UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended April 30, 1997

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____________ to ______________

Commission file number 0-27022

OPTICAL CABLE CORPORATION
(Exact name of registrant as specified in its charter)

VIRGINIA	54-1237042
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5290 Concourse Drive
Roanoke, Virginia 24019
(Address of principal executive offices, including zip code)

(540) 265-0690
(Registrant's telephone number, including area code)

N/A

(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 (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. (1) Yes X No (2) Yes X No

As of June 11, 1997, 38,675,416 shares of the registrant's Common Stock, no par value, were outstanding. Of these outstanding shares, 36,000,000 shares were held by Robert Kopstein, Chairman of the Board, President and Chief Executive Officer of the registrant.

OPTICAL CABLE CORPORATION
FORM 10-Q INDEX
SIX MONTHS ENDED APRIL 30, 1997

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

OPTICAL CABLE CORPORATION
CONDENSED BALANCE SHEETS
(Unaudited)

ASSETS	APRIL 30, 1997	OCTOBER 31, 1996
Current assets:		
Cash and cash equivalents	$ 349,130	$ 1,677,739
Trade accounts receivable, net of allowance for doubtful accounts of $243,000 at April 30, 1997 and $300,000 at October 31, 1996	7,868,481	9,368,476
Other receivables	449,037	354,041
Due from employees	4,125	1,475
Income taxes refundable	77,516	-
Inventories	10,257,219	10,261,437
Prepaid expenses	187,565	64,863
Deferred income taxes	168,349	155,304
Total current assets	19,361,422	21,883,335
Other assets, net	59,494	67,996
Property and equipment, net	11,524,756	9,175,871
Total assets	$ 30,945,672	$ 31,127,202
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Notes payable	$ 359,000	$ 1,103,000
Accounts payable and accrued expenses	2,992,401	5,488,765
Accrued compensation and payroll taxes	586,068	676,725
Income taxes payable	-	237,926
Total current liabilities	3,937,469	7,506,416
Deferred income taxes	43,760	49,227
Total liabilities	3,981,229	7,555,643
Stockholders' equity:		
Preferred stock, no par value, authorized 1,000,000 shares; none issued and outstanding	-	-
Common stock, voting; no par value, authorized 50,000,000 shares; issued and outstanding 38,675,416 shares	18,594,116	18,594,116
Retained earnings	8,370,327	4,977,443
Total stockholders' equity	26,964,443	23,571,559
Commitments and contingencies		
Total liabilities and stockholders' equity	$ 30,945,672	$ 31,127,202

See accompanying condensed notes to condensed financial statements.

OPTICAL CABLE CORPORATION
CONDENSED STATEMENTS OF INCOME
(Unaudited)

	THREE MONTHS ENDED APRIL 30,		SIX MONTHS ENDED APRIL 30,	
	1997	1996	1997	1996
Net sales	$ 10,645,571	$ 10,183,960	$ 23,136,882	$ 20,526,432
Cost of goods sold	6,352,983	6,087,121	13,492,629	11,722,572
Gross profit	4,292,588	4,096,839	9,644,253	8,803,860
Selling, general and administrative expenses	2,258,486	1,973,115	4,397,062	3,911,919
Income from operations	2,034,102	2,123,724	5,247,191	4,891,941
Other income (expense):				
Interest income	3,909	22,572	9,069	29,450
Interest expense	(897)	(3,493)	(11,098)	(3,493)
Other, net	(1,308)	109,425	(5,486)	109,324
Other income (expense), net	1,704	128,504	(7,515)	135,281
Income before income tax expense	2,035,806	2,252,228	5,239,676	5,027,222
Income tax expense	723,283	183,940	1,846,792	183,940
Net income	$ 1,312,523	$ 2,068,288	$ 3,392,884	$ 4,843,282
Pro forma income data:				
Net income before pro forma income tax provision, as reported		$ 2,068,288		$ 4,843,282
Pro forma income tax provision		680,916		1,746,513
Pro forma net income		$ 1,387,372		$ 3,096,769
Net income per share (pro forma for 1996)	$ 0.034	$ 0.036	$ 0.088	$ 0.081
Weighted average shares outstanding (pro forma for 1996)	38,675,416	38,692,284	38,675,416	38,246,142

See accompanying condensed notes to condensed financial statements.

OPTICAL CABLE CORPORATION
CONDENSED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

	SIX MONTHS ENDED APRIL 30, 1997			
	Common Stock			
	Shares	Amount	Retained Earnings	Total Stockholders' Equity
Balances at October 31, 1996	38,675,416	$ 18,594,116	$ 4,977,443	$ 23,571,559
Net income	-	-	3,392,884	3,392,884
Balances at April 30, 1997	38,675,416	$ 18,594,116	$ 8,370,327	$ 26,964,443

See accompanying condensed notes to condensed financial statements.

OPTICAL CABLE CORPORATION
CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	SIX MONTHS ENDED APRIL 30, 1997	SIX MONTHS ENDED APRIL 30, 1996
Cash flows from operating activities:		
Net income	$ 3,392,884	$ 4,843,282
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	346,648	256,952
Bad debt expense (recovery)	(71,632)	43,893
Deferred income taxes	(18,512)	(135,457)
(Increase) decrease in:		
Trade accounts receivable	1,571,627	(1,445,028)
Other receivables	(94,996)	(15,268)
Due from employees	(2,650)	625
Income taxes refundable	(77,516)	-
Inventories	4,218	(688,561)
Prepaid expenses	(122,702)	(2,975)
Other assets	-	201,237
Increase (decrease) in:		
Accounts payable and accrued expenses	(2,203,053)	624,394
Accrued compensation and payroll taxes	(90,657)	(320,033)
Income taxes payable	(237,926)	319,397
Net cash provided by operating activities	2,395,733	3,682,458
Cash flows from investing activities:		
Purchase of property and equipment	(2,980,342)	(623,145)
Net cash used in investing activities	(2,980,342)	(623,145)
Cash flows from financing activities:		
Net change in notes payable	(744,000)	1,039,000
Proceeds from issuance of common stock, net of issuance costs	-	5,608,958
Cash distributions to previously sole stockholder	-	(6,150,000)
Net cash provided by (used in) financing activities	(744,000)	497,958
Net increase (decrease) in cash and cash equivalents	(1,328,609)	3,557,271
Cash and cash equivalents at beginning of period	1,677,739	535,235
Cash and cash equivalents at end of period	$ 349,130	$ 4,092,506

See accompanying condensed notes to condensed financial statements.

OPTICAL CABLE CORPORATION
CONDENSED NOTES TO CONDENSED FINANCIAL STATEMENTS
SIX MONTHS ENDED APRIL 30, 1997
(Unaudited)

(1) GENERAL

The accompanying unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial reporting information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all material adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended April 30, 1997 are not necessarily indicative of the results that may be expected for the fiscal year ending October 31, 1997. The unaudited condensed financial statements and condensed notes are presented as permitted by Form 10-Q and do not contain certain information included in the Company's annual financial statements and notes. For further information, refer to the financial statements and notes thereto included in the Company's annual report on Form 10-K for the fiscal year ended October 31, 1996.

(a) Pro Forma Net Income Per Share

For the three months and six months ended April 30, 1996, pro forma net income per share was computed by dividing pro forma net income by the pro forma weighted average number of common shares outstanding during the period and by deeming to be outstanding the number of shares (1,800,000) the Company would have needed to issue at the initial public offering price per share ($2.50) to pay a $1 million cash distribution to the previously sole stockholder in December 1995 and a $3.5 million cash distribution to the previously sole stockholder out of the proceeds of the initial public offering.

(b) Net Income Per Share

For the three months and six months ended April 30, 1997, net income per share was computed by dividing net income by the weighted average number of common shares outstanding during the period. The calculation of weighted average shares outstanding does not include the effect of common stock options since their impact on the weighted average shares outstanding is less than three percent.

(2) INVENTORIES

Inventories at April 30, 1997 and October 31, 1996 consist of the following:

	April 30, 1997	October 31, 1996
Finished goods	$ 4,913,523	$ 2,465,659
Work in process	1,715,982	3,104,339
Raw materials	3,577,226	4,645,843
Production supplies	50,488	45,596
	$10,257,219	$10,261,437

(continued)

(3) NOTES PAYABLE

On February 28, 1997, the Company and its bank executed a loan commitment letter, which renewed its $5 million secured revolving line of credit available for general corporate purposes and established a $10 million secured line of credit to fund potential acquisitions, mergers or joint ventures. The lines of credit bear interest at 1.50 percent above the monthly LIBOR rate and are equally and ratably secured by the Company's accounts receivable, contract rights, inventory, furniture and fixtures, machinery and equipment and general intangibles. The lines of credit will expire on February 28, 1998, unless renewed or extended.

(4) INCOME TAXES

Through March 31, 1996, the Company was not subject to federal and state income taxes since it had elected to be taxed as an S Corporation. In connection with the closing of the Company's initial public offering, the Company terminated its status as an S Corporation effective March 31, 1996 and became subject to federal and state income taxes. Accordingly, the statements of income for the three months and six months ended April 30, 1996 include income taxes from April 1, 1996, and, for informational purposes, a pro forma adjustment for income taxes which would have been recorded if the Company had been subject to income taxes for the entire periods presented.

(5) IMPAIRMENT OF LONG-LIVED ASSETS AND LONG-LIVED ASSETS TO BE DISPOSED OF

The Company adopted the provisions of SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of, on November 1, 1996. This Statement requires that long-lived assets and certain identifiable intangibles be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceed the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell. Adoption of this Statement did not have a material impact on the Company's financial position, results of operations, or liquidity.

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(6) STOCK OPTION PLAN

Prior to November 1, 1996, the Company accounted for its stock option plan in accordance with the provisions of Accounting Principles Board ("APB") Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. As such, compensation expense would be recorded on the date of grant only if the current market price of the underlying stock exceeded the exercise price. On November 1, 1996, the Company adopted SFAS No. 123, Accounting for Stock-based Compensation, which permits entities to recognize as expense over the vesting period the fair value of all stock-based awards on the date of grant. Alternatively, SFAS No. 123 also allows entities to continue to apply the provisions of APB Opinion No. 25 and provide pro forma net income and pro forma earnings per share disclosures for employee stock option grants made in 1995 and future years as if the fair-value-based method defined in SFAS No. 123 had been applied. The Company has elected to continue to apply the provisions of APB Opinion No. 25 and will provide the pro forma disclosure provisions of SFAS No. 123 in its annual report for the fiscal year ending October 31, 1997.

(7) FUTURE ACCOUNTING CONSIDERATIONS

In February 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128, Earnings per Share. SFAS No.128 establishes standards for computing and presenting earnings per share (EPS) and applies to entities with publicly held common stock or potential common stock. SFAS No. 128 simplifies the standards for computing earnings per share previously found in APB Opinion No. 15, Earnings per Share, and makes them comparable to international EPS standards. It replaces the presentation of primary EPS with a presentation of basic EPS. It also requires dual presentation of basic and diluted EPS on the face of the income statement for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS computation.

Basic EPS excludes dilution and is computed by dividing income available to common stockholders by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity.

SFAS No. 128 is effective for financial statements issued for periods ending after December 15, 1997, including interim periods; earlier application is not permitted. SFAS No. 128 requires restatement of all prior-period EPS data presented. It is not anticipated that SFAS No. 128 will have any material effect on current or prior period EPS data presented by the Company.

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

RESULTS OF OPERATIONS

THREE MONTHS ENDED APRIL 30, 1997 AND 1996

Net Sales

Net sales consists of gross sales of products, less discounts, refunds and returns. Net sales increased 4.5 percent to $10.6 million in second quarter 1997 from $10.2 million for the same period in 1996. This increase was attributable to the Company's continued effort to reach a broader customer base throughout the United States and internationally with increased advertising, trade show attendance, and direct sales presence in more states. The increase in net sales for second quarter 1997 was lower than expected due to a slowdown in European business resulting in a decline in international sales of approximately 6 percent.

Gross Profit Margin

Cost of goods sold consists of the cost of materials, compensation costs and overhead related to the Company's manufacturing operations. The Company's gross profit margin (gross profit as a percentage of net sales) increased slightly to 40.3 percent in second quarter 1997 from 40.2 percent in second quarter 1996. During second quarter 1997, sales from orders $50,000 or more approximated 15 percent compared to 21 percent for second quarter 1996. Discounts on larger orders are generally greater than for sales from orders less than $50,000. In addition, during second quarter 1997, net sales to distributors approximated 73 percent versus 52 percent for the same period in 1996. Discounts on sales to distributors are generally greater than for sales to the Company's other customer bases.

Selling, General And Administrative Expenses

Selling, general and administrative expenses consist of the compensation costs (including sales commissions) for sales and marketing personnel, travel expenses, customer support expenses, trade show expenses, advertising, the compensation cost for administration, finance and general management personnel, as well as legal and accounting fees. Selling, general and administrative expenses as a percentage of net sales were 21.2 percent in second quarter 1997 compared to 19.4 percent in second quarter 1996. This higher percentage was due primarily to incurring approximately $174,000 of shareholder related expenses during second quarter 1997, such as printing and distribution costs for the annual report on Form 10-K and the proxy statement, and costs for the annual meeting of shareholders, compared to approximately $2,000 expensed in second quarter 1996.

Income Before Income Tax Expense

Income before income tax expense decreased 9.6 percent to $2.0 million for the three months ended April 30, 1997 compared to $2.3 million for the three months ended April 30, 1996. This was primarily due to increased selling, general and administrative expenses.

Income Taxes

Through March 31, 1996, the Company was not subject to federal and state income taxes since it had elected to be taxed as an S Corporation. In connection with the Company's initial public offering, the Company terminated its status as an S Corporation effective March 31, 1996 and became subject to federal and state income taxes. Accordingly, the statement of income for the three months ended April 30, 1997 includes income taxes, at an effective rate of 35.5 percent, and,

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the statement of income for the three months ended April 30, 1996 includes income taxes from April 1, 1996, and, for informational purposes, a pro forma adjustment for income taxes, at an effective tax rate of 38.4 percent, which would have been recorded if the Company had been subject to income taxes for the entire period presented. The lower effective tax rate in second quarter 1997 is due primarily to the benefit of the Company's foreign sales corporation.

Net Income

Net income for second quarter 1997 was $1.3 million compared to $2.1 million for second quarter 1996. Net income decreased due to the decrease in income before income tax expense and to income tax expense of $723,000 for second quarter 1997 compared to $184,000 for second quarter 1996 as a result of the Company's termination of its S Corporation status effective March 31, 1996.

Net income for second quarter 1997 decreased $75,000, or 5.4 percent from pro forma net income for second quarter 1996. This decrease resulted from the decrease in income before income tax expense of $216,000, offset by the $141,000 decrease in income tax expense in second quarter 1997 from pro forma income tax provision for the same period in 1996.

SIX MONTHS ENDED APRIL 30, 1997 AND 1996

Net Sales

Net sales consists of gross sales of products, less discounts, refunds and returns. Net sales increased 12.7 percent to $23.1 million for the six months ended April 30, 1997 from $20.5 million for the same period in 1996. This increase was attributable to the Company's continued effort to reach a broader customer base throughout the United States and internationally with increased advertising, trade show attendance, and direct sales presence in more states. This effort resulted in greater sales in all market segments and product types.

Gross Profit Margin

Cost of goods sold consists of the cost of materials, compensation costs and overhead related to the Company's manufacturing operations. The Company's gross profit margin (gross profit as a percentage of net sales) decreased to 41.7 percent for the six months ended April 30, 1997 from 42.9 percent for the six months ended April 30, 1996. This decrease was due to the Company's product mix sold and the ratio of net sales attributable to the Company's distributors during the period. During the six months ended April 30, 1997, sales from orders $50,000 or more approximated 21 percent compared to 18 percent for the six months ended April 30, 1996. Discounts on large orders are generally greater than for sales from orders less than $50,000. In addition, for the six months ended April 30, 1997, net sales to distributors approximated 62 percent versus 49 percent for the same period in 1996. Discounts on sales to distributors are generally greater than for sales to the Company's other customer base.

Selling, General And Administrative Expenses

Selling, general and administrative expenses consist of the compensation costs (including sales commissions) for sales and marketing personnel, travel expenses, customer support expenses, trade show expenses, advertising, the compensation cost for administration, finance and general management personnel, as well as legal and accounting fees. Selling, general and administrative expenses as a percentage of net sales were 19.0 percent for the six months ended April 30, 1997 compared to 19.1 percent for the six months ended April 30, 1996. This lower percentage was primarily the result of the fact that net sales for the six months ended April 30, 1997 increased at a

(Continued)

faster rate than selling, general and administrative expenses compared to the six months ended April 30, 1996. The ratio of selling, general and administrative expenses as a percentage of net sales was also impacted due to incurring approximately $224,000 of shareholder related expenses during the six months ended April 30, 1997, such as printing and distribution costs for the annual report on Form 10-K and the proxy statement, and costs for the annual meeting of shareholders, compared to approximately $2,000 expensed for the six months ended April 30, 1996.

Income Before Income Tax Expense

Income before income tax expense increased 4.2 percent to $5.2 million for the six months ended April 30, 1997 compared to $5.0 million for the six months ended April 30, 1996. This was primarily due to increased sales volume.

Income Taxes

Through March 31, 1996, the Company was not subject to federal and state income taxes since it had elected to be taxed as an S Corporation. In connection with the Company's initial public offering, the Company terminated its status as an S Corporation effective March 31, 1996 and became subject to federal and state income taxes. Accordingly, the statement of income for the six months ended April 30, 1997 includes income taxes, at an effective tax rate of 35.2 percent, and the statement of income for the six months ended April 30, 1996 includes income taxes from April 1, 1996, and, for informational purposes, a pro forma adjustment for income taxes, at an effective tax rate of 38.4 percent, which would have been recorded if the Company had been subject to income taxes for the entire period presented. The lower effective tax rate for the six months ended April 30, 1997 is due primarily to the benefit of the Company's foreign sales corporation.

Net Income

Net income for the six months ended April 30, 1997 was $3.4 million compared to $4.8 million for the six months ended April 30, 1996. Despite an increase in income before income tax expense, net income decreased due to income tax expense of $1.8 million for the six months ended April 30, 1997 as a result of the Company's termination of its S Corporation status effective March 31, 1996.

Net income for the six months ended April 30, 1997 increased $296,000, or 9.6 percent over pro forma net income for the six months ended April 30, 1996. This increase resulted from the increase in income before income tax expense of $212,000, and by the $84,000 decrease in income tax expense for the six months ended April 30, 1997 from pro forma income tax provision for the same period in 1996.

FINANCIAL CONDITION

Total assets at April 30, 1997 were $31.0 million, a decrease of $182,000, or 0.6 percent over October 31, 1996. This decrease was primarily due to a decrease of $1.5 million in trade accounts receivable resulting from the decreased sales volume during the quarter as compared to fourth quarter 1996, and a $2.3 million increase in property and equipment, net, due to the Company's expansion of its headquarters facilities. The expansion was funded primarily through the $1.3 million decrease in cash and cash equivalents.

Total stockholders' equity at April 30, 1997 increased $3.4 million, or 14.4 percent from October 31, 1996 with net income retained accounting for the increase.

LIQUIDITY AND CAPITAL RESOURCES

The Company's primary capital needs have been to (i) fund working capital requirements, (ii) repay indebtedness, (iii) purchase property and equipment for expansion and (iv) fund distributions to its previously sole stockholder primarily to satisfy his tax liabilities resulting from

(Continued)

S Corporation status. The Company's primary sources of financing have been cash from operations, bank borrowings and proceeds from the initial public offering of the Company's common stock. The Company believes that its cash flow from operations and available lines of credit will be adequate to fund its operations for at least the next twelve months.

On February 28, 1997, the Company and its bank executed a loan commitment letter, which renewed its $5 million secured revolving line of credit available for general corporate purposes and established a $10 million secured line of credit to fund potential acquisitions, mergers or joint ventures. The lines of credit are equally and ratably secured by the Company's accounts receivable, contract rights, inventory, furniture and fixture, machinery and equipment and general intangibles. The lines of credit will expire on February 28, 1998, unless renewed or extended. As of the date hereof, the Company has no additional material sources of financing.

Cash flows from operations were approximately $2.4 million and $3.7 million for the six months ended April 30, 1997 and 1996, respectively. For the six months ended April 30, 1997, cash flows from operations were primarily provided by operating income and a decrease in trade accounts receivable of $1.6 million, offset by a decrease in accounts payable and accrued expenses of $2.2 million and income taxes paid of $2.2 million. Cash flows from operations for the six months ended April 30, 1996 were primarily provided by operating income, offset by an increase in trade accounts receivable of $1.4 million and an increase in inventory of $689,000.

Net cash used in investing activities was for expenditures related to facilities and equipment and was $3.0 million and $623,000 for the six months ended April 30, 1997 and 1996, respectively. The Company's expansion of its headquarters facilities is complete, and as of April 30, 1997, there were no material commitments for additional capital expenditures.

Net cash provided by (used in) financing activities was $(744,000) and $498,000 for the six months ended April 30, 1997 and 1996, respectively. The net cash used in financing activities for the six months ended April 30, 1997 consisted of repayment of debt outstanding under the Company's line of credit of $744,000 compared to an increase of $1.0 million for the six months ended April 30, 1996. The net cash provided by financing activities for the six months ended April 30, 1996 also included net proceeds from the issuance of common stock of $5.6 million, offset by $6.2 million in cash distributions to the Company's previously sole stockholder for payment of his income taxes with respect to the taxable income of the Company prior to the termination of the Company's S Corporation status.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits required by Item 601 of Regulation S-K for the six months ended April 30, 1997.

(27) Financial Data Schedule.

(b) Reports on Form 8-K filed during the three months ended April 30, 1997.

None.

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.

OPTICAL CABLE CORPORATION
(Registrant)

Date: June 11, 1997

/s/Robert Kopstein

Robert Kopstein
Chairman of the Board, President and Chief Executive Officer

Date: June 11, 1997

/s/Kenneth W. Harber

Kenneth W. Harber
Vice President of Finance, Treasurer and Secretary
(principal financial and accounting officer)

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED APRIL 30, 1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

Amounts inapplicable or not disclosed as a separate line on the Balance Sheet or Statement of Income are reported as 0 herein.

1,000
US DOLLARS

6-MOS
OCT-31-1997
NOV-01-1996
APR-30-1997
1
349
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8,111
243
10,257
19,361
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30,946
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18,594
8,370
30,975
23,137
23,146
13,493
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(72)
11
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3,393
0.088
0.088