FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2002

Commission File Number 1-13722

WHITMAN EDUCATION GROUP, INC.
(Exact Name of Registrant as Specified in its Charter)

Florida	22-2246554
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

4400 Biscayne Boulevard, Miami, Florida 33137
(Address of Principal Executive Offices)

(305) 575-6510
(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

Indicate the number of shares outstanding of each of issuer's classes of common stock, as of the latest practicable date.

As of January 24, 2003, there were 14,205,867 shares of common stock outstanding.

WHITMAN EDUCATION GROUP, INC.
Form 10-Q
December 31, 2002

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Whitman Education Group, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets

	December 31, 2002	March 31, 2002
Assets	(Unaudited)	
Current assets:		
Cash and cash equivalents................	$ 18,482,946	$ 14,010,878
Accounts receivable, net.................	23,908,139	23,425,589
Inventories..............................	1,960,537	1,633,917
Deferred tax assets, net.................	2,804,735	3,376,197
Other current assets.....................	1,570,539	2,273,607
Total current assets....................	48,726,896	44,720,188
Property and equipment, net..................	10,865,875	10,804,417
Deposits and other assets....................	2,133,825	2,296,002
Goodwill, net................................	9,288,622	9,288,622
Total assets...........................	$ 71,015,218	$ 67,109,229

Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable........................	$ 1,731,917	$ 1,716,674
Accrued expenses........................	7,030,116	6,749,811
Current portion of capitalized lease obligations............................	1,445,132	1,781,501
Current portion of capital expenditure note payable...........................	1,300,000	1,300,000
Deferred tuition revenue................	23,295,540	23,269,177
Total current liabilities..............	34,802,705	34,817,163
Capitalized lease obligations................	1,610,056	2,815,136
Capital expenditure note payable.............	3,683,334	4,658,333
Deferred tax liability.......................	1,292,539	1,091,960
Stockholders' equity:		
Common stock, no par value; authorized 100,000,000 shares; issued 14,603,611 shares at December 31, 2002 and 14,262,648 shares at March 31, 2002; outstanding 14,168,817 shares at December 31, 2002 and 13,827,854 shares at March 31, 2002......................	24,198,117	23,198,153
Additional paid-in capital..............	1,015,307	805,309
Retained earnings (accumulated deficit)..	4,413,160	(276,825)
Total stockholders' equity..............	29,626,584	23,726,637
Total liabilities and stockholders' equity................................	$ 71,015,218	$ 67,109,229

See accompanying notes to financial statements.

Whitman Education Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations
(Unaudited)

	For the Three Months Ended December 31,	
	2002	2001
Net revenues................................	$ 28,951,285	$ 24,369,149
Costs and expenses:		
Instructional and educational support.....	16,615,350	14,770,480
Selling and promotional..................	3,810,959	3,630,829
General and administrative...............	4,014,508	3,628,924
Total costs and expenses.....................	24,440,817	22,030,233

Income from operations	4,510,468	2,338,916
Other (income) and expenses:		
Interest expense	174,395	215,070
Interest income	(86,783)	(90,964)
Income before income tax provision	4,422,856	2,214,810
Income tax provision	1,813,371	885,924
Net income	$ 2,609,485	$ 1,328,886
Net income per share:		
Basic	$ 0.18	$ 0.10
Diluted	$ 0.17	$ 0.09
Weighted average common shares outstanding:		
Basic	14,115,424	13,691,976
Diluted	15,539,072	14,524,031

See accompanying notes to financial statements.

Whitman Education Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations
(Unaudited)

	For the Nine Months Ended December 31,	
	2002	2001
Net revenues	$ 79,725,097	$ 66,271,563
Costs and expenses:		
Instructional and educational support	47,833,761	42,546,001
Selling and promotional	11,884,203	10,831,045
General and administrative	11,836,679	10,023,206
Total costs and expenses	71,554,643	63,400,252
Income from operations	8,170,454	2,871,311
Other (income) and expenses:		
Interest expense	533,645	729,057

Interest income	(282,685)	(283,646)
Income before income tax provision	7,919,494	2,425,900
Income tax provision	3,229,509	970,360
Net income	$ 4,689,985	$ 1,455,540
Net income per share:		
Basic	$ 0.33	$ 0.11
Diluted	$ 0.31	$ 0.10
Weighted average common shares outstanding:		
Basic	14,001,368	13,669,833
Diluted	15,274,727	14,150,767

See accompanying notes to financial statements.

Whitman Education Group, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	For the Nine Months Ended December 31,	
	2002	2001
Cash flows from operating activities:		
Net income	$ 4,689,985	$ 1,455,540
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,651,880	2,868,912
Bad debt expense	4,168,518	3,530,641
Deferred tax provision	772,041	776,288
Changes in operating assets and liabilities:		
Accounts receivable	(4,651,068)	(220,932)
Inventories	(326,620)	(177,997)
Other current assets	703,068	(87,050)
Deposits and other assets	162,177	(317,417)
Accounts payable	15,243	(623,557)
Accrued expenses	585,575	1,532,123
Deferred tuition revenue	26,363	(1,675,603)
Net cash provided by operating activities	8,797,162	7,060,948
Cash flows from investing activity:		

Purchase of property and equipment	(2,667,716)	(1,008,413)
Net cash used in investing activity	(2,667,716)	(1,008,413)
Cash flows from financing activities:		
Proceeds from line of credit and long-term debt	-	163,846
Principal payments on line of credit, long-term debt and capital lease obligations	(2,562,070)	(3,777,343)
Proceeds from purchases in stock purchase plan and exercise of options	904,692	166,435
Net cash used in financing activities	(1,657,378)	(3,447,062)
Increase in cash and cash equivalents	4,472,068	2,605,473
Cash and cash equivalents at beginning of year	14,010,878	5,892,779
Cash and cash equivalents at end of period	$ 18,482,946	$ 8,498,252
Supplemental disclosures of noncash financing and investing activities:		
Equipment acquired under capital leases	$ 45,622	$ 513,108
Value of stock issued for 401(k)employee match.	$ 305,270	$ -
Supplemental disclosures of cash flow information:		
Interest paid	$ 533,645	$ 729,057
Income taxes paid	$ 2,084,368	$ 5,000

See accompanying notes to financial statements.

Whitman Education Group, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited)

1. General

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and, in the opinion of management, include all adjustments, which are of a normal recurring nature, necessary for a fair presentation, in all material respects, of financial position and the results of operations and cash flows for the periods presented. However, the financial statements do not include all information and footnotes required for a presentation in accordance with accounting principles generally accepted in the United States of America. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included or incorporated by reference in our Form 10-K for the fiscal year ended March 31, 2002. The results of operations for the interim periods are not necessarily indicative of the results of operations to be expected for the full year.

The accompanying financial statements include the accounts of Whitman Education Group, Inc., and its wholly-owned subsidiaries, Ultrasound Technical Services, Inc. ("Ultrasound Diagnostic Schools"), Sanford Brown College, Inc. ("Sanford-Brown College") and CTU Corporation ("Colorado Technical University"). All intercompany accounts and transactions have been eliminated. Hereafter, reference to "Whitman" shall include collectively Whitman Education Group, Inc. and its operating subsidiaries, Ultrasound Diagnostic Schools, Sanford-Brown College and Colorado Technical University.

Whitman experiences seasonality in its quarterly results of operations as a result of changes in the level of student enrollment. New enrollment in Whitman's schools tends to be lower in the first and second fiscal quarters covering the summer months which are traditionally associated with recess from school. Costs are generally not significantly affected by seasonal factors on a quarterly basis. Accordingly, quarterly variations in net revenues will result in fluctuations in income from operations on a quarterly basis.

Whitman Education Group, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (Unaudited) - (Continued)

2. Earnings Per Share

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

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2002	2001	2002	2001
Numerator:				
Net income................	$ 2,609,485	$ 1,328,886	$ 4,689,985	$ 1,455,540
Denominator:				
Denominator for basic earnings per share - weighted average shares................	14,115,424	13,691,976	14,001,368	13,669,833
Effect of dilutive securities:				
Employee stock options..	1,423,648	832,055	1,273,359	480,934
Dilutive potential common shares.........	1,423,648	832,055	1,273,359	480,934
Denominator for diluted earnings per share- adjusted weighted-average shares and assumed conversions...	15,539,072	14,524,031	15,274,727	14,150,767

Basic net income per share..................	$ 0.18	$ 0.10	$ 0.33	$ 0.11
Diluted net income per share..................	$ 0.17	$ 0.09	$ 0.31	$ 0.10

3. New Accounting Pronouncements

In August 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"). SFAS 144 requires that one accounting model be used for long-lived assets to be disposed of by sale and broadens the presentation of discontinued operations to include more disposal transactions. SFAS 144 supercedes FASB Statement No. 121, "Accounting for the Impairment of Long-Lived Assets to Be Disposed Of" and the accounting and reporting provisions of APB Opinion No. 30, "Reporting the Results of Operations-Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual, and Infrequently Occurring Events and Transactions" for the disposal of a segment of a business. The adoption of SFAS 144, which was effective April 1, 2002, did not have an impact on Whitman's financial position or results of operations.

In June 2002, the FASB issued Statement of Financial Accounting Standards No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" ("SFAS 146"). SFAS 146 addresses financial accounting and reporting for costs associated with exit or disposal activities. This statement is effective for exit or disposal activities initiated after December 31, 2002. Whitman is not currently engaged in any significant exit or disposal activities and does not expect the adoption of SFAS 146 to have any impact on its financial position or results of operations.

3. New Accounting Pronouncements - (Continued)

In December 2002, the FASB issued Statement of Financial Accounting Standards No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure" ("SFAS 148"). SFAS 148 amends FASB Statement No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123"). In response to a growing number of companies announcing plans to record expenses for the fair value of stock options, SFAS 148 provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, SFAS 148 amends the disclosure requirements of SFAS 123 to require more prominent and more frequent disclosures in financial statements about the effects of stock-based compensation. The disclosure provisions will be effective for Whitman beginning with Whitman's year ending March 31, 2003. Whitman does not expect this statement to have a significant impact on its financial position or results of operations.

4. Net Income Per Common Share

Basic net income per common share is computed using the weighted average number of common shares outstanding during the period. Diluted net income per share is computed using the weighted average number of common and common equivalent shares outstanding during the period.

5. Comprehensive Income

Whitman complies with the provisions of Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income" ("SFAS 130"). SFAS 130 establishes rules for the reporting and display of comprehensive income and its components. SFAS 130 requires unrealized gains or losses on available-for-sale securities to be included in "other comprehensive income." Net income was the only component of comprehensive income for the three and nine months ended December 31, 2002 and 2001.

6. Segment and Related Information

Whitman complies with the provisions of Statement of Financial Accounting Standards No. 131, "Disclosures About Segments of an Enterprise and Related Information" ("SFAS 131"). SFAS 131 establishes standards for the way that public business enterprises report information about operating segments in annual financial statements and requires that those enterprises report selected information about operating segments in interim financial reports. It also establishes standards for related disclosures about products and services, geographic areas and major customers.

6. Segment and Related Information - (Continued)

Whitman is organized into two reportable segments, the University Degree Division and the Associate Degree Division. The University Degree Division primarily offers bachelor, master and doctorate degrees through Colorado Technical University. The Associate Degree Division primarily offers associate degrees and diplomas or certificates through Sanford-Brown College and Ultrasound Diagnostic Schools.

Whitman's revenues are not materially dependent on a single customer or small group of customers.

Summarized financial information concerning Whitman's reportable segments is shown in the following table:

	For the Three Months Ended December 31,		For the Nine Months Ended December 31,	
	2002	2001	2002	2001
Net revenues:				

Associate Degree Division.........	$ 22,805,797	$ 18,961,395	$ 63,856,914	$ 51,650,238
University Degree Division.........	6,145,488	5,407,754	15,868,183	14,621,325
Total..............	$ 28,951,285	$ 24,369,149	$ 79,725,097	$ 66,271,563
Income (loss) before income tax provision:				
Associate Degree Division.........	$ 4,001,881	$ 2,324,627	$ 9,476,824	$ 3,851,871
University Degree Division.........	1,003,520	418,205	145,332	324,834
Other..............	(582,545)	(528,022)	(1,702,662)	(1,750,805)
Total..............	$ 4,422,856	$ 2,214,810	$ 7,919,494	$ 2,425,900

	December 31, 2002	March 31, 2002
Total assets:		
Associate Degree Division.........	$ 58,956,493	$ 52,696,673
University Degree Division.........	7,468,007	10,773,292
Other..............	4,590,718	3,639,264
Total..............	$ 71,015,218	$ 67,109,229

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

The following discussion and analysis should be read in conjunction with the consolidated financial statements of Whitman, the related notes to the consolidated financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations included in Whitman's Form 10-K for the year ended March 31, 2002 and the condensed consolidated financial statements and the related notes to the condensed consolidated financial statements included in Item 1 of this Quarterly Report on Form 10-Q. Except for the historical matters contained herein, statements made in this report are forward-looking and are made pursuant to the safe harbor provisions of the Securities Litigation Reform Act of 1995. Such statements may include, but are not limited to, statements regarding our anticipated financial performance, our financing needs, working capital and operations. Investors are cautioned that forward-looking statements involve risks and uncertainties, including, but not limited to, risks and uncertainties relating to the rate of student enrollment growth, the effect of, and our and our accrediting bodies' ability to comply with, state and federal government regulations regarding education and accreditation standards, or the interpretation or application thereof, the level of government funding for, and our eligibility to participate in, student financial aid programs, our ability to assess and meet the educational needs and demands of our customers and their employers, the effect of competitive pressures from other educational institutions, our ability to execute our growth strategy and manage planned internal growth, the effect of economic conditions in the postsecondary education industry and in the economy generally, the effect of changes in taxation and other government regulations, risks relating to the recoverability of our goodwill and the realization of our deferred tax assets, and risks and uncertainties relating to the availability of financing which may cause our actual results, performance or achievements to differ materially from the results expressed in the forward-looking statements made in this report. Other factors that may affect our future results include certain economic, competitive, governmental, and other factors discussed in our filings with the Securities and Exchange Commission. We assume no responsibility to update forward-looking statements made herein or otherwise.

Results of Operations

The following table sets forth the percentage relationship of certain statement of operations data to net revenues for the periods indicated:

	For the Three Months Ended December 31,		For the Nine Months Ended December 31,	
	2002	2001	2002	2001
Net revenues	100.0%	100.0%	100.0%	100.0%
Costs and expenses:				
Instructional and educational support	57.4	60.6	60.0	64.2
Selling and promotional	13.1	14.9	14.9	16.4
General and administrative	13.9	14.9	14.9	15.1
Total costs and expenses	84.4	90.4	89.8	95.7
Income from operations	15.6	9.6	10.2	4.3
Other (income) and expenses:				
Interest expense	0.6	0.9	0.7	1.1
Interest income	(0.3)	(0.4)	(0.4)	(0.5)
Income before income tax provision	15.3	9.1	9.9	3.7
Income tax provision	6.3	3.6	4.0	1.5
Net income	9.0%	5.5%	5.9%	2.2%

Results of Operations - (Continued)

Three Months Ended December 31, 2002 Compared to Three Months Ended December 31, 2001

Net revenues increased by $4.6 million, or 18.8%, to $29.0 million for the three months ended December 31, 2002 from $24.4 million for the three months ended December 31, 2001. This increase was primarily due to an 11.0% increase in average student enrollment and an increase in tuition rates.

The Associate Degree Division experienced a 16.3% increase in average student enrollment and the University Degree Division experienced a 0.2% decrease in average student enrollment. The increase in student enrollment in the Associate Degree Division was primarily due to increased enrollment in the medical assisting and medical billing and coding specialist programs offered at the Ultrasound Diagnostic Schools and the allied health programs offered at Sanford-Brown College. The decrease in student enrollment in the University Degree Division was primarily due to a decline in enrollment in the information technology programs which was partially offset by an increase in enrollment in the business programs offered at Colorado Technical University. The decrease in average student enrollment in the University Degree Division was offset by an increase in the revenue earned per student due to an increase in the number of credit hours taken by students at Colorado Technical University, and an increase in tuition rates.

Instructional and educational support expenses increased by $1.8 million, or 12.5%, to $16.6 million for the three months ended December 31, 2002 from $14.8 million for the three months ended December 31, 2001. As a percentage of net revenues, instructional and educational support expenses decreased to 57.4% for the three months ended December 31, 2002 as compared to 60.6% for the three months ended December 31, 2001. The increase in instructional and educational support expenses was primarily due to an increase in payroll and related benefits for faculty, academic administrators and student support personnel to support the increase in enrollment and an increase in the cost of auxiliary sales as a result of the increase in auxiliary sales. The decrease in instructional and educational support expenses as a percentage of net revenues was due to our ability to better leverage our instructional and educational support expenses to support an increased revenue base.

Selling and promotional expenses increased by $0.2 million, or 5.0%, to $3.8 million for the three months ended December 31, 2002 from $3.6 million for the three months ended December 31, 2001. As a percentage of net revenues, selling and promotional expenses decreased to 13.1% for the three months ended December 31, 2002 as compared to 14.9% for the three months ended December 31, 2001. The increase in selling and promotional expenses was primarily due to an increase in payroll and related benefits for additional admissions personnel needed to support the increase in enrollment. The decrease in selling and promotional expenses as a percentage of net revenues was due to our ability to better leverage such expenses while supporting a growth in revenues.

General and administrative expenses increased by $0.4 million, or 10.6%, to $4.0 million for the three months ended December 31, 2002 from $3.6 million for the three months ended December 31, 2001. As a percentage of net revenues, general and administrative expenses decreased to 13.9% for the three months ended December 31, 2002 as compared to 14.9% for the three months ended December 31, 2001. The increase in general and administrative expenses was primarily due to an increase in administrative payroll expenses and related benefits to support the growth in student population and an increase in bad debt expense. However, as a percentage of net revenues, bad debt expense remained consistent at 4.9% for the three months ended December 31, 2002 and 2001. The decrease in general and administrative expenses as a percentage of net revenues was due to our ability to increase revenues at a greater rate than the rate of increase in administrative operating costs.

We reported income from operations of $4.5 million and $2.3 million for the three months ended December 31, 2002 and 2001, respectively. This increase in profitability was primarily due to an increase in income from operations of $1.7 million in the Associate Degree Division and $0.6 million in the University Degree Division.

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Results of Operations - (Continued)

We reported net income of $2.6 million and $1.3 million for the three months ended December 31, 2002 and 2001, respectively. The increase in net income was primarily due to the increase in profitability in the Associate Degree Division.

Nine Months Ended December 31, 2002 Compared to Nine Months Ended December 31, 2001

Net revenues increased by $13.4 million, or 20.3%, to $79.7 million for the nine months ended December 31, 2002 from $66.3 million for the nine months ended December 31, 2001. This increase was primarily due to a 10.6% increase in average student enrollment and an increase in tuition rates.

The Associate Degree Division experienced a 17.3% increase in average student enrollment and the University Degree Division experienced a 4.0% decrease in average student enrollment. The increase in student enrollment in the Associate Degree Division was primarily due to increased enrollment in the medical assisting and medical billing and coding specialist programs offered at the Ultrasound Diagnostic Schools and the allied health programs offered at Sanford-Brown College. The decrease in student enrollment in the University Degree Division was primarily due to a decline in enrollment in the information technology programs which was partially offset by an increase in enrollment in the business programs offered at Colorado Technical University. The decrease in average student enrollment in the University Degree Division was offset by an increase in the revenue earned per student due to an increase in the number of credit hours taken by students at Colorado Technical University, an increase in tuition rates, and an increase in auxiliary sales.

Instructional and educational support expenses increased by $5.3 million, or 12.4%, to $47.8 million for the nine months ended December 31, 2002 from $42.5 million for the nine months ended December 31, 2001. As a percentage of net revenues, instructional and educational support expenses decreased to 60.0% for the nine months ended December 31, 2002 as compared to 64.2% for the nine months ended December 31, 2001. The increase in instructional and educational support expenses was primarily due to an increase in payroll and related benefits for faculty, academic administrators and student support personnel to support the increase in enrollment and an increase in the cost of auxiliary sales as a result of the increase in auxiliary sales. The decrease in instructional and educational support expenses as a percentage of net revenues was due to our ability to better leverage our instructional and educational support expenses to support an increased revenue base.

Selling and promotional expenses increased by $1.1 million, or 9.7%, to $11.9 million for the nine months ended December 31, 2002 from $10.8 million for the nine months ended December 31, 2001. As a percentage of net revenues, selling and promotional expenses decreased to 14.9% for the nine months ended December 31, 2002 as compared to 16.4% for the nine months ended December 31, 2001. The increase in selling and promotional expenses was primarily due to an increase in payroll and related benefits for additional admissions personnel and an increase in advertising expenses resulting from our marketing efforts directed at increasing enrollment. The decrease in selling and promotional expenses as a percentage of net revenues was due to our ability to better leverage such expenses while supporting a growth in revenues.

General and administrative expenses increased by $1.8 million, or 18.1%, to $11.8 million for the nine months ended December 31, 2002 from $10.0 million for the nine months ended December 31, 2001. As a percentage of net revenues, general and administrative expenses decreased to 14.9% for the nine months ended December 31, 2002 as compared to 15.1% for the nine months ended December 31, 2001. The increase in general and administrative expenses was primarily due to an increase in administrative payroll expenses and related benefits to support the growth in student population and an increase in bad debt expense. However, for the nine months ended December 31, 2002, bad debt expense as a percentage of net revenues decreased to 5.2% from 5.3% for the nine months ended December 31, 2001. The decrease in general and administrative expenses as a percentage of net revenues was due to our ability to increase revenues at a greater rate than the rate of increase in administrative operating costs.

Results of Operations - (Continued)

We reported income from operations of $8.2 million and $2.9 million for the nine months ended December 31, 2002 and 2001, respectively. This increase in profitability was primarily due to an increase in income from operations of $5.6 million in the Associate Degree Division which was partially offset by an increase in losses from operations of $0.2 million in the University Degree Division.

We reported net income of $4.7 million and $1.5 million for the nine months ended December 31, 2002 and 2001, respectively. The increase in net income was primarily due to the increase in profitability in the Associate Degree Division.

Seasonality

We experience seasonality in our quarterly results of operations as a result of changes in the level of student enrollment. New enrollment in our schools tends to be lower in the first and second fiscal quarters covering the summer months, which are traditionally associated with recess from school. Costs are generally not significantly affected by the seasonal factors on a quarterly basis. Accordingly, quarterly variations in net revenues will result in fluctuations in income from operations on a quarterly basis.

Liquidity and Capital Resources

Cash and cash equivalents at December 31, 2002 and March 31, 2002 were $18.5 million and $14.0 million, respectively. The increase in cash and cash equivalents was primarily due to net income of $4.7 million generated for the nine months ended December 31, 2002. Our working capital totaled $13.9 million at December 31, 2002 and $9.9 million at March 31, 2002.

Net cash of $8.8 million and $7.1 million were provided by operating activities for the nine months ended December 31, 2002 and 2001, respectively. The increase in cash provided by operating activities of $1.7 million was primarily due to an increase in net profits of $3.2 million combined with an increase in deferred revenue which was partially offset by an increase in accounts receivable.

Net cash of $2.7 million and $1.0 million were used in investing activities for the nine months ended December 31, 2002 and 2001, respectively. The net cash used in investing activities related to the purchase of property and equipment.

Net cash of $1.7 million and $3.4 million were used in financing activities for the nine months ended December 31, 2002 and 2001, respectively. The net cash used in financing activities related to principal payments made on our long-term debt, line of credit and capital lease obligations net of proceeds received from such financings, and proceeds received from purchases in our employee stock purchase plan and from the exercise of stock options. The decrease in cash used in financing activities was primarily due to a decrease of $1.1 million in net payments on long-term debt and capitalized lease obligations.

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Liquidity and Capital Resources - (Continued)

We have a $3.5 million line of credit which expires on October 31, 2003. At December 31, 2002, we had no outstanding balance under this facility and letters of credit outstanding of $0.6 million, which reduced the amount available for borrowing.

Our primary source of operating liquidity is the cash received from payments of tuition and fees. Most students attending our schools receive some form of financial aid under Title IV Programs. Approximately 65% of our cash collections are from students who received funds from Title IV Programs. Disbursements under each program are subject to disallowance and repayment by the schools. Because a significant percentage of our revenue is derived from the Title IV Programs, any legislative or regulatory action that significantly reduces Title IV Program funding or the ability of our schools or students to participate in the Title IV Programs could have a material adverse effect on our short-term and long-term liquidity.

We believe that with our working capital, our cash flow from operations, and our line of credit, we will have adequate resources to meet our anticipated operating requirements for the foreseeable future.

Contractual Obligations and Other Commercial Commitments

The following summarizes our contractual obligations at December 31, 2002, and the effect such obligations are expected to have on our liquidity and cash flow in future periods (in thousands):

	Payments Due by Period				
	Total	Within 1 Year	2-3 Years	4-5 Years	After 5 Years
Note payable	$ 4,983	$ 1,300	$ 2,600	$ 1,083	$ -
Capital lease obligations	3,055	1,445	1,492	118	-
Operating leases	26,614	5,296	9,404	6,592	5,322
	$34,652	$ 8,041	$ 13,496	$ 7,793	$ 5,322

We have a contractual commitment related to a $3.5 million line of credit which expires on October 31, 2003. At December 31, 2002, we had no outstanding balance under this facility and letters of credit outstanding of $0.6 million, which reduced the amount available for borrowing.

Transactions with Former Management

We purchase certain textbooks and materials for resale to our students from an entity that is 40% owned by Randy S. Proto, our former Chief Operating Officer and President. For the nine months ended December 31, 2002 and 2001, we purchased approximately $122,000 and $112,000, respectively, in textbooks and materials from that entity.

Critical Accounting Policies and Estimates

Financial Reporting Release No. 60 encourages all companies to include a discussion of critical accounting policies or methods used in the preparation of financial statements. Note 1 to the Consolidated Financial Statements of Whitman Education Group, Inc. for the fiscal year ended March 31, 2002 included in our Form 10-K as filed with the Securities and Exchange Commission includes a summary of the significant accounting policies and methods used in the preparation of our Consolidated Financial Statements. The following is a brief discussion of the more significant accounting policies and methods used by us.

Our discussions and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. On an on-going basis, we evaluate our estimates, including those related to allowance for doubtful accounts, intangible assets, accrued liabilities, income and other tax accruals, and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different conditions or if our assumptions change.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our financial statements:

- We maintain an allowance for doubtful accounts for estimated losses resulting from the inability, failure or refusal of our students to make required payments. We determine the adequacy of this allowance by regularly reviewing the accounts receivable aging and applying various expected loss percentages to certain student account receivable categories based on historical bad debt experience. We charge-off accounts receivable balances deemed to be uncollectible usually after they have been sent to a collection agency and returned uncollected. While such losses have historically been within our expectations, there can be no assurance that we will continue to experience the same level of losses that we have in the past. Furthermore, because a significant percentage of our revenue is derived from the Title IV Programs, any legislative or regulatory action that significantly reduces Title IV Program funding or the ability of our schools or students to participate in the Title IV Programs could have a material adverse effect on the collectability of our accounts receivable and our future operating results, including a reduction in future revenues and additional allowances for doubtful accounts.

- We have made acquisitions in the past that have resulted in the recognition of goodwill. In assessing the recoverability of our goodwill, we must make assumptions regarding estimated future cash flows and other factors to determine the fair value of the respective asset. If these estimates or their related assumptions change in the future, we may be required to record impairment charges for this asset not previously recorded which would adversely impact our operating results for the period in which we made the determination. There are many assumptions and estimates underlying the determination of an impairment loss. Another estimate using different, but still reasonable assumptions, could produce a significantly different result. Therefore, impairment losses could be recorded in the future.

- We currently have deferred tax assets which are subject to periodic recoverability assessments. Realization of our deferred tax assets is principally dependent upon achievement of projected future taxable income. We evaluate the realizability of our deferred tax assets quarterly.

New Accounting Pronouncement

In August 2001, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"). SFAS 144 requires that one accounting model be used for long-lived assets to be disposed of by sale and broadens the presentation of discontinued operations to include more disposal transactions. SFAS 144 supercedes FASB Statement No. 121, "Accounting for the Impairment of Long-Lived Assets to Be Disposed Of" and the accounting and reporting provisions of APB Opinion No. 30, "Reporting the Results of Operations-Reporting the Effects of Disposal of a Segment of a Business, and Extraordinary, Unusual, and Infrequently Occurring Events and Transactions" for the disposal of a segment of a business. The adoption of SFAS 144, which was effective April 1, 2002, did not have an impact on our financial position or results of operations.

In June 2002, the FASB issued Statement of Financial Accounting Standards No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" ("SFAS 146"). SFAS 146 addresses financial accounting and reporting for costs associated with exit or disposal activities. This statement is effective for exit or disposal activities initiated after December 31, 2002. We are not currently engaged in any significant exit or disposal activities and do not expect the adoption of SFAS 146 to have any impact on our financial position or results of operations.

In December 2002, the FASB issued Statement of Financial Accounting Standards No. 148, "Accounting for Stock-Based Compensation - Transition and

Disclosure" ("SFAS 148"). SFAS 148 amends FASB Statement No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123"). In response to a growing number of companies announcing plans to record expenses for the fair value of stock options, SFAS 148 provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, SFAS 148 amends the disclosure requirements of SFAS 123 to require more prominent and more frequent disclosures in financial statements about the effects of stock-based compensation. The disclosure provisions will be effective for us beginning with our year ending March 31, 2003. We do not expect this statement to have a significant impact on our financial position or results of operations.

Outlook

The principal factors that we now expect will influence our 2003 financial outlook include changes and trends in:

- our student population;
- our allowance for doubtful accounts and bad debt expense;
- the level of governmental funding for student financial aid programs; and
- governmental regulations, accreditation standards, or taxation.

Other factors that could impact our 2003 financial outlook are discussed above and in our other filings with the Securities and Exchange Commission.

Based on information and forecasts available to us, we now expect revenues for the year ending March 31, 2003 to increase to the range of approximately $107 million to $108 million, operating income to increase to approximately $11.5 million to $12.0 million, and net income to increase to approximately $6.7 million to $7.0 million. In such case, we would expect diluted earnings per share to increase to approximately $0.43 to $0.45 based on our expectation of approximately 15.5 million diluted common shares to be outstanding under the treasury stock method.

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Item 4. Controls and Procedures

Within 90 days prior to the date of this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that all material information relating to us and our consolidated subsidiaries required to be included in this quarterly report has been made known to them in a timely fashion. However, that conclusion should be considered in light of the various limitations described below on the effectiveness of those controls and procedures, some of which pertain to most if not all business enterprises, and some of which arise as a result of the nature of our business.

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures will prevent all error and all improper conduct. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of improper conduct, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control.

Further, the design of any system of controls also is based in part upon assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

No significant changes were made in our internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation.

PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit Number	Description	Method of Filing
10.14	Letter Agreement dated December 4, 2002 by and between Merrill Lynch Business Financial Services, Inc. and Whitman Education Group, Inc.	Filed herewith.
99.1	Certification of Chief Executive Officer	Filed herewith.
99.2	Certification of Chief Financial Officer	Filed herewith.

(b) Reports on Form 8-K

No reports on Form 8-K were filed by Whitman during the quarter ended December 31, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

WHITMAN EDUCATION GROUP, INC.

Date: February 5, 2003

By: /s/ FERNANDO L. FERNANDEZ
Fernando L. Fernandez
Vice President - Finance,
Chief Financial Officer,
Treasurer and Secretary

CERTIFICATION

I, Richard C. Pfenniger, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Whitman Education Group, Inc.;

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

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

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

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

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

c) presented in this quarterly report our 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 officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the

equivalent function):

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

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

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

February 5, 2003 By: /s/ RICHARD C. PFENNIGER, JR.

Richard C. Pfenniger, Jr.
Chief Executive Officer

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CERTIFICATION

I, Fernando L. Fernandez, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Whitman Education Group, Inc.;

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

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

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

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

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

c) presented in this quarterly report our 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 officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

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

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

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

February 5, 2003

By: /s/ FERNANDO L. FERNANDEZ

Fernando L. Fernandez
Vice President - Finance,
Chief Financial Officer,
Treasurer and Secretary