of June 30, 2003 (exclusive of net liabilities of discontinued operations), the Company had reduced its negative working capital from $4,632,000 (as of December 31, 2002) to $2,298,000, and had cash on hand of $1,208,000. During the six months ended June 30, 2003, the Company used $343,000 of cash in its operating activities. This usage was a result of a decrease in the accrual for store closings of $611,000 (Note 6), a decrease of $434,000 in franchise deposits and other liabilities, a decrease of $663,000 in accounts payable and accrued liabilities, and a net increase of $189,000 in franchise and

other receivables, offset, in part, by income from continuing operations of $1,092,000. Management anticipates that it will continue to make significant payments against existing liabilities associated with the closure of non-profitable Company-owned stores.

For the six months ended June 30, 2003, cash flows provided by investing activities were $143,000, as compared to $799,000 for the comparable period in 2002. This was principally due to the maturing of numerous of the Company's franchise notes receivable during the past twelve months and early repayment of four franchise notes during the three months ended June 30, 2002.

For the six months ended June 30, 2003, cash flows provided by financing activities were $760,000, principally due to the completion of the shareholder rights offering, offset by the repayment of the Company's debt financing and related party borrowings.

In April 2003, the Company completed its shareholder rights offering, resulting in net proceeds of $1,859,000. With a portion of the proceeds, the Company paid off $417,000, $407,000 and $100,000, respectively, representing the remaining principal amounts due under a secured term note, a credit facility and a director loan.

Management plans to continue to improve its cash flows during 2003 by improving store profitability through increased monitoring of store-by-store operations, continuing to implement reductions of administrative overhead expenses where necessary and feasible, actively supporting development programs for franchisees, and continuing to add new franchise stores to the system. Management believes that with the successful execution of the aforementioned plans to improve cash flows, its existing cash, and the collection of outstanding receivables, there will be sufficient liquidity available for the Company to continue in operation through the third quarter of 2004. However, there can be no assurance that management will be able to successfully execute the aforementioned plans.

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.

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 the end of the period covered by this Quarterly Report on Form 10-Q, the Co-Chief Operating Officers (one of which is also the Company's Chief Financial Officer) have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by the Company in such reports is accumulated and communicated to the Company's management, including the Co-Chief Operating Officers, as appropriate to allow timely decisions regarding required disclosure.

b) Changes in Internal Controls

There were no changes that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

On or about May 12, 2003, General Electric Capital Corporation commenced an action against Sterling Vision of California, Inc. and the Company, in the Supreme Court of the State of New York, County of Nassau, as the lessor of certain office equipment allegedly leased to Sterling Vision of California, Inc., and is seeking therein, among other things, damages against the Company, in the approximate amount of $266,000, in respect of claims arising under such

lease. On June 3, 2003, the plaintiff's motion for an order of seizure and preliminary injunction, which was not opposed by the defendants, was granted by the Court. The defendants believe that they have a meritorious defense to such action. As of the date hereof, these proceedings were in the discovery stage.

On May 20, 2003, Irondequoit Mall, LLC commenced an action against the Company and Sterling Vision of Irondequoit, Inc. alleging, among other things, that the Company had breached its obligations under its guaranty of the lease for the former Sterling Optical store located in Rochester, New York. The defendants believe that they have a meritorious defense to such action. As of the date hereof, these proceedings were in the discovery stage.

On May 21, 2003, SMB Operating Company, LLC, the landlord of the Company's former Sterling Optical store located in Edina, Minnesota, commenced an action against the Company and its subsidiary, Sterling Vision of Southdale, Inc., alleging that the Company had breached its obligations under its guaranty of the lease for such store. The defendants believe that they have a meritorious defense to such action. As of the date hereof, the defendants' time to answer the complaint has not yet expired.

In May 2003, the Company and Preit-Rubin settled their action, the terms of which provide, in material part, that the Company pay Preit-Rubin the aggregate sum of $187,500 and, upon the parties' full performance of their respective obligations under such settlement, the action will be dismissed with prejudice.

On or about July 1, 2003, Eighth Street Tower Corporation commenced an action against the Company, in the District Court of the County of Hennepin, State of Minnesota, in which the plaintiff, as the Landlord of the Company's former Sterling Optical store located in Minneapolis, Minnesota, is seeking, among other things, damages against the Company, in the approximate amount of $50,000, under the lease for such store. The Company believes that it has a meritorious defense to such action. As of the date hereof, these proceedings were in the discovery stage.

In August 2003, the Company and Wells Fargo settled their action, the terms of which provide, in material part, that the Company pay Wells Fargo the aggregate sum of $75,000 and, upon the parties' full performance of their respective obligations under such settlement, the action will be dismissed with prejudice.

Item 2. Changes in Securities and Use of Proceeds

Not applicable.

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

31.1 Certification of Co-Chief Operating Officer and Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14 and 15d-14

31.2 Certification of Co-Chief Operating Officer pursuant to Securities Exchange Act Rules 13a-14 and 15d-14

31.3 Certification of Co-Chief Operating Officer pursuant to Securities Exchange Act Rules 13a-14 and 15d-14

32.1 Certification of Co-Chief Operating Officers and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

B. Reports on Form 8-K

On April 25, 2003, the Company filed a Report on Form 8-K regarding the issuance of a press release, on April 24, 2003, regarding the announcement of the completion of its shareholder rights offering.

On June 19, 2003, the Company filed a Report on Form 8-K regarding the issuance of a press release, on June 6, 2003, regarding the announcement of the receipt of an unsolicited offer to acquire all of the outstanding capital stock of the Company.

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,
Co-Chief Operating Officer and
Chief Financial Officer
(Co-Principal Executive Officer
and Principal Financial Officer)

BY: /s/ Brian P. Alessi

Brian P. Alessi
Corporate Controller
(Principal Accounting Officer)

Dated: August 14, 2003

Exhibit 31.1

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 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 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-15(e) and 15d-15(e)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered

by this report based on such evaluation; and

c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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 over financial reporting.

Date: August 14, 2003

/s/ Christopher G. Payan

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

Exhibit 31.2

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 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 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-15(e) and 15d-15(e)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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 over financial reporting.

Date: August 14, 2003

/s/ Myles S. Lewis

Myles S. Lewis
Co-Chief Operating Officer

Exhibit 31.3

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 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 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-15(e) and 15d-15(e)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; 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 over financial reporting.

Date: August 14, 2003

/s/ Samuel Z. Herskowitz

Samuel Z. Herskowitz
Co-Chief Operating Officer

Exhibit 32.1

(Company Letterhead)

CERTIFITCATION PURSUANT TO 18 U.S.C. 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Emerging Vision, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

/s/ Christopher G. Payan

Name: Christopher G. Payan
Title: Co-Chief Operating Officer and Chief Financial Officer
Date: August 14, 2003

/s/ Myles S. Lewis

Name: Myles S. Lewis
Title: Co-Chief Operating Officer
Date: August 14, 2003

/s/ Samuel Z. Herskowitz

Name: Samuel Z. Herskowitz
Title: Co-Chief Operating Officer
Date: August 14, 2003

This certification accompanies this Form 10-Q and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that Section.

A signed original of this written statement required by Section 906 has been provided to, and will be retained by, Emerging Vision, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.