

Edgar Filing: COLE INC - Form 10KSB

COLE INC  
Form 10KSB  
March 31, 2003

U. S. Securities and Exchange Commission  
Washington, D. C. 20549

FORM 10-KSB

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the fiscal year ended December 31, 2002  
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TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No.  
0-31377

COLE, INC.  
(Name of Small Business Issuer in its Charter)

UTAH  
(State or Other Jurisdiction of  
incorporation or organization)

87-0642556  
(I.R.S. Employer I.D. No.)

4848 South Highland Dr. #140  
Salt Lake City, UT 84117  
(Address of Principal Executive Offices)

Issuer's Telephone Number: (310) 795-0252

COLE, INC.  
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Securities Registered under Section 12(b) of the Exchange Act: None  
Name of Each Exchange on Which Registered: None  
Securities Registered under Section 12(g) of the Exchange Act: \$0.01 par value  
common stock

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

(1) Yes  No  (2) Yes  No   
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Check if disclosure of delinquent filers in response to Item 405 of

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Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of Company's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [ ]

State Issuer's revenues for its most recent fiscal year: December 31, 2002 - 266.

State the aggregate market value of the voting stock held by non-affiliates computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within the past 60 days.

December 31, 2002 - \$5,525. There are approximately 55,250 shares of common voting stock of the Company not held by affiliates. Because there has been no "public market" for the Company's common stock during the past five years, the Company has arbitrarily valued these shares at par value of \$0.01 per share.

March 27, 2003 - \$5,525. There are approximately 55,250 shares of common voting stock of the Company held by non-affiliates. These computations are based upon the bid price for the common stock of the Company on the OTC Bulletin Board of the National Association of Securities Dealers, Inc. ("NASD") on March 27, 2003.

(ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS)

None, Not applicable.

(APPLICABLE ONLY TO CORPORATE ISSUERS)

State the number of shares outstanding of each of the Issuer's classes of common equity, as of the latest practicable date:

March 27, 2003
1,085,051

DOCUMENTS INCORPORATED BY REFERENCE

A description of "Documents Incorporated by Reference" is contained in Item 13 of this Report.

Transitional Small Business Issuer Format Yes X No
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PART I

Item 1. Description of Business.
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Business Development.
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Organization, Charter Amendments and General History
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Cole, Inc., a Utah corporation (the "Company"), was organized under the laws of the State of Utah on November 3, 1999.

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## General History

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Prior to the Company's organization, the Company sold 50,000 "unregistered" and "restricted" shares of common stock at \$0.01 per share, with the Company having received gross proceeds of \$500.

Following the Company's organization, it conducted an offering of 1,000,000 shares of common stock at a price of \$0.01 per share. This offering was conducted under Rule 504 of Regulation D of the Securities and Exchange Commission, and applicable provisions of Rule 144-14-25s of the Utah Division of Securities, which provides for sales of securities by public solicitation to "accredited investors." The offering was subsequently closed, with the Company having received gross proceeds of \$10,000.

## Sales of "Unregistered" and "Restricted" Securities Over the Past Three Years

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For information concerning sales of "unregistered" and "restricted" securities during the past three years, see the caption "Recent Sales of Unregistered Securities."

## Business.

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The Company was organized to offer formatting and EDGAR filing services for companies and individuals that desire to submit electronic filings to the Securities and Exchange Commission.

## Risk Factors

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### EARLY STAGE OF DEVELOPMENT

The Company was formed in November, 1999, and is at a very early stage of development. It is subject to all of the risks inherent in any new business. These risks include:

The need for substantial capital to support its development efforts; the need to attract and retain qualified personnel and experienced management; losses associated with start-up; and competition.

### LOSSES ASSOCIATED WITH START-UP

The Company was formed recently and has limited operating history. The purchase of the necessary computer and office equipment and software has required large up front expenditures and working capital during the initial start-up period. The Company expects that its initial expenses will result in losses early in its development. It cannot guarantee that it will become profitable after it completes its initial purchases. See "Management's Discussion and Analysis or Plan of Operation," Part I, Item 2.

### FLUCTUATIONS IN QUARTERLY OPERATING RESULTS AND MARGINS; SEASONALITY OF BUSINESS

The Company's operating results are likely to fluctuate in the future as a result of a variety of factors, many of which will be outside the Company's

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control. Some of these factors may include material reduction or cancellation of major projects or the loss of a major client; the amount and timing of the receipt of new business; timing of hiring or loss of personnel; the amount and timing of the opening or closing of an office; the amount and the relative mix of high-margin creative or strategy consulting projects as compared to lower margin projects, capital expenditures and other costs relating to the expansion of operations; the level of demand for EDGAR formatting and filing; the ability to maintain adequate staffing to service clients effectively; the cost of advertising and related media; the amount and timing of expenditures by clients for professional services; the introduction of new products or services by competitors; pricing changes in the industry; relative mix of lower cost full-time employees versus higher cost independent contractors; and general economic conditions. Due to all of the foregoing factors, the Company's operating results in any given quarter may fall below expectations. In such an event, any future trading price of the Company's common stock would likely be materially and adversely affected.

### EVOLVING BUSINESS MODEL

The Company and its prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies in an early stage of development. Such risks for the Company include, but are not limited to, an evolving business model. To address these risks the Company must, among other things, develop strong business development and management activities, develop the strength and quality of its operations, maximize the value delivered to clients by the Company's service solutions, respond to competitive developments and attract, retain and motivate qualified employees. There can be no assurance that the Company will be successful in meeting these challenges and addressing such risks and the failure to do so could have a material adverse effect on the Company's business, financial condition, result of operations and prospects.

### RISKS RELATED TO FUTURE ACQUISITIONS

A key component of the Company's growth strategy is expected to be the acquisition of firms that meet the Company's goals for strategic growth. The successful implementation of this strategy will depend on the Company's ability to identify suitable acquisition candidates, acquire such companies on acceptable terms and integrate their operations successfully with those of the Company. There can be no assurance that the Company will be able to identify additional suitable acquisition candidates or that the Company will be able to acquire such candidates on acceptable terms. Moreover, in pursuing acquisition opportunities, the Company may compete with other companies with similar growth strategies, certain of which competitors may be larger and have greater financial and other resources than the Company. Competition for these acquisition targets may also result in increased prices of acquisition targets and a diminished pool of companies available for acquisition. Acquisitions also involve a number of other risks, including adverse effects on the Company's reporting operating results from increases in goodwill, amortization, acquired in-process technology, stock compensation expense resulting from newly hired employees, the diversion of management attention, potential disputes with the sellers of one or more acquired entities and the possible failure to retain key acquired personnel. Lack of client satisfaction or performance problems with an acquired firm could also have a material adverse impact on the reputation of the Company as a whole, and any acquired subsidiary could significantly underperform relative to the Company's expectations. For all of these reasons, the Company's pursuit of an overall acquisition strategy or any individual pending or future acquisition may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. Management expects that, for the foreseeable future, shares of the Company's common stock will be the sole consideration for any such acquisition. As the Company issues stock to complete any future acquisition, existing shareholders will experience ownership dilution.

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### RISKS ASSOCIATED WITH FAILURE TO MANAGE GROWTH

At present, the Company's employees include and are limited to its President, James P. Doolin. Any expansion of the Company's operations would place a significant strain on its limited personnel, management and other resources. Depending on the success of its planned operations, the Company may be required to attract, train, motivate and manage new employees successfully and to develop operational, management and information systems and controls. There can be no assurance that the Company's systems, procedures or controls will be adequate to support its operations or that its management will be able to achieve the rapid execution necessary to exploit the market for the Company's business model. The failure to effectively manage growth could have a material adverse effect on the Company's business, financial condition, results of operation and prospects.

### COMPETITION; LOW BARRIERS TO ENTRY

The market for formatting and filing EDGAR documents is relatively new, intensely competitive, rapidly evolving and subject to rapid technological change. The Company expects competition to persist, intensify and increase in the future. The Company's competitors can be divided into several groups: law firms, independent contractors, financial consultant firms and wide variety of other professional services firms. Many of the Company's current and potential competitors have longer operating histories, larger installed customer bases, longer relationships with clients and significantly greater financial, technical, marketing and public relation sources than the Company and could decide at any time to increase their resource commitments to the Company's target market. In addition, the market for EDGAR formatting and filing is relatively new and subject to continuing definition, and, as a result, may better position the Company's competitors to compete in this market as it matures. As a strategic response to changes in the competitive environment, the Company may from time to time make certain pricing, service technology or marketing decisions or business or technology acquisitions that could have a material adverse effect on the Company's business, financial condition, results of operations and prospects. Competition of the type described above could materially adversely affect the Company's business, results of operations, financial conditions and prospects.

In addition, the Company's ability to maintain future client relationships and generate new clients will depend to a significant degree on the quality of its services and its reputation among its clients and potential clients, compared with the quality of its services provided by, and the reputations of, the Company's competitors. To the extent the Company loses clients to its competitors because of dissatisfaction with the Company's services or its reputation is adversely affected for any other reason, the Company's business, result of operations, financial conditions and prospects could be materially adversely affected.

There are relatively low barriers to entry into the Company's business. Because firms such as the Company rely on the skill of their personnel and the quality of their client service, they have no patented technology that would preclude or inhibit competitors from entering their markets. The Company is likely to face additional competition from new entrants into the market in the future. There can be no assurance that existing or future competitors will not develop or offer services that provide significant performance, price or other advantages over those offered by the Company, which could have a material adverse effect on its business, financial condition, results of operations and prospects.

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### RAPID TECHNOLOGY CHANGE

The market for EDGAR formatting and filing services is characterized by rapid technological change, changes in user and client requirements and preferences, frequent new product and service introductions embodying new processes and technologies and evolving industry standards and practices that could render the Company's service practices and methodologies obsolete. The Company's success will depend, in part, on its ability to develop services and solutions that address the increasingly sophisticated and varied needs of its prospective clients, and respond to technological advances, emerging industry standards, practices and competitive service offerings. Failure to do so could result in the loss of existing customers or the inability to attract and retain new customers, either of which developments could have a material adverse effect on the Company's business, financial condition, results of operations and prospects. There can be no assurance that the Company will be successful in responding quickly, cost-effectively and sufficiently to these developments. If the Company is unable, for technical, financial or other reasons, to adapt in a timely manner in response to change in market conditions or client requirements, its business, financial condition, result of operations and prospects would be materially adversely affected.

### POTENTIAL LIABILITY TO CLIENTS

Many of the Company's service engagements will involve the development, formatting and filing that are critical to the reporting of its clients' businesses. Its failure or inability to meet a client's expectations in the performance of its services could injure the Company's business reputation or result in a claim for substantial damages, regardless of its responsibility for such failure. In addition, the Company will possess technologies and content that may include confidential or proprietary client information. Although the Company has implemented policies to prevent such client information from being disclosed to unauthorized parties or used inappropriately, any such unauthorized disclosure or use could result in a claim for substantial damages. The successful assertion of one or more large claims against the Company that are uninsured, exceed available insurance coverage or result in changes to the Company's insurance policies, including premium increases or the imposition of a large deductible or co-insurance requirements, could adversely affect the Company's business, results of operations and financial conditions. The Company does not currently have any "errors and omissions" policies that would cover any such claim, and does not expect to obtain any such insurance until it can pay for such coverage from revenues, as to which there can be no assurance.

### FUTURE CAPITAL NEEDS; UNCERTAINTY OF ADDITIONAL FINANCING

The Company currently anticipates that its available cash resources will be sufficient to meet its presently anticipated working capital and capital expenditure requirements for the next fiscal year. However, the Company may need to raise additional funds in order to support expansion, develop new or enhanced services and products, respond to competitive pressures, acquire complimentary businesses or technologies or take advantage of unanticipated opportunities. The Company's future liquidity and capital requirements will depend upon numerous factors, including the success of its proposed service offerings and competing technological and market developments. The Company may be required to raise additional funds through public or private financing, strategic relationships or other arrangements. There can be no assurance that such additional funding, if needed, will be available on terms acceptable to the Company, or at all. Furthermore, any additional equity financing may be dilutive to stockholders, and debt financing, if available, may involve restrictive covenants, which may limit the Company's operating flexibility with respect to certain business matters. If additional funds are raised through the issuance of equity

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securities, the percentage ownership of the stockholders of the Company will be reduced, stockholders may experience additional dilution in net book value per share and such equity securities may have rights, preferences or privileges senior to those of the holder of the Company's common stock. If adequate funds are not available on acceptable terms, the Company may be unable to develop or enhance its services and products, take advantage of future opportunities or respond to competitive pressures, any of which could have a material adverse effect on its business, financial condition, results of operations and prospects.

### GOVERNMENT REGULATION AND LEGAL UNCERTAINTIES

The Company is not currently subject to direct government regulation, other than the securities laws and the regulations thereunder applicable to all publicly owned companies; however, it is likely that a number of laws and regulations may be adopted at the local, state, national and international levels. Moreover, the adoption of any such laws or regulations may decrease the services provided by the Company, which could in turn decrease the demand for the Company's services or increase cost of doing business or in some other manner have a material adverse effect on the Company's business, financial conditions results of operations or prospects.

### CONCENTRATION OF STOCK OWNERSHIP

Four entities beneficially own a majority of the Company's outstanding common stock. As a result, the entities will be able to exercise significant influence over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions. Such concentration of ownership may also have the effect of delaying or preventing a change in control of the Company.

### DIVIDENDS

The Company does not expect to pay dividends on its common stock in the foreseeable future. Future dividends, if any, will depend upon the Company's earnings, if any.

### AUDITOR'S "GOING CONCERN" OPINION

The independent auditor's report issued in connection with the audited financial statements of the Company for the period ended December 31, 2002, expresses "substantial doubt about its ability to continue as a going concern," due to the Company's status as a development stage company and its lack of significant operations. See the index to financial statements, Part F/S of this filing.

### DEPENDENCE ON MANAGEMENT

For the foreseeable future, the Company will be entirely dependent upon the services of its officers and directors. The Company has no employment agreement with its only employee, James P. Doolin, and does not maintain "key man" life insurance for him.

### PENNY STOCK

The Company's common stock is "penny stock" as defined in Rule 3a51-1 of the Securities and Exchange Commission. This designation may adversely affect the development of any public market for the Company's shares of common stock or, if such a market develops, its continuation. Broker-dealers are required to

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personally determine whether an investment in "penny stock" is suitable for customers.

Penny stocks are securities (i) with a price of less than five dollars per share; (ii) that are not traded on a "recognized" national exchange; (iii) whose prices are not quoted on the NASDAQ automated quotation system (NASDAQ-listed stocks must still meet requirement (i) above); or (iv) of an issuer with net tangible assets less than \$2,000,000 (if the issuer has been in continuous operation for at least three years) or \$5,000,000 (if in continuous operation for less than three years), or with average annual revenues of less than \$6,000,000 for the last three years.

Section 15(g) of the Securities Act of 1934, as amended (the "1934 Act"); and Rule 15g-2 of the Securities and Exchange Commission require broker-dealers dealing in penny stocks to provide potential investors with a document disclosing the risks of penny stocks and to obtain a manually signed and dated written receipt of the document before effecting any transaction in a penny stock for the investor's account. Potential investors in the Company's common stock are urged to obtain and read such disclosure carefully before purchasing any shares that are deemed to be "penny stock."

Rule 15g-9 of the Securities and Exchange Commission requires broker-dealers in penny stocks to approve the account of any investor for transactions in such stocks before selling any penny stock to that investor. This procedure requires the broker-dealer to (i) obtain from the investor information concerning his or her financial situation, investment experience and investment objectives; (ii) reasonably determine, based on that information, that transactions in penny stocks are suitable for the investor and that the investor has sufficient knowledge and experience as to be reasonably capable of evaluating the risks of penny stock transactions; (iii) provide the investor with a written statement setting forth the basis on which the broker-dealer made the determination in (ii) above; and (iv) receive a signed and dated copy of such statement from the investor, confirming that it accurately reflects the investor's financial situation, investment experience and investment objectives. Compliance with these requirements may make it more difficult for the Company's stockholders to resell their shares to third parties or to otherwise dispose of them.

### SALE OF "RESTRICTED" SHARES

Some of the outstanding shares of the Company's common stock are "restricted securities" within the meaning of Rule 144 of the Securities Act of 1933, as amended (the "1933 Act"). If a market for the Company's common stock ever develops, these shares may be sold under Rule 144, and sales may have a negative effect on the Company's stock price.

### PRINCIPAL PRODUCTS AND SERVICES

The Company has engaged in the business of formatting and filing EDGAR documents for companies and individuals.

### RECENT PUBLIC ANNOUNCEMENTS

None; not applicable.

### DISTRIBUTION METHODS OF THE PRODUCTS OR SERVICES

Management plans to advertise the Company's services through mailings to businesses, principally in Utah. Information on businesses is readily available from various governmental agencies, such as Secretaries of State and local business licensing offices. The Company also plans on advertising direct to

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future clients through its own web site. The Company plans on "word of mouth" advertising to help create and sustain much of the Company's business.

The Company has determined that in order to develop a larger client base it must increase its advertising budget. Therefore the Company has budgeted \$3,000 in advertising costs during its this coming year. These funds will come principally from the net proceeds of its recent securities offering and then, and if necessary the Company may seek to raise more capital. There can be no assurance that the Company will raise sufficient capital to meet its intended advertising budget; if it is not successful in this regard, the Company may be unable to attract a sufficient number of new clients to allow its business to continue.

### COMPETITIVE BUSINESS CONDITIONS

The Company's industry is highly competitive. Many of the Company's existing and potential competitors have financial, personnel, marketing and other resources significantly greater than those of the Company, as well as other competitive advantages including customer bases. See the Risk Factor "Competition; Low Barriers of Entry" Part 1, Item 1.

### PATENTS, TRADEMARKS, LICENSES, FRANCHISEES, CONCESSIONS, ROYALTY PAYMENTS OR LABOR CONTRACTS

None; not applicable.

### NEED FOR GOVERNMENT APPROVAL OF PRINCIPAL PRODUCTS OR SERVICES

Upon the effective date of this Registration Statement, the Company will become subject to Regulation 14A promulgated by the Securities and Exchange Commission under the 1934 Act. Section 14(a) of the 1934 Act requires all companies with securities registered pursuant to Section 12(g) thereof to comply with the rules and regulations of the Securities and Exchange Commission regarding proxy solicitations as outlined in Regulation 14A. Matters submitted to stockholders of the Company at a special or annual meeting thereof or pursuant to a written consent shall require the Company to provide its stockholders with the information outlined in Schedules 14A or 14C of Regulation 14; preliminary copies of this information must be submitted to the Securities and Exchange Commission at least 10 days prior to the date that definitive copies of this information are forwarded to stockholders. See the Risk Factor "Government Regulation and Legal Uncertainties," Part 1, Item 1.

### EFFECT OF EXISTING OR PROBABLE GOVERNMENTAL REGULATIONS ON BUSINESS

Other than maintaining its good standing in the State of Utah; complying with applicable local business licensing requirements; complying with all state and federal tax requirements; preparing its periodic reports under the 1934 Act, and complying with other applicable securities laws, rules and regulations as set forth above, the Company does not believe that existing or probable governmental regulations will have a material effect on its operations. See the Risk Factor "Government Regulation and Legal Uncertainties," Part 1, Item 1.

### RESEARCH AND DEVELOPMENT

Although the Company's industry relies on the technical knowledge of computers and software, management does not believe that the Company's proposed operations will require research and development in the traditional sense. The Company's President, James P. Doolin has training in formatting and filing EDGAR documents and will be responsible for all of the Company's services offered in the foreseeable future.



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The number of record holders of the Company's common stock as of the date of this Report is approximately 42.

### Dividends

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The Company has not declared any cash dividends with respect to its common stock and does not intend to declare dividends in the foreseeable future. The future dividend policy of the Company cannot be ascertained with any certainty, and until the Company completes any acquisition, reorganization or merger, as to which no assurance may be given, no such policy will be formulated. There are no material restrictions limiting, or that are likely to limit, the Company's ability to pay dividends on its common stock.

### Sales of "Unregistered" and "Restricted" Securities Over The Past Three Years.

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On May 12, 2000, the Company issued 35,051 shares pursuant to Rule 701 of the 1933 Act. These shares were issued to the Company's attorney, in accordance with a written plan adopted by the Board of Directors for services in the amount of \$3,505.10, rendered to the Company, issued at \$.10 per share.

For Further information see the following table: "Common Stock"

Common Stock			
Name	Date Acquired	Number of Shares	Aggregate Consideration
JAMES P. DOOLIN	11/05/99	25,000	\$ 250
MICHAEL J. DOOLIN	11/05/99	25,000	\$ 250
PURCHASERS UNDER RULE 504 OFFERING*	12/20/99	1,000,000	\$ 10,000
SHARES ISSUED UNDER RULE 701	05/12/00	35,051	\$ 3,505

\*The offer and sale of these securities are believed to have been exempt from the registration requirements of Section 5 of the 1933 Act, pursuant to Sections 3(b) and/or 4(2) thereof, and from similar applicable states securities laws, rules and regulations exempting the offer and sale of these securities by available state exemptions from registration by reason of the fact that all purchasers had access to research of the Company, and were "Accredited Investors" as defined in Regulation D of the Securities and Exchange Commission.

### Item 6. Management's Discussion and Analysis or Plan of Operation.

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#### Plan of Operation.

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The Company is a development stage company. Management believes that in light of the large number of companies and individuals that are responsible for

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filing with the Securities and Exchange Commission, the size of the potential market for services may continue to grow. Accordingly, the volume of business available to those who can provide quality and timely service will also increase rapidly over the next several years.

The Company plans to provide a narrow range of services to a broad range of customers. In addition, the Company may seek to expand its operations by acquiring, joint venturing or merging with other document service providers or other types of companies in exchange for the issuance of shares of its common stock. As of the date of this Registration Statement, the Company has not entered into any agreements in this regard, and there is no assurance that the Company will be successful in entering into a transaction with any such entity.

During the next 12 months, management plans to spend approximately \$3,000 in advertising expenses. Methods of advertising will include further development of the Company's website, brochures and print advertisement in local newspapers.

The foregoing contains "forward-looking" statements and information, all of which is modified by reference to the caption "Risk Factors."

### Results of Operations.

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At December 31, 2002, the Company's had \$ 98 in assets. See the Index to Financial Statements, Item 7 of this Report.

During the period ended December 31, 2002, the Company had a net loss of \$3,185. The Company has received \$266 in revenues in the period ended December 31, 2002. See the Index to Financial Statements, Item 7 of this Report.

### Liquidity.

-----

As of December 31, 2002, the Company had cash on hand of \$98. The Company's cash on hand will not be sufficient to allow it to further operations, it may look to raise more capital and will have access to additional funds through loans from the Company's president; however, the Company's success in its planned business endeavors will depend entirely on its ability to attract and maintain a sufficient client base. The Company has commenced operations, but it cannot provide any assurances that it will be successful in this effort.

### Item 7. Financial Statements.

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Financial Statements for the years ended December 31, 2002 and 2001

Independent Auditors' Report

Balance Sheets - December 31, 2002

Statements of Operations for the years ended  
December 31, 2002 and 2001

Statements of Stockholders' Equity for the  
years ended December 31, 2002 and 2001

Statements of Cash Flows for the years ended  
December 31, 2002 and 2001

Notes to the Financial Statements

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COLE, INC.  
[A Development Stage Company]

FINANCIAL STATEMENTS

December 31, 2002

[WITH INDEPENDENT AUDITORS' REPORT]

COLE, INC.  
[A Development Stage Company]

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INDEPENDENT AUDITORS' REPORT

Board of Directors and Stockholders  
Cole, Inc.  
Salt Lake City, Utah

We have audited the accompanying balance sheet of Cole, Inc. [a development stage company] as of December 31, 2002, and the related statements of stockholders' equity/(deficit), operations, and cash flows for the years ended December 31, 2002 and 2001, and for the period from inception [November 3, 1999] through December 31, 2002. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Cole, Inc. as of December 31, 2002, and the results of operations and cash flows for the years ended December 31, 2002 and 2001, and for the period from inception [November 3, 1999] through December 31, 2002, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that Cole, Inc. will continue as a going concern. As discussed in Note D to the financial statements, the Company has accumulated losses and has not had significant operations since inception. These issues raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note D. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

/S/MANTYLA MCREYNOLDS  
Mantyla McReynolds

March 21, 2003  
Salt Lake City, Utah

COLE, INC.  
[A Development Stage Company]  
Balance Sheet  
December 31, 2002

ASSETS

Current Assets:

Cash-Note A	\$
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Total Current Assets

Property & Equipment-Note F	
Less: Accumulated Depreciation	(

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TOTAL ASSETS	\$
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LIABILITIES AND STOCKHOLDERS' EQUITY/ (DEFICIT)

Current Liabilities:

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Payable to shareholder - Note E	\$
Accrued liabilities	
Taxes payable - Notes A & C	
	-----
	-----
Total Current Liabilities	
	-----
	-----
Total Liabilities	
Stockholders' Equity/(Deficit) - Notes B & E	
Common stock, \$.01 par value; authorized 50,000,000 shares; issued and outstanding 1,085,051	1
Additional paid-in capital	
Deficit accumulated during development stage	(1
	-----
	-----
Total Stockholders' Equity/(Deficit)	(
	-----
	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY/(DEFICIT)	\$
	=====

COLE, INC.  
[A Development Stage Company]  
Statements of Stockholders' Equity/(Deficit)  
For the period from Inception [November 3, 1999] through December 31, 2002

	Number of Shares	Common Stock	Additional Paid-in Capital	D Acc D Dev
	-----	-----	-----	
	-----	-----	-----	
Balance, November 3, 1999	0	\$0	\$0	
Issued stock for cash, at par, \$.01 per share	1,050,000	10,500		
Net loss for 1999				
	-----	-----	-----	
	-----	-----	-----	
Balance, December 31, 1999	1,050,000	10,500	0	
Issued shares for debt, at \$.10 per share	35,051	350	3,155	
Net loss for 2000				
	-----	-----	-----	
	-----	-----	-----	
Balance, December 31, 2000	1,085,051	10,850	3,155	
Net loss for 2001				

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Balance, December 31, 2001	1,085,051	\$10,850	\$3,155
Net loss for 2002			
Balance, December 31, 2002	1,085,051	\$10,850	\$3,155

COLE, INC.  
[A Development Stage Company]  
Statements of Operations  
For the years ended December 31, 2002 and 2001  
and for the Period from Inception [November 3, 1999] through December 31, 2002

	2002		2001	
Revenues	\$	266	\$	903
General and Administrative Expenses		3,304		7,875
Net Loss from Operations		(3,038)		(6,972)
Net Loss Before Income Taxes		(3,038)		(6,972)
Provision for Income Taxes - Notes A&C		147		100
Net Loss	\$	(3,185)	\$	(7,072)
Loss Per Share	\$	(.01)	\$	(.01)
Weighted Average Shares Outstanding		1,085,051		1,085,051

COLE, INC.  
[A Development Stage Company]  
Statements of Cash Flows  
For the years ended December 31, 2002 and 2001  
and for the Period from Inception [November 3, 1999] through December 31, 2002

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Cash Flows Provided by/(Used for) Operating Activities	2002	2001
-----	-----	-----
-----	-----	-----
Net Loss	\$ (3,185)	\$ (7,0
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	471	
Increase in income taxes payable	0	
Expenses paid on behalf of Company by shareholder	0	
Increase(decrease) in accrued liabilities	(61)	
	-----	-----
Net Cash used in Operating Activities	(2,775)	(6,
Cash Flows Used for Investing Activities		
Purchased property & equipment	0	
	-----	-----
Net Cash Used in Investing Activities	0	
Cash Flows Provided by Financing Activities		
Increase in loans from shareholder	2,100	1,
Issued stock for cash	0	
	-----	-----
Net Cash Provided by Financing Activities	2,100	1,
Net Increase(decrease) in Cash	(675)	(4,
Beginning Cash Balance	773	5,
	-----	-----
Ending Cash Balance	\$ 98	\$
	=====	=====
	=====	=====
Supplemental Disclosure Information:		
Cash paid during the year for interest	0	
Cash paid during the year for income taxes	147	
Issued stock to shareholder for debt	0	

COLE, INC.  
[A Development Stage Company]  
Notes to Financial Statements  
December 31, 2002

NOTE A Summary of Significant Accounting Policies

Company Background

The Company incorporated under the laws of the State of Utah on

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November 3, 1999. The Company was organized to engage in any lawful activity for which corporations may be organized under the Utah Revised Business Corporation Act. Cole, Inc., is in the development stage and is commencing its planned principal operations, which are essentially to advertise and offer formatting and EDGAR(R) filing services for public companies.

The financial statements of the Company have been prepared in accordance with U. S. generally accepted accounting principles. The following summarizes the more significant of such policies:

### Statement of Cash Flows

Cash is comprised of cash on hand or on deposit in banks. The Company has \$98 as of December 31, 2002.

### Property & Equipment

Property and equipment are stated at cost. Depreciation is provided using the straight-line basis over the useful lives of the related assets. Expenditures for maintenance and repairs are charged to expense as incurred.

### Income Taxes

The Company applies Statement of Financial Accounting Standard (SFAS) No. 109, "Accounting For Income Taxes," which requires the asset and liability method of accounting for income taxes. The asset and liability method requires that the current or deferred tax consequences of all events recognized in the financial statements are measured by applying the provisions of enacted tax laws to determine the amount of taxes payable or refundable currently or in future years. (See Note C below).

### Net Loss Per Common Share

Net loss per common share is based on the weighted average number of shares outstanding.

### Revenue Recognition

The Company recognizes revenue when earned, which is when services are rendered to the customer.

## NOTE A Summary of Significant Accounting Policies[continued]

### Use of Estimates in Preparation of Financial Statements

The preparation of financial statements in conformity with U. S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

## NOTE B Issuance of Common Shares

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In November, 1999, pursuant to a Preorganization Subscription Agreement and a Subscription Agreement and Summary Offering Document, the Company authorized and issued 1,050,000 shares of common stock at par (\$.01) to approximately 38 "accredited" investors for cash.

On May 12, 2000, the Company issued 35,051 shares of common stock in settlement of debt incurred for legal services. These shares were issued at \$.10 per share for a total value of \$3,505 (see NOTE E).

### NOTE C Accounting for Income Taxes

No provision has been made in the financial statements for income taxes because the Company has accumulated losses from operations since inception. Any deferred tax benefit arising from the operating loss carried forward is offset entirely by a valuation allowance since it is currently not likely that the Company will be sufficiently profitable in the near future to take advantage of the losses.

Deferred tax assets	Balance	Tax	Rate
Federal Loss carryforward (expires through 2021)	\$17,857	\$2,679	15
State Loss carryforward (expires through 2016)	17,457	873	5
Valuation allowance		(3,552)	
		-----	
		-----	
Deferred tax asset		\$0	
		-----	
		=====	

The allowance has increased \$633 from \$2,919 as of December 31, 2001. The amount shown on the balance sheet for income taxes payable represents the annual minimum amount due to the State of Utah.

### NOTE D Liquidity

The Company has accumulated losses since inception totaling \$17,857, and minimal operations through December 31, 2002. Financing for the Company's limited activities to date has been provided primarily by the issuance of stock and by advances from a stockholder(see NOTE E). The Company's ability to achieve a level of profitable operations and/or additional financing impacts the Company's ability to continue as it is presently organized. Management continues to develop its planned principal operations. Should management be unsuccessful in its operating activities, the Company may experience material adverse effects.

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### NOTE E Stockholder Loan/Related Party Transactions

A stockholder advanced legal services to the Company in the amount of \$5, and \$3,500 during the years ended December 31, 2000 and 1999. The Company settled the related party debt through the issuance of common stock as described in Note B.

In March of 2001 and 2002 and December 2002, a stockholder advanced \$1,500, \$2,000 and \$100, respectively to the Company for the purpose of paying expenses. This balance is outstanding as of December 31, 2002, is unsecured, non-interest bearing, and is payable on demand.

All of the current year revenue and approximately \$450 of revenue in 2001 was derived from performing services for a corporation which shares common ownership and management with the Company. If this entity were to cease to do business with the Company, there could be a material impact. As of December 31, 2002 there are no balances due to or from this company.

### NOTE F Property & Equipment

The Company currently has one class of assets as follows:

Asset Class	Cost	Accumulated Depreciation	Method/Life
Software	\$1,410	\$1,410	SL/3

Depreciation expense was \$471 and \$470 for the years ended December 31, 2002 and 2001, respectively.

### Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None; not applicable.

## PART III

### Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act.

#### Identification of Directors and Executive Officers.

The following table sets forth the name of the Company's current directors and executive officers. These persons will serve until the next annual meeting of the stockholders or until their successors are elected or appointed and qualified, or prior resignation or termination. Their Date of Election or Termination

Name	Held	Designation	or Resignation
JAMES P. DOOLIN	DIRECTOR &	NOV-02-99	*

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PRESIDENT

SHANE E. THUESON	DIRECTOR & VICE PRESIDENT	NOV-02-99	*
LUKE BRADLEY	DIRECTOR & SECRETARY	NOV-02-99	*

\* These persons presently serves in the capacities indicated.

Business Experience.

James P. Doolin, President and a director is 26 years of age. Mr Doolin graduated from the University of Utah, in Salt Lake City. He graduated with a bachelor of science, finance degree. Mr. Doolin received his masters in business administration from the Graziadio School of Business Managment at Pepperdine University. Mr. Doolin has been working as an investment consultant since 1998.

Luke Bradley, Vice President and a director is 26 years of age. Mr. Bradley graduated in June of 2002, with a bachelor of science, finance degee from the University of Utah. Mr. Bradley has been working for a promotional merchandising firm in Salt Lake City, Utah for more than three years.

Shane Thueson, Secretary and a director is 27 years of age. Mr. Thueson graduated from Brigham Young University, in Provo, Utah. He graduated with a bachelor of arts, history degree. Mr. Thueson is currently self-employed as a free-lance writer.

Significant Employees.

Other than James P. Doolin, the Company has no employees.

Family Relationships.

Thre are no family relationships that exist between the directors and the executive officers of the Company.

Involvement in Certain Legal Proceedings.

During the past five years, no present or former director, executive officer or person nominated to become a director or an executive officer of the Company:

(1) was a general partner or executive officer of any business against which any bankruptcy petition was filed, either at the time of the bankruptcy or two years prior to that time;

(2) was convicted in a criminal proceeding or named subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

(3) was subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting

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his involvement in any type of business, securities or banking activities; or

(4) was found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Compliance with Section 16(a) of the Exchange Act  
-----

Each of the Company's directors have filed a Form 3, Statement of Beneficial Ownership, with the Securities and Exchange Commission; there have been no changes in their beneficial ownership of shares of common stock of the Company since the filing of their Form 3.

Item 10. Executive Compensation.  
-----

The following table sets forth the aggregate compensation paid by the Company for services rendered during the periods indicated:

SUMMARY COMPENSATION TABLE

Long Term Compensation

Annual Compensation Awards Payouts

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Name and Principal Position	Year or Period Ended	Salary (\$)	Bonus (\$)	Other Annual Compen-	Rest- Stock	Secur- ities Under- lying Options	LTIP Pay- outs	All Other Comp- ensat'n
James P. Doolin, Director, President	12/31/00 12/31/01 12/31/02	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0
Shane E. Thueson Director, Vice President	12/31/00 12/31/01 12/31/02	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0
Luke Bradley, Director, Secretary	12/31/00 12/31/01 12/31/02	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0

No cash compensation, deferred compensation or long-term incentive plan awards were issued or granted to the Company's management during the years ended December 31, 2000, 2001 or 2002. However, if the Company decides to compensate Company's current and/or future employees it will not under any circumstances exceed the amount paid to other persons with similar experience and expertise

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performing similar services in the text formatting industry. No employee, director, or executive officer have been granted any option or stock appreciation rights; accordingly, no tables relating to such items have been included within this Item.

### Compensation of Directors.

-----

There are no standard arrangements pursuant to which the Company's directors are compensated for any services provided as a director. No additional amounts are payable to the Company's directors for committee participation or special assignments.

### Employment Contracts and Termination of Employment and Change-in-Control Arrangements.

-----

There are no employment contracts, compensatory plans or arrangements, including payments to be received from the Company, with respect to any director or executive officer of the Company which would in any way result in payments to any such person because of his resignation, retirement or other termination of employment with the Company, any change in control of the Company, or a change in the person's responsibilities following a change in control of the Company.

### Item 11. Security Ownership of Certain Beneficial Owners and Management.

-----

#### Security Ownership of Certain Beneficial Owners.

-----

The following table sets forth the share holdings of those persons who own more than five percent of the Company's common stock as of the date hereof:

Name	Number of Shares	Percentage
-----	Beneficially Owned	of Class
-----	-----	-----
LEONARD W. BURNINGHAM, ESQ.	235,051	22%
SHARLENE T. DOOLIN	200,000	18%
DUANE S. JENSON	200,000	18%
QUAD D PARTNERSHIP*	333,500	31%

\* Sharlene T. Doolin may be deemed the beneficial owner of Quad D Partnership's shares, as she is the majority partner of Quad D Partnership; and the mother of James P. Doolin.

#### Security Ownership of Management.

-----

The following table sets forth the share holdings of the Company's directors and executive officers as of the date hereof:

Name and Address	Number of Shares	Percentage of
-----	Beneficially Owned	of Class
-----	-----	-----
JAMES P. DOOLIN	51,250	5%
SHANE E. THUESON	5,000	.5%
LUKE BRADLEY	5,000	.5%

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TOTAL OFFICERS & DIRECTORS            61,250                                    6%

Changes in Control.  
-----

There are no present arrangements or pledges of the Company's securities which may result in a change in control of the Company.

Item 12. Certain Relationships and Related Transactions.  
-----

Transactions with Management and Others.  
-----

For a description of transactions between members of management, five percent stockholders, "affiliates", promoters and finders, see the caption "Sales of 'Unregistered' and 'Restricted' Securities Over the Past Three Years" of Item I.

Item 13. Exhibits and Reports on Form 8-K.  
-----

None, not applicable;

Item 14. Controls and Procedures  
-----

(a) Evaluation of Disclosure Controls and Procedures. The Company's Chief Executive Officer and Chief Financial Officer has conducted an evaluation of the Company's disclosure controls and procedures as of a date (the "Evaluation Date") within 90 days before the filing of this annual report. Based on his evaluation, the Company's Chief Executive Officer and Chief Financial Officer 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 Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the applicable Securities and Exchange Commission rules and forms.

(b) Changes in Internal Controls and Procedures. Subsequent to the Evaluation Date, there were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls, nor were any corrective actions required with regard to significant deficiencies and material weaknesses.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

COLE, INC.

Date:3/30/03

/S/JAMES DOOLIN  
James Doolin  
President and Director

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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated:

COLE, INC.

Date:3/30/03 /S/JAMES DOOLIN  
James Doolin  
President and Director

Date:3/30/03 /S/LUKE BRADLEY  
Luke Bradley  
Secretary and Director

### CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, James Doolin, Chief Executive Officer of Cole, Inc., certify that:

1. I have reviewed this Quarterly Report on Form 10-KSB of Cole, Inc.;
2. Based on my knowledge, this Annual 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 Annual Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Annual Report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Quarterly Report is being prepared;
  - b) evaluated the effectiveness of the Registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this Annual Report (the "Evaluation Date"); and
  - c) presented in this Annual Report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent function);
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the Registrant's ability to record, process, summarize and report financial data and have identified for the Registrant's

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auditors any material weaknesses in internal controls; and

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

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

Dated:3/30/03

/S/ James Doolin

-----  
James Doolin  
Chief Executive Officer

### CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, James Doolin, Chief Financial Officer of Cole, Inc., certify that:

1. I have reviewed this Annual Report on Form 10-KSB of Cole, Inc.;

2. Based on my knowledge, this Annual 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 Annual Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Annual Report;

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

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

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

c) presented in this Annual Report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

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

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

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auditors any material weaknesses in internal controls; and

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

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

Dated:3/30/03

/S/ James Doolin

-----  
James Doolin  
Chief Financial Officer

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906  
OF THE SARBARNES OXLEY ACT OF 2002

In connection with the Annual Report of Cole, Inc.(the "Registrant") on Form 10-KSB for the year ending November 30, 2002, as filed with the Securities and Exchange Commission on the date hereof(the "Annual Report"), I, James Doolin, Chief Executive Officer, and Chief Financial Officer of the Registrant, 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 Annual 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 Annual Report fairly represents, in all material respects, the financial condition and result of operations of the Registrant.

Dated:3/30/03

/S/ James Doolin

-----  
James Doolin  
Chief Executive Officer  
Chief Financial Officer