

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For Three Months Ended February 2, 1996

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 No

The number of shares of Common Stock, \$.10 par value, outstanding as of March
11, 1996 was 9,687,543.

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

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Condensed Consolidated Statements of Income
Three Months Ended February 2, 1996 and
January 27, 1995 3

Condensed Consolidated Balance Sheets
February 2, 1996 and November 3, 1995 4

Condensed Consolidated Statements of Cash Flows
Three Months Ended February 2, 1996 and January 27, 1995 5

Notes to Condensed Consolidated Financial Statements 7

Item 2. Management's Discussion and Analysis of Financial
Condition and Results of Operations Three Months
Ended February 2, 1996 Compared to the Three Months
Ended January 27, 1995 14

PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K 19

SIGNATURE 20

-2-

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

VOLT INFORMATION SCIENCES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(UNAUDITED)

<TABLE>

<CAPTION>

	Three Months Ended	
	February 2, 1996	January 27, 1995
	-----	-----
	(Dollars in thousands)	
	<C>	<C>
REVENUES		
Sales of services	\$ 208,477	\$ 167,518
Sales of products	16,336	15,778
Equity in net loss of joint ventures--Note F		(1,957)
Interest income	605	480
Gain on sale of interest in subsidiaries--Note I		3,666
Other expense - net--Note B		(517)
	-----	-----
	226,610	182,060
	-----	-----
COSTS AND EXPENSES		
Cost of sales		
Services	192,595	152,305
Products	12,470	10,405
Selling and administrative	11,449	9,751
Research, development & engineering		1,943
Depreciation and amortization	3,188	2,796
Minority interest in net loss of consolidated subsidiaries--Note I		69
Foreign exchange (gain) loss - net		140
Interest expense	1,155	1,686
	-----	-----
	223,009	178,688
	-----	-----
Income before income tax provision		3,601
Income tax provision--Note H		1,334
	-----	-----
Net income	\$ 2,267	\$ 2,023
	=====	=====
	(Per Share Data)	
Net income	\$.23	\$.21
	=====	=====
Number of shares used in computation-- Note G	9,673,803	9,608,408
	=====	=====

</TABLE>

See accompanying notes.

Wages and commissions	23,316	23,403
Taxes other than income taxes	11,707	10,059
Insurance	18,606	18,893
Other	10,388	6,686
Customer advances and other liabilities	16,211	15,250
Income taxes	1,056	12,401
	-----	-----
TOTAL CURRENT LIABILITIES	119,710	124,632
LONG-TERM DEBT--Note D	31,116	28,819
DEFERRED INCOME TAXES	354	3,433
	-----	-----
	151,180	156,884
MINORITY INTEREST--Note I	21,077	
STOCKHOLDERS' EQUITY--Notes D, E, F, and G		
Preferred stock, par value \$1.00 Authorized--500,000 shares; issued--none		
Common stock, par value \$.10 Authorized--15,000,000 shares; issued - 9,687,543 shares (1996) and 9,664,794 shares (1995)	969	966
Paid-in capital	27,666	27,098
Retained earnings	81,424	79,157
Unrealized foreign currency translation adjustment	(267)	(168)
Unrealized gain on marketable securities	51	74
	-----	-----
	109,843	107,127
	\$ 282,100	\$ 264,011
	=====	=====

</TABLE>

(a) The Balance Sheet at November 3, 1995 has been derived from the audited financial statements at that date.

See accompanying notes.

- 4 -

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

(UNAUDITED)

<TABLE>

<CAPTION>

Three Months Ended

February 2, January 27,
1996 1995

(Dollars in thousands)

<S>

<C>

<C>

CASH FLOWS FROM OPERATING ACTIVITIES

Net income	\$ 2,267	\$ 2,023
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,188	2,796
Gain on sale of interest in subsidiaries	(3,666)	
Equity in net loss of joint ventures	1,957	1,448
Minority interest	69	
Accounts receivable provisions	576	625
Amortization of deferred debenture costs,		

debt discounts and other deferred expenses	274	202
Gains on foreign currency translation	(257)	(94)
(Gains) losses on dispositions of property, plant, and equipment	(25)	52
Deferred income tax provision (benefit)	859	(1,118)
Changes in operating assets and liabilities, net of effect from acquisitions:		
(Increase) decrease in accounts receivable	15,767	(3,673)
(Increase) decrease in inventories	(1,946)	6,131
(Increase) decrease in prepaid expenses and other current assets	1,178	(1,123)
(Increase) decrease in other assets	1,693	(974)
Decrease in accounts payable	(4,676)	(7,066)
Increase (decrease) in accrued expenses	(59)	2,899
Increase in customer advances and other liabilities	107	3,508
Increase (decrease) in income taxes payable	(11,345)	2,036
	-----	-----
NET CASH PROVIDED BY OPERATING ACTIVITIES	5,961	7,672
	-----	-----

</TABLE>

- 5 -

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

<TABLE>

<CAPTION>

	Three Months Ended	
	February 2, 1996	January 27, 1995
	-----	-----
	(Dollars in thousands)	
	<C>	<C>
CASH FLOWS FROM INVESTING ACTIVITIES		
Maturities of investments	1,047	7,000
Purchases of investments	(1,061)	(4,718)
Investment in joint venture	(2,360)	(1,387)
Cash of acquired subsidiaries, less transaction costs		8,421
Acquisition of subsidiary	(1,006)	
Proceeds from disposals of property, plant and equipment	63	123
Purchases of property, plant and equipment		(2,769)
	-----	-----
NET CASH PROVIDED BY (APPLIED TO) INVESTING ACTIVITIES		2,335
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of long-term debt	(500)	(500)
Exercise of stock options	71	22
Increase in notes payable to banks	823	473
	-----	-----
NET CASH PROVIDED BY (APPLIED TO) FINANCING ACTIVITIES		394
	-----	-----
Effect of exchange rate changes on cash		753
	-----	-----
NET INCREASE IN CASH AND CASH EQUIVALENTS		9,443
Cash and cash equivalents, beginning of period		25,350
	-----	-----
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 34,793	\$ 23,210
	=====	=====

SUPPLEMENTAL INFORMATION

Cash paid during the period:

Interest expense	\$ 1,836	\$ 2,571
Income taxes	\$ 11,697	\$ 336

</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 February 2, 1996 and results of operations and cash flows for the three months ended February 2, 1996 and January 27, 1995. Operating results for the three months ended February 2, 1996 are not necessarily indicative of the results that may be expected for the fiscal year ending November 1, 1996.

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 November 3, 1995. 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 limit was increased to \$45,000,000 and the agreement was extended to March 1998. As collections reduce previously sold undivided interests, new receivables may be sold up to the \$45,000,000 level. At February 2, 1996 and November 3, 1995, \$30,000,000 of 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 expense in the accompanying 1996 and 1995 statements of income include fees related to the agreement of \$541,000 and \$312,000, respectively.

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 minimum tangible net worth, as defined, or exceeds a maximum ratio of debt to tangible net worth.

- 7 -

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)--Continued

Note C--Inventories

Inventories consist of:

<TABLE>

<CAPTION>

	February 2, 1996	November 3, 1995
	-----	-----
	(Dollars in thousands)	
	<C>	<C>
Services:		
Accumulated unbilled costs on:		
Service contracts	\$17,236	\$15,909
Long-term contracts	3,827	2,980
	-----	-----
	21,063	18,889
	-----	-----

Products:		
Materials and work-in-process	6,570	4,818
Service parts	1,683	1,124
Finished goods	3,589	3,376
	-----	-----
	11,842	9,318
	-----	-----
Total	\$32,905	\$28,207
	=====	=====

</TABLE>

The cumulative amounts billed under service and long-term contracts of \$2,240,000 at February 2, 1996 and \$3,469,000 at November 3, 1995 are credited against the related costs in inventory. Substantially all of the amounts billed have been collected.

- 8 -

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

Note D--Long-Term Debt

Long-term debt consists of the following:

<TABLE>

<CAPTION>

	February 2, 1996	November 3, 1995	
	-----	-----	
	(Dollars in thousands)		
	<C>	<C>	
12-3/8% Senior Subordinated Debentures, due July 1, 1998--net of unamortized discount of \$33,000 - 1996 and \$36,000 - 1995 (a)		\$22,822	\$22,819
Term loan (b)	7,500	8,000	
Notes payable (c) (d)	3,593		
	-----	-----	
	33,915	30,819	
Less amounts due within one year		2,799	2,000
	-----	-----	
Total long-term debt	\$31,116	\$28,819	
	=====	=====	

</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. The debentures are subordinated to all existing and future senior indebtedness (as defined) of the Company. At February 2, 1996, the amount available for dividends, pursuant to the terms of the indenture under which the debentures are issued, was \$33,593,000 and, if no dividend payments are made, the amount available for capital stock repurchases was \$43,593,000. However, under the terms of the term loan agreement, at such date, only \$28,230,000 was available for such payments (see (b) below).

(b) In October 1994, 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 February 2, 1996 - \$15,292,000). 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 \$86,000,000.

(c) Includes two notes payable (which bear interest at 90 day commercial paper rates) each for \$550,000, due on January 2, 1997 and January 2, 1998, respectively.

(d) An unsecured loan of \$2,493,000 from Chemical Bank was made to a foreign subsidiary on January 18, 1996 to finance a printing press. The five-year loan, guaranteed by the Company, is to be repaid in ten semi-annual payments including interest calculated at LIBOR (5.4% at February 2, 1996) plus .25% beginning

September 15, 1996.

- 9 -

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

Note E--Stockholders' Equity

Changes in the major components of stockholders' equity for the three months ended February 2, 1996 are as follows:

<TABLE>

<CAPTION>

	Common Stock	Paid-In Capital	Retained Earnings	
	-----	-----	-----	
	(Dollars in thousands)			
<S>	<C>	<C>	<C>	
Balance at November 3, 1995		\$966	\$27,098	\$79,157
Net income for the three months			2,267	
Issuance of 18,349 shares to ESOP		2	498	
Stock options exercised - 4,400 shares		1	70	
	----	-----	-----	
Balance at February 2, 1996	=====	=====	=====	\$81,424

</TABLE>

The other components of stockholders' equity are the unrealized gain on marketable securities and the unrealized foreign currency translation adjustment due 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 the event of a change in control of the Company, as defined, the Company may be required to sell its shares in the venture to Telstra at a formula price based on various factors, including earnings.

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. As of February 2, 1996, the Company has made investments in and loans aggregating \$9,929,000 to Telelistas Editora Ltda., a Brazilian company which has a contract to publish Rio's telephone directories on behalf of TELERJ, the government-owned telephone company. Such agreement resulted in the acquisition of a 50% interest in the common shares together with 75% of the issued preferred stock. The agreement, as amended, requires the Company to invest additional amounts in the joint venture, as well as 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.

- 10 -

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

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

Consolidated retained earnings at February 2, 1996 included \$4,205,000, representing the undistributed earnings of the Australian joint venture. Income taxes have been paid or provided on such earnings.

<TABLE>

<CAPTION>

	February 2, 1996		November 3, 1995		
	(Dollars in thousands)				
	Total	Company's Equity	Total	Company's Equity	
<S>	<C>	<C>	<C>	<C>	
Current assets	\$174,317		\$270,495		
Non-current assets	16,395		17,207		
Current liabilities	(137,387)		(227,749)		
Non-current liabilities	(240)		(259)		
Equity of combined joint ventures		\$ 53,085		\$ 59,694	
Equity of Australian joint venture (a)		\$ 48,409	\$ 9,519	\$ 55,733	\$10,436
Equity of Brazilian joint venture		4,676	4,620	3,961	3,467
	\$ 53,085		\$ 59,694		
Investments in joint ventures			\$14,139		\$13,903

</TABLE>

(a)-Pursuant to the Australian joint 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.

<TABLE>

<CAPTION>

	Three Months Ended				
	February 2, 1996		January 27, 1995		
	(Dollars in thousands)				
	Total	Company's Equity	Total	Company's Equity	
<S>	<C>	<C>	<C>	<C>	
Revenues	\$62,896		\$70,782		
Costs and expenses	73,892		79,104		
Income tax benefit	(3,271)		(2,047)		
Net loss	\$ (7,725)		\$ (6,275)		
Net loss of Australian joint venture		\$ (6,038)	\$ (749)	\$ (5,032)	\$ (629)
Net loss of Brazilian joint venture		(1,687)	(1,208)	(1,243)	(819)
	\$ (7,725)		\$ (6,275)		
Company's equity in net loss of joint ventures			\$ (1,957)		\$ (1,448)

</TABLE>

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 and, if applicable, the assumed exercise of dilutive outstanding stock options based on the treasury stock method. Per share data have been adjusted for the three months ended January 27, 1995, for the effect of a two-for-one-stock split distributed on October 6, 1995.

Note H--Income Taxes

Significant components of the income tax expense (benefit) attributable to operations are as follows:

<TABLE>

<CAPTION>

	Three Months Ended	
	February 2, 1996	January 27, 1995
	(Dollars in thousands)	
	<C>	<C>
Current:		
Federal	\$203	\$1,658
Foreign	(182)	212
State and local	454	597
	-----	-----
	475	2,467
	-----	-----
Deferred:		
Federal	803	(902)
State and local	56	(216)
	-----	-----
	859	(1,118)
	-----	-----
	\$1,334	\$1,349
	=====	=====

</TABLE>

Note I--Acquisition and Sale of Subsidiaries

On November 15, 1995, the Company acquired a technical services business for \$2,106,000 in cash and notes which resulted in an increase in intangible assets of \$2,052,000. The effect on operations for the three months ended January 27, 1995, assuming the acquisition occurred at the beginning of such period, is not material.

On January 29, 1996, the Company merged its wholly-owned subsidiary, Autologic, Incorporated and related foreign subsidiaries ("Autologic"), representing its Electronic Publication and Typesetting Systems segment, with Information International, Inc. ("Triple- I"), resulting in the formation of a new publicly traded company, Autologic Information International, Inc. ("AII"). Triple-I was a publicly traded company in the business of electronic publishing prepress systems.

- 12 -

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

Note I--Acquisition and Sale of Subsidiaries (Continued)

In connection with the merger, the stockholders of Triple-I received 41% of AII's common stock based on one share of AII being issued for each outstanding share of Triple-I and the Company received 59% of the outstanding shares of AII common stock.

The merger has been accounted for as a purchase of a 41% interest in Triple-I and a corresponding sale of a 59% interest in Autologic to the former shareholders of Triple-I. The accompanying 1996 financial statements include the accounts of Autologic and Triple-I with the former Triple-I shareholders 41% in AII shown as a Minority Interest in the Condensed Consolidated Balance Sheet. The results of operations of Triple-I are included in the accompanying consolidated statement of income since the date of acquisition. The sale of 41% of Autologic resulted in a pretax gain of \$3,666,000, net of transaction costs and also resulted in 41% of Autologic's assets being reflected in the 1996 balance sheet at fair value, resulting in an intangible of \$5,215,000 with a corresponding increase in the minority interest. Amortization of such intangible will be charged to the Minority Interest. In addition, the purchase of the assets of Triple-I resulted in an intangible of \$3,847,000. Such intangible will be amortized over a period of five years.

In connection with the merger, Autologic restructured its operations and

included a charge of \$700,000 related principally to the termination of employees. Such charge is included in the results of operations for the three months ended February 2, 1996.

The following unaudited pro forma information presents a summary of consolidated results of operations as if the acquisitions had occurred at the beginning of the respective periods with pro forma adjustments to give effect to amortization of intangibles, minority interest share in operations and certain income tax adjustments. The pro forma financial information is not necessarily indicative of the results of operations as they would have been had the transactions been effected on the assumed dates, or of future results of operations of the consolidated entities.

<TABLE>

<CAPTION>

Three Months Ended

 February 2, January 27,
 1996 1995

(Dollars in thousands, except
 per share amounts)

<S>	<C>	<C>
Revenue	\$237,331	\$192,515
Income from continuing operations	\$ 3,265	\$ 2,479
Net income	\$ 3,265	\$ 1,479
Income from continuing operations per share	\$.34	\$.25
Net income per share	\$.34	\$.15

</TABLE>

- 13 -

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
 CONDITION AND RESULTS OF OPERATIONS

THREE MONTHS ENDED FEBRUARY 2, 1996 COMPARED
 TO THE THREE MONTHS ENDED JANUARY 27, 1995

The information which appears below relates to prior periods, the results of which 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 Three Months Ended

 February 2, January 27,
 1996 1995

(Dollars in thousands)

<S>

Revenues:

	<C>	<C>
Technical Services and Temporary Personnel	\$ 155,699	\$ 118,918
Electronic Publication and Typesetting Systems	16,547	16,000
Telephone Directory	13,569	12,662
Engineering and Construction	19,491	14,603
Computer Systems	20,607	22,251
Equity in net loss of joint ventures	(1,957)	(1,448)
Gain on sale of interest in subsidiaries	3,666	
Interest and other income-net	88	212
Elimination of intersegment revenues	(1,100)	(1,138)
	-----	-----
	\$ 226,610	\$ 182,060
	=====	=====

Income Before Income Taxes

Operating Profit (Loss):

Technical Services and Temporary Personnel	\$ 5,444	\$ 4,947
Electronic Publication and Typesetting Systems	(2,410)	280
Telephone Directory	(1,010)	(1,032)
Engineering and Construction	1,361	344
Computer Systems	2,138	4,094
Eliminations	71	(22)
	-----	-----
Total Operating Profit	5,594	8,611
Equity in net loss of joint ventures	(1,957)	(1,448)
Gain on sale of interest in subsidiaries	3,666	
Interest and other income-net	88	212
General corporate expenses	(2,495)	(2,376)
Interest expense	(1,155)	(1,686)
Foreign exchange gain (loss)--net	(140)	59
	-----	-----
Income Before Income Taxes	\$ 3,601	\$ 3,372
	=====	=====

</TABLE>

- 14 -

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

THREE MONTHS ENDED FEBRUARY 2, 1996 COMPARED TO THE THREE MONTHS ENDED JANUARY 27, 1995--Continued

Results of Operations - Summary

In the three-month period of fiscal 1996, revenues increased by \$44,550,000, or 24%, from fiscal 1995, as sales increased by \$41,517,000, or 23%. Revenues in the 1996 period included a gain of \$3,666,000 from the sale of an interest in the Company's Electronic Publication and Typesetting Systems segment. The increase in sales resulted primarily from a \$36,781,000 increase in sales of the Technical Services and Temporary Personnel segment and a \$4,888,000 increase in sales of the Construction and Engineering segment.

The Company's pretax income was \$3,601,000 in 1996, compared to \$3,372,000 in 1995. The 1996 income included the \$3,666,000 pretax gain discussed above. The operating profit of the Company's segments decreased by \$3,017,000 to \$5,594,000 in 1996. The principal decreases in the segments' operating income were from the Electronic Publication and Typesetting Systems segment, with a decrease of \$2,690,000 to a loss of \$2,410,000 and the Computer Systems segment, with a decrease of \$1,956,000 to a profit of \$2,138,000 partially offset by the Engineering and Construction segment, where the \$1,361,000 profit represented a \$1,017,000 favorable change from 1995.

Net income in the three months of 1996 was \$2,267,000, compared to a net income of \$2,023,000 in the three months of 1995.

Results of Operations - By Segment

The Technical Services and Temporary Personnel segment's sales increased by \$36,781,000, or 31%, in 1996 to \$155,699,000 and the segment's operating profit increased by \$497,000, or 10%, to \$5,444,000 compared to \$4,947,000 in 1995. The segment will no longer provide services to one customer which accounted for \$6,300,000, or 4% of the segment's 1996 sales. Approximately \$5,800,000 of the segment's sales increase in 1996 was the result of business with new customers. In addition, \$8,000,000, or 22% of the sales increase was due to pass-through costs primarily related to subcontractors to service large national contracts. The increase in the segment's operating profit was due to the increased sales volume, partially offset by a decrease in gross margin of approximately 1 percentage point, primarily due to higher subcontractor usage, billed without a mark-up, and an increase in unemployment insurance costs.

The Electronic Publication and Typesetting Systems segment's sales increased by \$547,000, or 3%, to \$16,547,000 in 1996, while the segment incurred an operating loss of \$2,410,000, compared to a profit of \$280,000 in 1995. The sales increase was primarily due to increased equipment sales in the European and Pacific markets. The decrease in operating profit was due to a reduction in the gross

margin of 10 percentage points and a .7 percentage point increase in total operating expenses expended per sales dollar, partially offset by the increased sales volume. 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). In addition, the segment incurred \$700,000 of restructuring

- 15 -

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

THREE MONTHS ENDED FEBRUARY 2, 1996 COMPARED TO THE THREE MONTHS ENDED JANUARY 27, 1995--Continued

charges and experienced a temporary delay in shipments due to the merger with Triple-I. (See Note I). The markets in which the segment competes are marked by rapidly changing technology, with sales in fiscal 1996 of equipment introduced within the last three years comprising approximately 94% of equipment sales.

The Telephone Directory segment's sales increased by \$907,000, or 7%, to \$13,569,000 in fiscal 1996, while the segment incurred an operating loss of \$1,010,000, a decrease of \$22,000, as compared to a loss of \$1,032,000 in 1995. The sales increase is due to a \$329,000 increase in telephone directory production volume and an increase in independent directory sales by the segment's DataNational division of 23%. The operating losses in 1996 and 1995 were due to start-up losses incurred in the automated production of newspaper display advertisements, costs to enter a new regional independent directory market and higher operating costs in the Uruguayan printing operation, partially offset in 1996, by higher telephone directory production revenue. This segment's services are rendered under various short and long-term contracts. Certain contracts expire in fiscal 1996 through 2000, 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 \$4,888,000 to \$19,491,000 in fiscal 1996 and its operating profit was \$1,361,000, an increase of \$1,017,000, as compared to \$344,000 in 1995. The sales increase was due to a 53% increase in the construction division partially offset by a 4% decrease in the business systems division. Operating results improved due to the increased sales volume and a 7 percentage point decrease in overhead expended per sales dollar, partially offset by a reduction in the gross margin of 2 percentage points.

The Computer Systems segment's sales decreased by \$1,644,000, or 7%, to \$20,607,000 in 1996 and its operating profit was \$2,138,000, as compared to \$4,094,000 in 1995. The decrease in sales and operating profit was primarily due to higher sales and profits on customer acceptance of Delta Operating Service Systems (DOSS) in 1995, compared to 1996, partially offset by 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 DOSS contracts continue and customer acceptances are anticipated later 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 fiscal 1995. 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.

- 16 -

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

THREE MONTHS ENDED FEBRUARY 2, 1996 COMPARED TO THE THREE MONTHS ENDED JANUARY 27, 1995--Continued

Results of Operations: Other

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

Interest income increased by \$125,000, or 26%, in 1996. The increase was primarily due to additional funds invested.

The Company's equity in the net loss of its joint ventures was \$1,957,000 in 1996, as compared to a loss of \$1,448,000 in 1995. The increase 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. The Company's share of the net loss 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 \$120,000 due to lower revenues.

Selling and administrative expenses increased by \$1,698,000, or 17%, to \$11,449,000 in 1996 to support the increase in sales. However, these expenses expressed as a percentage of sales were 5% in 1996 and 1995.

Research, development and engineering expenditures increased by \$139,000, or 8%, to \$1,943,000 in 1996. The increase was due to additional product development by the Computer Systems segment.

Depreciation and amortization increased by \$392,000, or 14%, to \$3,188,000 in 1996. The increase was due to increased fixed asset expenditures in fiscal 1994, 1995 and the three months of 1996.

Interest expense decreased by \$531,000, or 31%, to \$1,155,000 in 1996. The decrease was primarily due to the redemption of \$10,000,000, in May 1995 of the Company's 12-3/8% Subordinated Debentures.

The Company's effective tax rate was reduced to 37% in 1996, from 40% in 1995. The 1996 tax provision reflects full utilization of foreign tax credits generated while such use in 1995 was limited due to tax code limitations.

- 17 -

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

THREE MONTHS ENDED FEBRUARY 2, 1996 COMPARED TO THE THREE MONTHS ENDED JANUARY 27, 1995--Continued

Liquidity and Source of Capital

Cash and cash equivalents increased by \$9,443,000 in 1996 to \$34,793,000, and working capital increased by \$9,318,000 to \$66,901,000. Cash flows from operating activities for the three months ended February 2, 1996 were \$5,961,000. Many factors, reflected in the accompanying Consolidated Statements of Cash Flows affected the amount of cash flows from operating activities. Primary among the factors providing cash flows to operating activities in 1996 were the reduction in accounts receivable of \$15,767,000 and the non-cash expense of \$3,188,000 for depreciation and amortization, partially offset by the payment of income taxes of \$11,697,000.

The principal factor in the cash provided by investing activities of \$2,335,000 was the cash balance resulting from the acquisition of a subsidiary of \$8,421,000, net of transaction costs, partially offset by net increases in property, plant and equipment of \$2,706,000 and investment in joint ventures of \$2,360,000.

In addition to its cash and cash equivalents, at February 2, 1996, the Company's investment portfolio, primarily U.S. Treasury Notes and certificates of deposit, had a carrying value of \$4,683,000. The Company also has a \$10,000,000 credit line with a domestic bank under a revolving credit agreement which expires August 1, 1997, unless renewed. The Company had outstanding bank borrowing under that line of \$5,776,000 at February 2, 1996. In addition, at February 2, 1996, the Company had the right to sell up to \$15,000,000 of additional interest in receivables under its existing sales program.

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.

- 18 -

Items 1 through 5 were not applicable.

Item 6. Exhibits and reports on Form 8-K

(a) Exhibits

15.01 Letter from Ernst & Young LLP

15.02 Letter from Ernst & Young LLP regarding interim financial information.

(b) Reports on Form 8-K:

The only report on Form 8-K filed during the quarter ended February 2, 1996 was a report dated January 29, 1996 (date of earliest event reported), reporting Item 2. Acquisition or Disposition of Assets, and Item 7. Financial Statements and Exhibits filing the following financial statements:

- (i) The combined audited financial statements of Autologic, Incorporated and Affiliates:

Combined Balance Sheets as at October 28, 1994 and November 3, 1995, Combined Statements of Operations for the years ended October 29, 1993, October 28, 1994 and November 3, 1995, Combined Statements of Parent's Investment and Statements of Cash Flows for the years ended October 29, 1993, October 28, 1994 and November 3, 1995.

- (ii) The consolidated financial statements of Information International, Inc.: Consolidated Balance Sheets as at April 30, 1993, December 31, 1993 and 1994 (audited) and September 30, 1995 (unaudited); Consolidated Statements of Operations, Consolidated Statements of Shareholders' Equity and Consolidated Statements of Cash Flows of Information International, Inc. for the periods ended April 30, 1992 and 1993, December 31, 1993 and 1994 (audited) and September 30, 1994 and 1995 (unaudited).

- 19 -

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.

VOLT INFORMATION SCIENCES, INC.
(Registrant)

BY: /s/ JACK EGAN
(Signature)

Date: March 14, 1996
JACK EGAN
Vice President - Corporate
Accounting
(Principal Accounting Officer)

- 20 -

EXHIBIT INDEX

Exhibit No.	Description
-----	-----
15.01	Letter from Ernst & Young LLP.
15.02	Letter from Ernst & Young LLP regarding interim financial information.
27	Financial Data Schedule.

INDEPENDENT ACCOUNTANTS' REPORT ON REVIEW OF INTERIM
FINANCIAL INFORMATION

Board of Directors
Volt Information Sciences, Inc.

We have reviewed the accompanying unaudited condensed consolidated balance sheet of Volt Information Sciences, Inc. and subsidiaries as of February 2, 1996 and the related condensed consolidated statements of income and cash flows for the three month periods ended February 2, 1996 and January 27, 1995. 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 condensed consolidated interim 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 as of November 3, 1995, and the related consolidated statements of income and cash flows for the year then ended, not presented herein; and in our report dated January 2, 1996, we expressed an unqualified opinion on these consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of November 3, 1995, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Ernst & Young LLP

March 8, 1996

March 14, 1996

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 March 8, 1996 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 February 2, 1996.

Pursuant to Rule 43(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

<TABLE> <S> <C>

<ARTICLE> 5

<MULTIPLIER> 1000

<S>	<C>
<PERIOD-TYPE>	3-MOS
<FISCAL-YEAR-END>	NOV-01-1996
<PERIOD-END>	FEB-02-1996
<CASH>	34793
<SECURITIES>	2359
<RECEIVABLES>	105120
<ALLOWANCES>	5132
<INVENTORY>	32905
<CURRENT-ASSETS>	186611
<PP&E>	97620
<DEPRECIATION>	35999
<TOTAL-ASSETS>	282100
<CURRENT-LIABILITIES>	119710
<BONDS>	31116
<PREFERRED-MANDATORY>	0
<PREFERRED>	0
<COMMON>	969
<OTHER-SE>	108874
<TOTAL-LIABILITY-AND-EQUITY>	282100
<SALES>	16336
<TOTAL-REVENUES>	226610
<CGS>	12470
<TOTAL-COSTS>	205065
<OTHER-EXPENSES>	16213
<LOSS-PROVISION>	576
<INTEREST-EXPENSE>	1155
<INCOME-PRETAX>	3601
<INCOME-TAX>	1334
<INCOME-CONTINUING>	2267
<DISCONTINUED>	0
<EXTRAORDINARY>	0
<CHANGES>	0
<NET-INCOME>	2267
<EPS-PRIMARY>	.23
<EPS-DILUTED>	.23

</TABLE>