

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

/X/ Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For Nine Months Ended July 28, 1995

Or

// Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____
Commission File No. 1-9232

VOLT INFORMATION SCIENCES, INC.

(Exact name of registrant as specified in its charter)

New York 13-5658129

(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

1221 Avenue of the Americas, New York, New York 10020

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 704-2400

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

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, and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

The number of shares of Common Stock, \$.10 par value, outstanding as of September 7, 1995 was 4,813,534.

VOLT INFORMATION SCIENCES, INC. AND SUBSIDIARIES
FORM 10-Q
TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

<TABLE>

<S> <C> <C>

Item 1. Financial Statements

Condensed Consolidated Statements of Income
Nine Months and Three Months Ended
July 28, 1995 and July 29, 1994 3

Condensed Consolidated Balance Sheets
July 28, 1995 and October 28, 1994 4

Condensed Consolidated Statements of Cash Flows Nine Months Ended July 28, 1995 and July 29, 1994	5
Notes to Condensed Consolidated Financial Statements	7

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations Nine Months and Three Months Ended July 28, 1995 Compared to the Nine Months and Three Months Ended July 29, 1994	14
--	----

PART II - OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders	22
Item 5. Other Information	22
Item 6. Exhibits and Reports on Form 8-K	22
SIGNATURE	23

-2-

PART I - FINANCIAL INFORMATION
ITEM 1--FINANCIAL STATEMENTS
VOLT INFORMATION SCIENCES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

<TABLE>
<CAPTION>

	Nine Months Ended		Three Months Ended	
	July 28, 1995	July 29, 1994	July 28, 1995	July 29, 1994
	(Dollars in thousands)			
	<C>	<C>	<C>	<C>
REVENUES:				
Sales of services	\$551,017	\$426,025	\$209,493	\$149,999
Sales of products	48,799	44,151	16,431	15,938
Equity in net income of joint ventures--Note F	415	3,246	1,768	2,256
Gain on sale of joint venture--Note F		9,770		
Interest income	1,427	944	474	402
Gains (losses) on sales of securities		(7)		1
Other expense - net--Note B		(656)	(414)	(217)
	601,002	483,711	227,752	168,379
COSTS AND EXPENSES:				
Cost of sales				
Services	503,990	395,499	191,213	137,803
Products	32,291	28,379	10,893	9,997
Selling and administrative	31,223	29,755	11,090	10,098
Research, development & engineering		6,064	5,863	1,807
Depreciation and amortization	8,817	7,961	3,052	2,657
Foreign exchange (gain) loss - net	12	45	22	(76)
Interest expense	4,739	5,766	1,317	1,728
	587,136	473,268	219,394	164,493
Income before income tax provision and extraordinary item	13,866	10,443	8,358	3,886
Income tax provision--Note H	5,357	4,311	3,302	1,592

Income before extraordinary item		8,509	6,132	5,056	2,294
Extraordinary item--Note D		(62)	(271)	(62)	(82)
Net income		<u>\$ 8,447</u>	<u>\$ 5,861</u>	<u>\$ 4,994</u>	<u>\$ 2,212</u>
(Per Share Data)					
Income before extraordinary item		\$.88	\$.64	\$.53	\$.24
Extraordinary item		(.01)	(.03)	(.01)	(.01)
Net income		<u>\$.87</u>	<u>\$.61</u>	<u>\$.52</u>	<u>\$.23</u>
Number of shares used in computation -- Note G		<u>9,627,068</u>	<u>9,605,304</u>	<u>9,640,476</u>	<u>9,606,052</u>

</TABLE>

See accompanying notes.

-3-

VOLT INFORMATION SCIENCES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

<TABLE>
<CAPTION>

July 28, October 28,
1995 1994 (a)

(Dollars in thousands)

<S>
ASSETS

<C> <C>

CURRENT ASSETS

Cash and cash equivalents	\$17,859	\$17,049
Short-term investments	2,081	4,974
Trade accounts receivable less allowances of \$3,991 (1995) and \$4,027 (1994)--Note B	97,873	98,795
Inventories--Note C	28,483	27,239
Deferred income taxes	2,329	2,966
Prepaid expenses and other assets	7,251	4,387

TOTAL CURRENT ASSETS 155,876 155,410

INVESTMENTS IN SECURITIES 4,130 3,121

INVESTMENTS IN JOINT VENTURES--Note F 14,801 11,997

PROPERTY, PLANT AND EQUIPMENT--
at cost--Note D

Land and buildings	33,494	33,513
Machinery and equipment	45,66	742,175
Leasehold improvements	2,922	2,819
	<u>82,083</u>	<u>78,507</u>

Less allowances for depreciation
and amortization 30,618 28,555

51,465 49,952

DEPOSITS, RECEIVABLES AND
OTHER ASSETS

2,710 1,562

INTANGIBLE ASSETS--net of accumulated
amortization of \$3,993 (1995)
and \$3,495 (1994)

5,459 4,862

\$234,441 \$226,904
=====

LIABILITIES AND STOCKHOLDERS'
EQUITY

CURRENT LIABILITIES

Notes payable to banks	\$4,464	\$4,925
Current portion of long-term debt--Note D	2,000	2,000
Accounts payable	24,775	25,018
Accrued expenses		
Wages and commissions	21,840	19,859
Taxes other than income taxes	8,446	8,917
Insurance	16,841	15,039
Other	5,640	5,639
Customer advances and other liabilities	15,861	11,610
Income taxes	2,841	564
TOTAL CURRENT LIABILITIES	102,708	93,571

LONG-TERM DEBT--Note D 29,316 40,788

DEFERRED INCOME TAXES 3,553 2,700

135,577 137,059

STOCKHOLDERS' EQUITY--Notes
D, E and F

Preferred stock, par value \$1.00

Authorized--500,000 shares;
issued--none

Common stock, par value \$.10

Authorized--15,000,000 shares;
issued - 9,643,734 (1995)
and 7,789,580 shares (1994)

964 779

Paid-in capital 26,838 43,830

Retained earnings 71,279 91,655

Unrealized foreign currency
translation adjustment (292) (283)

Unrealized gain (loss) on
marketable securities 75 (47)

98,864 135,934

Less 2,986,554 common shares

held in treasury at cost -- (46,089)

98,864 89,845

\$234,441 \$226,904
=====

</TABLE>

(a) The Balance Sheet at October 28, 1994 has been derived from the audited financial statements at that date.

See accompanying notes.

VOLT INFORMATION SCIENCES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

<TABLE>
<CAPTION>

	Nine Months Ended	
	July 28, 1995	July 29, 1994
	-----	-----
	(Dollars in thousands)	
	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 8,447	\$ 5,861
Adjustments to reconcile net income to net cash provided by operating activities:		
Extraordinary loss	62	271
Depreciation and amortization	8,817	7,961
Equity in net income of joint ventures	(415)	(3,246)
Gain on sale of joint venture		(9,770)
Distributions from joint ventures	1,904	1,153
Accounts receivable provisions	1,640	1,432
Amortization of deferred debenture costs, debt discounts and other deferred charges	662	534
Losses on foreign currency translation	234	204
Gains on dispositions of fixed assets	(198)	(1)
Deferred income tax provision (benefit)	1,115	(953)
(Gains) losses on sales of securities	(14)	7
Other	47	28
Changes in operating assets and liabilities:		
Increase in accounts receivable	(1,182)	(9,185)
(Increase) decrease in inventories	(2,281)	1,546
Decrease in recoverable income taxes		1,700
Increase in prepaid expenses and other current assets	(2,888)	(535)
(Increase) decrease in deposits, receivables and other assets	(1,388)	1,252
Increase (decrease) in accounts payable	340	(516)
Increase in accrued expenses	3,939	7,979
Increase in customer advances and other liabilities	4,200	7,241
Increase in income tax liability	2,589	
	-----	-----
NET CASH PROVIDED BY OPERATING ACTIVITIES	25,630	12,963
	-----	-----

</TABLE>

VOLT INFORMATION SCIENCES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)--Continued

<TABLE>
<CAPTION>

	Nine Months Ended	
	July 28, 1995	July 29, 1994
	-----	-----
	(Dollars in thousands)	
	<C>	<C>
CASH FLOWS FROM INVESTING ACTIVITIES		
Sales of investments		6,851
Maturities of investments	9,740	1,949

Purchases of investments	(7,641)	(10,888)
Investment in joint ventures	(4,323)	(1,690)
Proceeds from disposal of property, plant and equipment	606	86
Purchases of property, plant and equipment	(9,973)	(11,326)
Proceeds from the sale of a joint venture		16,383
Other	(1,125)	
	-----	-----
NET CASH PROVIDED BY (APPLIED TO) INVESTING ACTIVITIES	(12,716)	1,365
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of long-term debt	(11,500)	(30,000)
Exercise of stock options	209	
Increase (decrease) in notes payable to banks	(282)	931
	-----	-----
NET CASH APPLIED TO FINANCING ACTIVITIES	(11,573)	(29,069)
	-----	-----
Effect of exchange rate changes on cash	(531)	(228)
	-----	-----
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	810	(14,969)
Cash and cash equivalents, beginning of period	17,049	41,081
	-----	-----
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$17,859	\$26,112
	=====	=====

SUPPLEMENTAL INFORMATION

Cash paid during the period:

Interest expense	\$ 5,585	\$ 8,196
Income taxes, net of refunds	\$ 1,525	\$ 3,582

</TABLE>

See accompanying notes.

-6-

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note A--Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions for Form 10-Q and Article 10 of Regulation S-X and, therefore, do not include all information and footnotes necessary for a fair presentation of financial position, results of operations and cash flows in conformity with generally accepted accounting principles. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the Company's financial position at July 28, 1995 and results of operations for the nine and three months ended July 28, 1995 and July 29, 1994 and cash flows for the nine months ended July 28, 1995 and July 29, 1994. Operating results for the nine and three months ended July 28, 1995 are not necessarily indicative of the results that may be expected for the fiscal year ending November 3, 1995.

These statements should be read in conjunction with the financial statements and footnotes included in the Company's Annual Report on Form 10-K for the year ended October 28, 1994. The accounting policies used in preparing these financial statements are the same as those described in the Company's Annual Report.

The Company's fiscal year ends on the Friday nearest October 31.

Note B--Accounts Receivable

In October 1993, the Company entered into a three-year agreement to sell, on a limited recourse basis, up to \$25,000,000 of undivided interests in a designated pool of certain eligible accounts receivable. In March 1995, the Company increased this limit to \$45,000,000. As collections reduce previously sold undivided interests, interests in new receivables may be sold up to the \$45,000,000 level. At July 28, 1995 and October 28, 1994, \$30,000,000 and \$25,000,000, respectively, of interests in accounts receivable had been sold under this agreement. The sold accounts receivable are reflected as a reduction of receivables in the accompanying balance sheets. The Company pays fees based primarily on the purchaser's borrowing costs incurred on short-term commercial paper which financed the purchase of receivables. Other income (expense) in the accompanying statements of income reflects \$1,479,000 and \$1,118,000 for such fees in the nine months ended, and \$789,000 and \$410,000 in the three months ended, July 28, 1995 and July 29, 1994, respectively.

The program extends through March 15, 1998; however, the purchaser may terminate the agreement on a minimum of six months' notice. In addition, the agreement may be terminated if the Company does not maintain a stated minimum tangible net worth, as defined, or exceeds a stated maximum ratio of debt to tangible net worth.

-7-

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)--Continued

Note C--Inventories

<TABLE>

<CAPTION>

Inventories consist of:

	July 28, 1995	October 28, 1994
	-----	-----
	(Dollars in thousands)	
	<C>	<C>

<S>

Services:

Accumulated unbilled costs on:

Service contracts	\$ 14,168	\$ 9,521
Long-term contracts	4,339	10,277
	-----	-----
	18,507	19,798
	-----	-----

Products:

Materials and work-in-process	4,780	3,700
Service parts	1,150	949
Finished goods	4,046	2,792
	-----	-----
	9,976	7,441
	-----	-----
Total	\$ 28,483	\$ 27,239
	=====	=====

</TABLE>

The cumulative amounts billed, principally under long-term contracts, of \$43,206,000 and \$39,179,000 at July 28, 1995 and October 28, 1994, respectively, are credited against the related costs in inventory. Substantially all of the amounts billed have been collected.

Note D--Long-Term Debt

<TABLE>

<CAPTION>

Long-term debt consists of the following:

	July 28, 1995	October 28, 1994
	-----	-----
	(Dollars in thousands)	
	<C>	<C>

<S>

12-3/8% Senior Subordinated Debentures, due

July 1, 1998--net of unamortized discount of \$39,000 - 1995 and \$67,000 - 1994 (a)	\$ 22,816	\$ 32,788
Term loan (b)	8,500	10,000
	-----	-----
	31,316	42,788

Less amounts due within one year		2,000	2,000
	-----	-----	
Long-term debt		\$ 29,316	\$ 40,788
	=====	=====	

</TABLE>

(a) The debentures provide for interest to be paid semi-annually on January 1 and July 1 and are redeemable at the option of the Company, in whole or in part, at 100% plus accrued interest. In April 1995, the Company called, and on May 18, 1995 redeemed \$10,000,000 of the debentures. The accompanying statements of income for the nine months ended July 28, 1995 and July 29, 1994, respectively, reflect extraordinary charges of \$62,000 and \$271,000, net of income tax benefits of \$42,000 and \$157,000, respectively, related to the redemption of \$10,000,000 (1995) and \$30,000,000 (1994) of the Company's debentures.

-8-

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)--Continued

Note D--Long-Term Debt--Continued

The debentures are subordinated to all existing and future senior indebtedness (as defined) of the Company. At July 28, 1995, the amount available for dividends, pursuant to the terms of the indenture under which the debentures are issued, was \$28,028,000 and, if no dividend payments are made, the amount available for capital stock repurchases was \$38,028,000. However, under the terms of the term loan agreement, at such date, only \$13,879,000 was available for such payments (see (b) below).

(b) In October 1994, two subsidiaries of the Company entered into a \$10,000,000 five-year loan agreement with National Westminster Bank which is secured by a deed of trust on land and buildings (book value at July 28, 1995 - \$15,564,000). The obligation is guaranteed by the Company. The term loan bears interest at 7.86% per annum and is repayable in twenty quarterly principal installments of \$500,000, together with interest. In October 1996, if certain conditions are met, the loan may be extended for two years with a subsequent reduction of principal payments to \$225,000 per quarter and a final payment of \$1,725,000, due October, 2001. The agreement contains various financial covenants, the most restrictive of which requires the Company to maintain a tangible net worth of \$79,000,000. As a result, only \$13,879,000 was available for the payment of dividends and stock repurchases at July 28, 1995.

Note E--Stockholders' Equity

Changes in the major components of stockholders' equity for the nine months ended July 28, 1995 are as follows:

<TABLE>

<CAPTION>

	Common Stock	Paid-In Capital	Retained Earnings	Treasury Stock	
	-----	-----	-----	-----	
	(Dollars in thousands)				
<S>	<C>	<C>	<C>	<C>	
Balance at October 28, 1994		\$ 779	\$ 43,830	\$ 91,655	\$(46,089)
Net income for the nine months			8,447		
Contribution to ESOP - 8,621 shares			154	96	
Stock options exercised - 10,250 shares		1	208		
Cancellation of treasury stock at cost - 2,977,933 shares		(298)	(16,872)	(28,823)	45,993
Issuance of 4,821,897 shares of common stock resulting from two-for-one stock split in the form of a 100% stock dividend		482	(482)		
	-----	-----	-----	-----	
Balance at July 28, 1995		\$ 964	\$ 26,838	\$ 71,279	--
	=====	=====	=====	=====	

</TABLE>

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)--Continued

Note E--Stockholders' Equity--Continued

On August 28, 1995, the Board of Directors cancelled the treasury stock and declared a two-for-one stock split of the Company's common stock which will be effected by a 100% stock dividend, to be distributed on October 6, 1995 to shareholders of record as of the close of business on September 12, 1995. The balance sheet at July 28, 1995 has been adjusted to reflect these transactions.

The unrealized foreign currency translation adjustment included in stockholders' equity relates to the Company's investment in its Australian joint venture, whose functional currency is the Australian dollar.

Note F--Summarized Financial Information of Joint Ventures

The Company owns 12-1/2% of the voting stock of Pacific Access Pty. Ltd. ("Pacific Access"), an international joint venture in Australia. This venture, which commenced operations in July 1991, assumed responsibility throughout Australia for the marketing, sales and compilation functions of all yellow pages directories of Telstra Corporation Ltd., ("Telstra"), the Australian Government-owned telephone company, under the terms of a twelve-year contract. The venture produces a major portion of its revenues and significantly all of its profits in the Company's second and third fiscal quarters. Telstra owns 50% of the voting stock of Pacific Access.

In July 1994, the Company entered into a long-term joint venture agreement to publish the official White Pages, Yellow Pages and Street Guides for Rio de Janeiro. The Company has invested \$6,841,000 to acquire a 50% interest in the common shares, together with 75% of the issued preferred stock, of Teletistas Editora Ltda., a Brazilian company which has a contract to publish Rio's telephone directories on behalf of TELERJ, the government-owned telephone company. The agreement requires the Company to invest up to an additional \$1,382,000 (which, together with the original investment, will represent 50% of the common shares and 75% of the agreed initial preferred stock and debt financing by the venturers) in the joint venture in fiscal year 1995 as well as to provide technology, expertise and key personnel in directory production, sales and marketing.

As a result of the funding requirements, during the start-up period, the Company is recognizing 75% of the losses incurred by the venture. At such time as the venture becomes profitable, the Company will recognize 75% of the venture's net income until start-up losses are recovered and 50% of any profits subsequent thereto.

Consolidated retained earnings at July 28, 1995 included \$5,306,000, representing the undistributed earnings of Pacific Access. Income taxes have been paid or provided on such earnings.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)--Continued

Note F--Summarized Financial Information of Joint Ventures--Continued

The following summarizes the financial information of the joint ventures:

<TABLE>
<CAPTION>

July 28, 1995		October 28, 1994	

(Dollars in thousands)			
Company's		Company's	
Total	Equity	Total	Equity

<S>	<C>	<C>	<C>	<C>
Current assets	\$ 306,177		\$ 233,907	
Noncurrent assets	16,327		16,629	
Current liabilities	(259,902)		(198,521)	
Noncurrent liability	(263)			
Equity of combined joint ventures	\$ 62,339		\$ 52,015	
Equity of Australian joint venture (a)	\$ 57,051	\$ 10,613	\$ 48,987	\$ 9,677
Equity of Brazilian joint venture	5,288	4,188	3,028	2,320
	\$ 62,339	\$ 52,015		
Investments in joint ventures		\$14,801		\$11,997

</TABLE>

(a) Pursuant to the Australian venture agreement, the initial capital contributions of all venturers, other than Telstra, exceeded their proportionate share of ownership interest in the corporate joint venture. The agreement provides that, upon liquidation of the venture, the venturers will be entitled to recover such excess contributions from the net assets of the venture.

-11-

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)--Continued

Note F--Summarized Financial Information of Joint Ventures--(Continued)

<TABLE>
<CAPTION>

	Nine Months Ended			
	July 28, 1995		July 29, 1994	
	(Dollars in thousands)			
	Total	Company's Equity	Total	Company's Equity
<S>	<C>	<C>	<C>	<C>
Revenues	\$440,188		\$414,247	
Costs and expenses	411,156		380,414	
Income tax provision	9,091		11,304	
Net income	\$ 19,941		\$ 22,529	
Net income of Australian joint venture		\$ 23,438	\$ 2,871	\$ 21,109
Net loss of Brazilian joint venture (b)		(3,497)	(2,456)	(52)
Net income of United States joint venture (c)				1,472
	\$ 19,941		\$ 22,529	661
Company's equity in net income of joint ventures		\$ 415		\$3,246

</TABLE>

<TABLE>
<CAPTION>

Three Months Ended	
July 28, 1995	July 29, 1994
(Dollars in thousands)	

	Total	Company's Equity	Total	Company's Equity	
	-----	-----	-----	-----	
<S>	<C>	<C>	<C>	<C>	
Revenues	\$224,452		\$212,101		
Costs and expenses		200,838		183,808	
Income tax provision		4,861		9,659	
Net income	----- \$ 18,753		----- \$ 18,634		
Net income of Australian joint venture		\$ 19,731	\$2,423	\$ 18,686	\$2,282
Net loss of Brazilian joint venture (b)		(978)	(655)	(52)	(26)
	----- \$ 18,753		----- \$ 18,634		
Company's equity in net income of joint ventures		----- \$1,768		----- \$2,256	

</TABLE>

(b) The Company's portion of the net loss of the Brazilian joint venture included losses on foreign currency of \$583,000 and \$189,000 for the nine and three months ended July 28, 1995, respectively.

(c) Effective February 28, 1994, the Company sold its 50% interest in the United States joint venture.

-12-

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)--Continued

Note G--Per Share Data

Per share data are computed on the basis of the weighted average number of shares of common stock outstanding, adjusted retroactively for the effect of the two-for-one stock split declared on August 28, 1995 and, if applicable, the assumed exercise of dilutive outstanding stock options based on the treasury stock method.

Note H--Income Taxes

Significant components of the income tax provision attributable to operations are as follows:

<TABLE>
<CAPTION>

	Nine Months Ended		Three Months Ended	
	-----	-----	-----	-----
	July 28, 1995	July 29, 1994	July 28, 1995	July 29, 1994
	-----	-----	-----	-----
	(Dollars in thousands)			
<S>	<C>	<C>	<C>	<C>
Current:				
Federal	\$ 2,151	\$ 3,837	\$ 2,914	\$ 1,852
Foreign	995	439	476	207
State and local	1,096	988	871	446
	----- 4,242	----- 5,264	----- 4,261	----- 2,505
Deferred:				
Federal	885	(691)	(773)	(653)
Foreign	20			
State and local	210	(262)	(186)	(260)

1,115	(953)	(959)	(913)
<u>\$ 5,357</u>	<u>\$ 4,311</u>	<u>\$ 3,302</u>	<u>\$ 1,592</u>

</TABLE>

Note I--Pending Acquisition

On June 26, 1995, a letter of intent was signed for the merger of Autologic, the Company's Electronic Publishing and Typesetting Systems segment, into Information International Inc. (Triple-I), a publicly traded company, for approximately 58% of Triple-I's shares. The transaction is subject to the execution of a definitive agreement, approval of the respective boards of directors, completion of due diligence, approval of the transaction by the shareholders of Triple-I and necessary regulatory approvals.

-13-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

NINE MONTHS AND THREE MONTHS ENDED JULY 28, 1995 COMPARED TO THE NINE MONTHS AND THREE MONTHS ENDED JULY 29, 1994

The information which appears below relates to the current and prior periods, the results of operations for which periods are not necessarily indicative of the results which may be expected for any subsequent periods.

The following summarizes the results of operations by segment:

<TABLE>

<CAPTION>

	FOR THE NINE MONTHS ENDED		FOR THE THREE MONTHS ENDED	
	July 28, 1995	July 29, 1994	July 28, 1995	July 29, 1994
	(Dollars in thousands)			
	<C>	<C>	<C>	<C>
Revenues :				
Technical Services and Temporary Personnel		\$395,309	\$317,395	\$141,357
Electronic Publication and Typesetting Systems		49,369	44,651	16,666
Telephone Directory	45,433	47,328	18,777	17,655
Engineering and Construction	45,620	38,593	16,483	13,164
Computer Systems	67,454	25,483	33,912	8,434
Equity in net income of joint ventures		415	3,246	1,768
Gain on sale of joint venture		9,770		2,256
Interest and other income - net		771	519	60
Elimination of intersegment revenues		(3,369)	(3,274)	(1,271)
	<u>\$601,002</u>	<u>\$483,711</u>	<u>\$227,752</u>	<u>\$168,379</u>

Income Before Income Tax Provision and Extraordinary Item:

Operating Profit (Loss):

Technical Services and Temporary Personnel		\$18,050	\$10,442	\$6,159	\$4,379
Electronic Publication and Typesetting Systems		409	574	22	210
Telephone Directory	(1,210)	1,616	241	1,255	
Engineering and Construction	2,838	341	1,662	562	
Computer Systems	4,413	(3,294)	2,157	(1,013)	
Eliminations	(92)	1	(61)	(12)	
Total Operating Profit	<u>24,408</u>	<u>9,680</u>	<u>10,180</u>	<u>5,381</u>	
Equity in net income of joint ventures		415	3,246	1,768	2,256
Gain on sale of joint venture		9,770			
Interest and other income - net		771	519	60	186
General corporate expenses		(6,977)	(6,961)	(2,311)	(2,285)

Interest expense	(4,739)	(5,766)	(1,317)	(1,728)
Foreign exchange gain (loss) - net	(12)	(45)	(22)	76
	-----	-----	-----	-----
Income Before Income Tax Provision and Extraordinary Item	\$13,866	\$10,443	\$8,358	\$3,886
	=====	=====	=====	=====

</TABLE>

-14-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS--Continued

NINE MONTHS ENDED JULY 28, 1995 COMPARED TO
THE NINE MONTHS ENDED JULY 29, 1994--Continued

Results of Operations - Summary

In the nine month period of 1995, revenues increased by \$117,291,000 or 24%, from fiscal 1994 as sales increased by \$129,640,000 or 28%. Revenues in the 1994 period included revenues of \$9,770,000 from the gain on sale of a joint venture and \$2,831,000 higher equity in the net income of joint ventures. The increase in sales resulted primarily from a \$77,914,000 increase in sales by the Technical Services and Temporary Personnel segment and a \$41,971,000 increase in the sales by the Computer Systems segment.

The Company had pretax income of \$13,866,000 in 1995, compared to \$10,443,000 in 1994. The 1994 income included the \$9,770,000 pretax gain on the sale of a joint venture. The operating profit of the Company's segments increased by \$14,728,000 to \$24,408,000 in 1995. The principal increases in the segments' operating income were from the Technical Services and Temporary Personnel segment, with an increase of \$7,608,000 to \$18,050,000, the Engineering and Construction segment, with an increase of \$2,497,000 to \$2,838,000 and the Computer Systems segment, where the \$4,413,000 profit represented a \$7,707,000 favorable change from 1994.

The extraordinary charge to earnings in the nine months of fiscal 1995 is the result of the early redemption, in May 1995, at par, of \$10,000,000 face value of the Company's 12-3/8% Subordinated Debentures. The charge was due to the related discount and issuance costs and is net of an income tax benefit of \$42,000.

In fiscal 1994, the Company redeemed \$30,000,000 of debentures, at par. The nine months charge due to the related issuance and discount costs is net of an income tax benefit of \$157,000.

Net income in the nine months of 1995 was \$8,447,000, compared to net income of \$5,861,000 in the nine months of 1994.

Results of Operations - By Segment

The Technical Services and Temporary Personnel segment's sales increased by \$77,914,000 or 25% in 1995 to \$395,309,000 and the segment's operating profit increased by \$7,608,000 or 73% to \$18,050,000. Approximately \$48,000,000 of the segment's sales increase in 1995 was the result of business with new customers. One new customer accounted for approximately \$25,000,000 of the increase in sales. Although it is anticipated that services to that customer will continue to be rendered over the near-term, the level of services now being performed may be reduced. The increase in the segment's operating profit was due to the increased sales volume and an increase in gross margin of 1.4 percentage points resulting from lower workers' compensation insurance and other costs.

-15-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS--Continued

NINE MONTHS ENDED JULY 28, 1995 COMPARED TO
THE NINE MONTHS ENDED JULY 29, 1994--Continued

The Electronic Publication and Typesetting Systems segment's sales increased by \$4,718,000, or 11%, to \$49,369,000 in 1995, while its operating profit was

\$409,000 compared to a profit of \$574,000 in 1994. The sales increase was primarily due to increased equipment sales in the U.S. and Pacific markets. The decrease in operating profit was due to a reduction in the gross margin of 1.5 percentage points offset by increased sales volume and a 1.0 percentage point decrease in total operating expenses expended per sales dollar. The decrease in the gross margin percentage resulted from a change in the product mix (a decrease in sales of some high margin products and an increase in sales of some low margin items which are in direct competition with other manufacturers' products). The markets in which the segment competes are marked by rapidly changing technology, with sales in fiscal 1995 of equipment introduced within the last three years comprising approximately 84% of equipment sales.

The Telephone Directory segment's sales decreased by \$1,895,000, or 4%, to \$45,433,000 in fiscal 1995, while the segment incurred an operating loss of \$1,210,000, as compared to a profit of \$1,616,000 in 1994. The sales decline is due to a \$6,900,000 decrease in telephone directory production volume, primarily related to the expiration of a contract in early 1995, partially offset by increases in independent directory sales by the segment's DataNational division and increased volume in the Uruguayan printing operation of 35% and 32%, respectively. The operating loss was due to the lower telephone directory production sales volume, which included the loss of several high margin jobs, an increase in costs to develop new directory management systems and start-up losses incurred in the automated production of newspaper display advertisements. This segment's services are rendered under various short and long-term contracts. Certain contracts expire in fiscal 1995 through 1997, and there can be no assurance that they will be renewed on similar terms or replaced.

The Engineering and Construction segment's sales increased by \$7,027,000, or 18% to \$45,620,000 in fiscal 1995 and its operating profit was \$2,838,000, an increase of \$2,497,000. The sales increase was due to a 27% increase in the construction division partially offset by a 9% decrease in the business systems division. Operating results improved due to the increased sales volume and a 5.6 percentage point decrease in overhead expended per sales dollar, partially offset by a reduction in the gross margin of .8 percentage points.

The Computer Systems segment's sales increased by \$41,971,000, or 165%, to \$67,454,000 in 1995 and its operating profit was \$4,413,000, as compared to a loss of \$3,294,000 in 1994. The increase in sales and operating profit was primarily due to customer acceptance of three Delta Operating Service Systems (DOSS), one in the third quarter of 1995 which required customization and two in the first quarter of 1995 which did not require customization, increased maintenance revenues and increased sales and profits on conservation services to utilities. Under the completed contract method of accounting used by this segment, revenues together with related costs are recognized in income upon acceptance by the customer. Deliveries and installations under other contracts, which require significant customization, continue and customer acceptances are anticipated later in 1995 and in 1996. Profitability rates on such contracts are not anticipated to be at the same levels as those earned on the DOSS contracts accepted in the nine months of fiscal 1995.

-16-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS--Continued

NINE MONTHS ENDED JULY 28, 1995 COMPARED TO THE NINE MONTHS ENDED JULY 29, 1994--Continued

This segment's results on a quarter-to-quarter basis are highly dependent on the acceptance by customers under contract for the segment's directory assistance systems, which occurs periodically rather than evenly.

Results of Operations - Other

Other items, discussed on a consolidated basis, affecting results of operations for the nine month periods were:

Interest income increased by \$483,000, or 51%, in 1995. The increase was primarily due to higher prevailing interest rates and funds available for investment in interest-bearing securities.

The Company's equity in the net income of its joint ventures was \$415,000 in

1995, as compared to a net income of \$3,246,000 in 1994. The decrease was due to the start-up and foreign currency related losses incurred by the Company's Brazilian joint venture which began operations in July 1994 and the absence of profits from the U.S. joint venture sold in February 1994. The Company's share of the income of its Australian joint venture, which produces a major portion of its revenues and significantly all of its profit in the Company's second and third fiscal quarters, increased by \$260,000, due to increased revenues.

Selling and administrative expenses increased by \$1,468,000, or 5%, to \$31,223,000 in 1995 to support the increase in sales. However, these expenses expressed as a percentage of sales were 5% in 1995 compared to 6% in 1994.

Research, development and engineering expenditures increased by \$201,000, or 3%, to \$6,064,000 in 1995. The increase was due to additional product development by the Telephone Directory segment.

Depreciation and amortization increased by \$856,000, or 11%, to \$8,817,000 in 1995. The increase is due to increased fixed asset expenditures in fiscal 1993, 1994 and the nine months of 1995.

Interest expense decreased by \$1,027,000 or 18% to \$4,739,000 in 1995. The decrease was due to the redemption of \$10,000,000 in May 1995 and \$10,000,000 in May 1994 of the Company's 12-3/8% Subordinated Debentures.

The Company's effective tax rate was reduced to 39% in 1995, from 41% in 1994. The 1995 tax provision reflects the use of domestic net operating loss and foreign tax carryforwards which were not previously recognized due to tax code limitations.

-17-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS--Continued

THREE MONTHS ENDED JULY 28, 1995 COMPARED TO THE THREE MONTHS ENDED JULY 29, 1994--Continued

Results of Operations - Summary

In the three month period of 1995, revenues increased by \$59,373,000, or 35%, from fiscal 1994 as sales increased by \$59,987,000, or 36%. The increase in sales resulted primarily from a \$29,654,000 increase in sales by the Technical Services and Temporary Personnel segment and a \$25,478,000 increase in the sales by the Computer Systems segment.

The Company had pretax income of \$8,358,000 compared to \$3,886,000 in 1994. Operating profit increased by \$4,799,000, or 89%, to \$10,180,000. The principal increases in operating profit were \$1,780,000 by the Technical Services and Temporary Personnel segment, \$1,100,000 by the Engineering and Construction segment and \$3,170,000 by the Computer Systems segment, partially offset by a decrease of \$1,014,000 by the Telephone Directory segment.

Net income in the three month period of 1995 was \$4,994,000, compared to net income of \$2,212,000 in the three month period of 1994.

Results of Operations - By Segment

The Technical Services and Temporary Personnel segment's sales increased by \$29,654,000, or 27%, in 1995 to \$141,357,000 and its operating profit increased by \$1,780,000, or 41%, to \$6,159,000. Approximately \$19,000,000 of the segment's sales increase in 1995 was the result of business with new customers. One new customer accounted for approximately \$9,000,000 of the increase in sales. The operating profit increase in 1995 was due to the increased sales volume and an increase in gross margin of .8 percentage points.

The Electronic Publication and Typesetting Systems segment's sales increased by \$576,000, or 4%, to \$16,666,000 in 1995, while operating profit decreased by \$188,000 to \$22,000. The sales increase was primarily due to increased equipment sales in the U.S., Pacific and European markets. The decrease in operating profit was primarily due to a reduction in the gross margin of 1.3 percentage points, partially offset by the increase in sales. The decrease in the gross margin percentage resulted from a change in the product mix (a decrease in sales

of some high margin products and an increase in sales of some low margin items which are in direct competition with other manufacturers' products).

The Telephone Directory segment's sales increased by \$1,122,000 or 6%, to \$18,777,000 in fiscal 1995. The segment incurred an operating profit of \$241,000, compared to \$1,255,000 in 1994. The sales increase was due to increases in independent directory sales by the segment's DataNational division and increased volume in the Uruguayan printing operation of 90% and 63%, respectively, partially offset by lower telephone directory production volume of \$3,700,000, primarily related to the termination of a contract in early 1995. The increase in independent directory sales was primarily due to two directories published in the fourth quarter of fiscal 1994, but published in the third quarter of fiscal 1995 and a

-18-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS--Continued

THREE MONTHS ENDED JULY 28, 1995 COMPARED TO THE THREE MONTHS ENDED JULY 29, 1994--Continued

new directory published in fiscal 1995. The decrease in operating profit was due to the lower telephone directory production, an increase in costs to develop new directory management systems and start-up losses incurred in the automated production of newspaper display advertisements.

The Engineering and Construction segment's sales increased by \$3,319,000, or 25%, to \$16,483,000 in fiscal 1995, with an operating profit of \$1,662,000, an increase of \$1,100,000 or 196%. The sales increase was due to a 57% increase in the construction division partially offset by a 10% decrease in the business systems division. Operating results improved due to the increased sales volume, an increase in the gross margin of 2.2 percentage points and a 3.4 percentage point decrease in overhead expended per sales dollar.

The Computer Systems segment's sales increased by \$25,478,000, or 302%, to \$33,912,000 in 1995, while the operating profit was \$2,157,000 compared to a operating loss of \$1,013,000 in 1994. The sales increase was attributable to customer acceptance of a major Delta Operating Service System (DOSS) project in the third quarter, greater DOSS maintenance revenue and an increase in sales of conservation services to utilities. The operating profit increased due to the recognition of the DOSS project and the increased sales volume and gross margins of the conservation services partially offset by additional expenditures on new business development and high start-up costs incurred under maintenance contracts. This segment's results on a quarter-to-quarter basis are highly dependent on the acceptance by customers under contract for the segment's directory assistance systems, which occurs periodically rather than evenly.

Results of Operations - Other

Other items, discussed on a consolidated basis, affecting results of operations for the three month periods were:

In the three month period of 1995, the Company's equity in the net income of its joint ventures decreased by \$488,000, or 22%, to \$1,768,000. The decrease was due to the start-up and foreign currency related losses incurred by the Brazilian joint venture which began operations in July 1994. The Company's share of the income of its Australian joint venture increased by \$141,000 due to increased revenues.

Selling and administrative expenses increased by \$992,000, or 10%, to \$11,090,000 in 1995 to support the increase in sales. These expenses expressed as a percentage of sales were 5% in 1995 compared to 6% in 1994.

Depreciation and amortization increased by \$395,000, or 15%, to \$3,052,000 in 1995. The increase is due to increased fixed asset expenditures in fiscal year 1993, 1994 and the three months of 1995.

-19-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS--Continued

THREE MONTHS ENDED JULY 28, 1995 COMPARED TO
THE THREE MONTHS ENDED JULY 29, 1994--Continued

Interest expense decreased by \$411,000, or 24%, to \$1,317,000 in 1995. The decrease was due to the redemption of \$10,000,000 in May 1995 and \$10,000,000 in May 1994 of the Company's 12-3/8% Subordinated Debentures.

The Company's effective tax rate was reduced to 39% in 1995 from 41% in 1994. The 1995 tax provision reflects the use of domestic net operating loss and foreign tax carryforwards which were not previously recognized due to tax code limitations.

-20-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS--Continued

Liquidity and Capital Resources

Cash and cash equivalents increased by \$810,000 in 1995 to \$17,859,000 for the reasons discussed below while working capital decreased by \$8,671,000 to \$53,168,000. The decrease in working capital was primarily due to the redemption of \$10,000,000 of debentures in May 1995 and net increases in property, plant, equipment and other non-current assets, partially offset by the net income for the nine months. In addition to its cash and cash equivalents, at July 28, 1995, the Company's investment portfolio, primarily U.S. Treasury Notes and certificates of deposit, had a carrying value of \$6,211,000. The Company also has a \$10,000,000 credit line with a domestic bank under a revolving credit agreement which expires in February 1996, unless renewed. The Company had outstanding bank borrowings under that line of \$4,464,000 at July 28, 1995. In addition, at July 28, 1995, the Company had the right to sell up to \$15,000,000 of additional interests in receivables under its existing sales program.

Cash flows provided by operating activities for the nine months ended July 28, 1995 were \$25,630,000 compared with \$12,963,000 in the nine months ended July 29, 1994. The increase primarily relates to higher operating profit of the Company's segments in 1995 and an increase of \$5,000,000 in interests in accounts receivable sold in 1995 under the Company's receivable securitization program partially offset by 1995 increases in receivables and inventories which are attributable to the growth experienced by the Company's segments.

The Company believes that its current financial position, working capital and future cash flows will be sufficient to fund its presently contemplated operations and satisfy its debt obligations. The Company has no material capital commitments. The Company may determine, from time-to-time in the future, to buy additional shares of its common stock and/or debentures in the market or in privately negotiated transactions.

-21-

PART II - OTHER INFORMATION

ITEM 4-- SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Company's 1995 Annual Meeting of Shareholders held on June 16, 1995, shareholders:

(a) Elected the following to serve as Class II directors of the Corporation to serve until the 1997 Annual Meeting of the Shareholders, by the following votes:

<TABLE>
<CAPTION>

	For	Vote Withheld
	---	-----
<S>	<C>	<C>
William Shaw	3,971,280	563,799
Jerome Shaw	3,971,281	563,798
James J. Groberg	3,969,683	565,396

</TABLE>

(b) approved the Corporation's 1995 Non-Qualified Stock Option Plan, by the following vote:

For: 3,222,091 Against: 58,465 Abstain: 1,254,523

(c) reported that a majority of the votes cast at the meeting were voted in favor of the resolution to ratify the action of the Board of Directors in appointing Ernst & Young LLP as the Corporation's independent public accountants for the fiscal year ending November 3, 1995, by the following vote:

For: 3,985,631 Against: 6,063 Abstain: 543,385

ITEM 5-- OTHER INFORMATION

On August 28, 1995 the Board of Directors cancelled the treasury stock and declared a two-for-one stock split of the Company's common stock which will be effect in the form of a 100% stock dividend, to be distributed on October 6, 1995 to shareholders of record as of the close of business on September 12, 1995.

ITEM 6-- EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

- 15.01 Acknowledgment letter from Ernst & Young LLP
- 15.02 Independent Accountants' Report on Review of Interim Financial Information from Ernst & Young LLP

(b) Reports on Form 8-K:

The only report on Form 8-K filed during the quarter ended July 28, 1995 was a report dated June 26, 1995 (date of earliest event reported), reporting under Item 5. Other Events.

-22-

SIGNATURE

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

VOLT INFORMATION SCIENCES, INC.
(Registrant)

BY: s/ JACK EGAN

JACK EGAN
Vice President - Corporate Accounting
(Principal Accounting Officer)

Date: September 8, 1995

-23-
EXHIBIT INDEX

Exhibit No.	Description	Page No.
-----	-----	-----
EX-27	Financial Data Schedule	

September 9, 1995

Securities and Exchange Commission
Washington, DC 20549

We are aware of the incorporation by reference in Post-Effective Amendment No. 2 to Registration Statement No. 2-75618 on Form S-8 dated September 12, 1988, Post-Effective Amendment No. 3 to Registration Statement No. 2-70180 on Form S-8 dated April 8, 1983, Registration Statement No. 2-88018 on Form S-3 dated December 1, 1983 and Registration Statement No. 33-18565 on Form S-8 dated December 14, 1987 of Volt Information Sciences, Inc., of our report dated August 31, 1995 relating to the unaudited condensed consolidated interim financial statements of Volt Information Sciences, Inc. which are included in its Form 10-Q for the quarter ended July 28, 1995.

Pursuant to Rule 436(c) of the Securities Act of 1933 our report is not a part of the registration statement prepared or certified by accountants within the meaning of Section 7 or 11 of the Securities Act of 1933.

Ernst & Young LLP

New York, New York

INDEPENDENT ACCOUNTANTS' REPORT ON REVIEW OF INTERIM
FINANCIAL INFORMATION

TO THE STOCKHOLDERS
VOLT INFORMATION SCIENCES, INC.

We have reviewed the accompanying unaudited condensed consolidated balance sheet of Volt Information Sciences, Inc. and subsidiaries as of July 28, 1995, and the related condensed consolidated statements of income for the nine and three month periods ended July 28, 1995 and July 29, 1994, and the related condensed consolidated statements of cash flows for the nine month periods ended July 28, 1995 and July 29, 1994. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, which will be performed for the full year with the objective of expressing an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed consolidated financial statements referred to above for them to be in conformity with generally accepted accounting principles.

We have previously audited, in accordance with generally accepted auditing standards, the consolidated balance sheet of Volt Information Sciences, Inc. as of October 28, 1994, and the related consolidated statements of operations and cash flows for the year then ended, not presented herein; and in our report dated December 19, 1994, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of October 28, 1994, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Ernst & Young LLP

August 28, 1995

<TABLE> <S> <C>

<ARTICLE> 5

<MULTIPLIER> 1000

<S>	<C>
<PERIOD-TYPE>	9-MOS
<FISCAL-YEAR-END>	NOV-03-1995
<PERIOD-END>	JUL-28-1995
<CASH>	17,859
<SECURITIES>	2,081
<RECEIVABLES>	101,864
<ALLOWANCES>	3,991
<INVENTORY>	28,483
<CURRENT-ASSETS>	155,876
<PP&E>	82,083
<DEPRECIATION>	30,618
<TOTAL-ASSETS>	234,441
<CURRENT-LIABILITIES>	102,708
<BONDS>	29,316
<COMMON>	964
<PREFERRED-MANDATORY>	0
<PREFERRED>	0
<OTHER-SE>	97,900
<TOTAL-LIABILITY-AND-EQUITY>	234,441
<SALES>	48,799
<TOTAL-REVENUES>	601,002
<CGS>	32,291
<TOTAL-COSTS>	536,281
<OTHER-EXPENSES>	45,730
<LOSS-PROVISION>	1,640
<INTEREST-EXPENSE>	4,739
<INCOME-PRETAX>	13,866
<INCOME-TAX>	5,357
<INCOME-CONTINUING>	8,509
<DISCONTINUED>	0
<EXTRAORDINARY>	(62)
<CHANGES>	0
<NET-INCOME>	8,447
<EPS-PRIMARY>	.87
<EPS-DILUTED>	.87

</TABLE>