

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 10-Q

Quarterly Report Pursuant To Section 13 or 15(d) of
 The Securities Exchange Act of 1934

For the quarterly period ended March 1, 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 Number 1-4365

OXFORD INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Georgia 58-0831862

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

222 Piedmont Avenue, N.E., Atlanta, Georgia 30308

(Address of principal executive offices)
 (Zip Code)

(404) 659-2424

(Registrant's telephone number, including area code)

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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

| Title of each class | Number of shares outstanding as of April 8, 1996 |
|-----------------------------|--|
| Common Stock, \$1 par value | 8,801,321 |

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

OXFORD INDUSTRIES, INC.
 CONSOLIDATED STATEMENT OF EARNINGS
 NINE MONTHS AND QUARTERS ENDED MARCH 1, 1996 AND MARCH 3, 1995
 (UNAUDITED)

| \$ in thousands except per share amounts | Nine Months Ended | | Quarter Ended | |
|--|-------------------|---------------|---------------|---------------|
| | March 1, 1996 | March 3, 1995 | March 1, 1996 | March 3, 1995 |
| Net Sales | \$514,920 | \$510,572 | \$138,600 | \$153,101 |
| Costs and Expenses: | | | | |
| Cost of Goods Sold | 428,488 | 416,442 | 116,135 | 127,952 |
| Selling, General and Administrative | 75,547 | 70,016 | 24,633 | 21,098 |
| Provision for environmental | | | | |

| | | | | |
|---|-----------|-----------|-----------|-----------|
| remediation | 4,500 | - | - | - |
| Interest | 4,916 | 2,715 | 1,199 | 1,010 |
| | ----- | ----- | ----- | ----- |
| Total Costs and Expenses | 513,451 | 489,173 | 141,967 | 150,060 |
| | ----- | ----- | ----- | ----- |
| Earnings (Loss) Before Income Taxes | 1,469 | 21,399 | (3,367) | 3,041 |
| Income Taxes | 588 | 8,652 | (1,347) | 1,217 |
| | ----- | ----- | ----- | ----- |
| Net Earnings (Loss) | \$ 881 | \$12,747 | \$(2,020) | \$1,824 |
| | ===== | ===== | ===== | ===== |
| Net Earnings (Loss) Per Common Share | \$.10 | \$1.47 | \$(0.23) | \$0.21 |
| | ===== | ===== | ===== | ===== |
| Average Number of Shares Outstanding | 8,731,074 | 8,663,153 | 8,779,344 | 8,678,243 |
| | ===== | ===== | ===== | ===== |
| Dividends Per Share | \$0.60 | \$0.56 | \$0.20 | \$0.20 |
| | ===== | ===== | ===== | ===== |

See notes to consolidated financial statements.

OXFORD INDUSTRIES, INC.
CONSOLIDATED BALANCE SHEETS
MARCH 1, 1996, JUNE 2, 1995 AND MARCH 3, 1995
(UNAUDITED EXCEPT FOR JUNE 2, 1995)

| \$ in thousands | March 1, 1996 | June 2, 1995 | March 3, 1995 |
|--|------------------|-----------------|------------------|
| ----- | ----- | ----- | ----- |
| Assets | | | |
| ----- | | | |
| Current Assets: | | | |
| Cash | \$ 2,408 | \$ 2,225 | \$ 3,851 |
| Receivables | 89,201 | 83,962 | 104,079 |
| Inventories: | | | |
| Finished Goods | 79,844 | 96,013 | 73,018 |
| Work in Process | 18,190 | 31,014 | 29,706 |
| Fabric, Trim & Supplies | 31,472 | 42,951 | 34,748 |
| | ----- | ----- | ----- |
| | 129,506 | 169,978 | 137,472 |
| Prepaid expenses | 16,378 | 13,023 | 9,493 |
| | ----- | ----- | ----- |
| Total Current Assets | 237,493 | 269,188 | 254,895 |
| Property, Plant & Equipment | 38,865 | 38,650 | 35,203 |
| Other Assets | 6,505 | 1,190 | 1,262 |
| | ----- | ----- | ----- |
| | \$282,863 | \$309,028 | \$291,360 |
| | ===== | ===== | ===== |
| Liabilities and Stockholders' Equity | | | |
| ----- | | | |
| Current Liabilities: | | | |
| Notes Payable | \$ 36,000 | \$ 43,500 | \$ 67,000 |
| Trade Accounts Payable | 32,600 | 54,331 | 43,743 |
| Accrued Compensation | 6,938 | 8,235 | 10,042 |
| Other Accrued Expenses | 16,968 | 13,039 | 12,387 |
| Dividends Payable | 1,760 | 1,739 | 1,737 |
| Current maturities of long-term debt | 4,625 | 4,732 | 4,932 |
| | ----- | ----- | ----- |
| Total Current Liabilities | 98,891 | 125,576 | 139,841 |
| Long-Term Debt, less current maturities | 46,230 | 47,011 | 10,996 |
| Non-Current liabilities | 4,500 | - | - |
| Deferred Income Taxes | 3,868 | 3,862 | 4,134 |
| Stockholders' Equity: | | | |
| Common Stock | 8,801 | 8,694 | 8,686 |
| Additional paid-in capital | 8,180 | 7,020 | 6,928 |
| Retained Earnings | 112,393 | 116,865 | 120,775 |
| | ----- | ----- | ----- |
| Total Stockholders' Equity | 129,374 | 132,579 | 136,389 |
| | ----- | ----- | ----- |
| | \$282,863 | \$309,028 | \$291,360 |
| | ===== | ===== | ===== |

See notes to consolidated financial statements.

OXFORD INDUSTRIES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
NINE MONTHS ENDED MARCH 1, 1996 AND MARCH 3, 1995
(UNAUDITED)

| | Nine Months Ended | |
|---|-------------------|------------------|
| \$ in thousands | March 1, 1996 | March 3, 1995 |
| Cash Flows From Operating Activities | | |
| Net earnings | \$ 881 | \$ 12,747 |
| Adjustments to reconcile net earnings to net cash provided by operating activities: | | |
| Depreciation and amortization | 6,185 | 5,644 |
| Loss (gain) on sale of property, plant and equipment | 9 | (1,065) |
| Changes in working capital: | | |
| Receivables | (3,076) | (28,914) |
| Inventories | 42,839 | (23,007) |
| Prepaid expenses | (1,720) | 2,909 |
| Trade accounts payable | (21,873) | (1,280) |
| Accrued expenses and other current liabilities | 2,462 | (2,235) |
| Non-current liabilities | 4,500 | - |
| Deferred income taxes | 6 | 404 |
| Other noncurrent assets | (1,330) | 207 |
| Net cash flows provided by (used in) operating activities | 28,883 | (34,590) |
| Cash Flows From Investing Activities | | |
| Acquisitions | (11,488) | - |
| Proceeds from sale of business | 1,273 | - |
| Purchase of property, plant and equipment | (7,002) | (8,569) |
| Proceeds from sale of property, plant and equipment | 973 | 2,008 |
| Net cash used in investing activities | (16,244) | (6,561) |
| Cash Flows From Financing Activities | | |
| Short-term borrowings | (7,500) | 47,500 |
| Payments on long-term debt | (888) | (1,812) |
| Proceeds from exercise of stock options | 1,157 | 760 |
| Dividends on common stock | (5,225) | (4,673) |
| Net cash (used in) provided by financing activities | (12,456) | 41,775 |
| Net change in Cash and Cash Equivalents | 183 | 624 |
| Cash and Cash equivalents at Beginning of Period | 2,225 | 3,227 |
| Cash and Cash Equivalents at End of Period | \$ 2,408 | \$ 3,851 |
| Supplemental Disclosure of Cash Flow Information | | |
| Cash paid for: | | |
| Interest | \$ 4,926 | \$ 2,635 |
| Income taxes | 1,628 | 10,378 |

See notes to consolidated financial statements.

OXFORD INDUSTRIES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NINE MONTHS AND QUARTERS ENDED MARCH 1, 1996
AND MARCH 3, 1995
(UNAUDITED)

1. The foregoing unaudited consolidated financial statements reflect all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods. All such adjustments are of a normal recurring nature. The results for interim periods are not necessarily indicative of results to be expected for the year.
2. The financial information presented herein should be read in conjunction with the consolidated financial statements included in the Registrant's Annual Report on Form 10-K for the fiscal year ended June 2, 1995.
3. The Company is involved in certain legal matters primarily arising in the normal course of business. In the opinion of management, the Company's liability under any of these matters would not materially affect its financial condition or results of operations.
4. The Company discovered a past unauthorized disposal of a substance believed to be dry cleaning fluid on one of its properties. The Company believes that remedial action will be required, including continued investigation, monitoring and treatment of ground water and soil. Based on advice from its environmental experts, the Company has provided \$4,500,000 for this remediation, in the first quarter of the current fiscal year.

Item 2 Management's Discussion and Analysis of Financial

Condition and Results of Operations

Results of Operations

NET SALES

Net Sales for the third quarter of the 1996 fiscal year, which ended March 1, 1996, decreased by 9.5% from net sales for the third quarter of the previous year. Net sales for the first nine months of the current year increased 0.9% from net sales for the same period of the prior year. Mens Shirt Group sales declined. Increased sales in Tommy Hilfiger Dress Shirts, Polo for Boys, Tommy Hilfiger Golf and Ely & Walker did not quite offset the decline in private label shirts. Tailored Clothing sales declined due to weakness in the private label sector. Mens Slacks sales increased due to continued success of the Everpress wrinkle-free product. The Womenswear sales decline was due primarily to the restructuring of the RENNY division and the divestiture of B.J. Designs.

The Company continued to strengthen strategic alliances with its larger, more financially stable customers. Sales to the Company's fifty largest customers continued to outpace the Company's overall sales performance.

The Company experienced an overall net sales unit volume decrease of 16.2% while experiencing an average 7.8% increase in the average sales price per unit during the third quarter of the current year. For the first nine months of the current year, the Company experienced a 0.7% decrease in overall net sales unit volume while incurring a 1.5% increase in the average sales price per unit.

COST OF GOODS SOLD

Cost of goods sold as a percentage of net sales was 83.8% for the third quarter of the current year and 83.6% for the third quarter of the previous year. For the first nine months of the current year, cost of goods sold as a percentage of net sales was 83.2% compared to 81.6% for the same period in the prior year. The most significant event during the quarter was the Company's decision to end its Savane brand and Process 2000 licensing agreements with Farah and to discontinue the wet processing of wrinkle-free shirts. The difficulties associated with wet processing wrinkle-free shirts have not been resolved to a level of satisfaction which would warrant continuation of this product line. The Company will complete its obligations to Farah when it completes shipping the Fall 1996 season. The Company closed the Vidalia, GA wet processing facility in the current quarter and will close the Juarez, Mexico facility upon completion of production in June-July, 1996. Future wrinkle-free shirts will be made from pre-cured or post-cured fabrics treated at the fabric mill. During the third quarter, the Company provided amounts for the anticipated cost and expenses associated with this exit.

The Company continued its inventory reduction plan in the third quarter. Even though sales declined approximately \$14,501,000, modest gains were still achieved in inventory reduction. The production curtailment associated with this inventory reduction negatively impacted manufacturing efficiencies and overhead absorption.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses increased by 16.8% to \$24,633,000 in the third quarter of fiscal 1996 from \$21,098,000 in the same period of fiscal 1995. Selling, general and administrative expenses (excluding the environmental charge taken in the first quarter) increased by 7.9% to \$75,547,000 in the first nine months of fiscal 1996 from \$70,016,000 in the same period of fiscal 1995. As a percentage of net sales, selling, general and administrative expenses increased to 17.8% for the third quarter of fiscal 1996 from 13.8% for the third quarter of the prior year and increased to 14.7% for the first nine months of the current year from 13.7% for the first nine months of the prior year. Included in selling, general and administrative expenses are start-up cost for the Tommy Hilfiger Golf line which began shipments in the second fiscal quarter, costs associated with the continued expansion and reengineering of two distribution centers and amounts provided for exiting wrinkle-free wet processing as described previously.

INTEREST EXPENSE

Net interest expense as a percentage of net sales increased to 0.9% in the third quarter of the current year from 0.7% in the third quarter of the previous year, and increased to 1.0% for the first nine months of fiscal 1996 from 0.5% for the same period in the prior year. This increase was due to an increase in average short-term borrowing and long-term debt from the same periods in the prior year.

INCOME TAXES

The Company's effective income tax rate was 40.0% in fiscal 1996 for both the third quarter and the first nine months, and 40.0% for the third quarter and 40.4% for the first nine months of fiscal 1995.

FUTURE OPERATING RESULTS

The Company expects that the apparel business environment will continue to show few signs of improving in the near term. The Company continues to be impacted by increased foreign competition and fierce competition at retail which doesn't permit the passing on of cost increases. The Company expects fourth quarter sales to be flat when compared to last year's fourth quarter. The Company expects to return to profitability in the fourth quarter without the adverse effects of wet processing; however, profitability in the fourth quarter will not be as high as in some recent years.

LIQUIDITY AND CAPITAL RESOURCES

- - - - -

OPERATING ACTIVITIES

Operating activities generated \$28,883,000 during the first nine months of the current year and used \$34,590,000 in the first

nine months of the previous year. The primary factors contributing to this change were a smaller increase in receivables and a decrease in inventory offset by a decrease in net earnings and a larger decrease in trade accounts payable as compared to the first nine month of the prior year.

The decrease in the accounts receivable balance in the current year from the prior year was primarily due to the decreased sales in the current quarter. The decrease in inventory in the current year from the prior year was the result of planned inventory control mentioned above achieved through production curtailment. The reduction in trade accounts payable in the current year from the prior year was due to the inventory reduction.

INVESTING ACTIVITIES

Investing activities used \$16,244,000 during the first nine months of the current year and used \$6,561,000 in the first nine months of the prior year. The primary factors contributing to the increase in the current year were the acquisition of Ely & Walker in the first quarter and Confecciones Monzini, S.A. located in Tegucigalpa, Honduras in the current quarter. Monzini produces approximately 72,000 dozen dress shirts per year and became a part of the Mens Shirt Group. During the second quarter, the Company completed the sale of its Los Angeles based B.J. Design Concepts division. B.J. Design Concepts was the Company's smallest stand-alone operating division with annual sales of approximately \$20,000,000.

FINANCING ACTIVITIES

Financing activities used \$12,456,000 in the first nine months of fiscal 1996 and generated \$41,775,000 in the first nine months of fiscal 1995. The primary factor contributing to this change was the reduction of short-term borrowing due to the operating and investing activities described above.

Due to the exercise of employee stock options, a net of 113,490 shares of the Company's common stock have been issued during the nine months ended March 1, 1996 and no shares have been issued from March 1, 1996 through April 8, 1996.

WORKING CAPITAL

Working capital increased from \$115,054,000 at the end of the third quarter of fiscal 1995 to \$143,612,000 at the end of the 1995 fiscal year and decreased to \$138,602,000 at the end of the third quarter of fiscal 1996. The ratio of current assets to current liabilities was 1.8 at the end of the third quarter of the 1995 fiscal year, 2.1 at the end of the 1995 fiscal year and 2.4 at the end of the third quarter of the 1996 fiscal year.

FUTURE LIQUIDITY AND CAPITAL RESOURCES

The Company believes it has the ability to generate cash and/or has available borrowing capacity to meet its foreseeable needs. The sources of funds primarily include funds provided by operations and short-term borrowings. The uses of funds primarily include working capital requirements, capital expenditures, acquisitions, dividends and repayment of long-term debt. The Company regularly utilizes committed bank lines of

credit and other uncommitted bank resources to meet working capital requirements. On March 1, 1996, the Company had available for its use lines of credit with several lenders aggregating \$50,000,000. The Company has agreed to pay commitment fees for these available lines of credit. At March 1, 1996 \$50,000,000 was in use under these lines. Of the \$50,000,000, \$40,000,000 is long term. In addition, the Company has \$178,000,000 in uncommitted lines of credit, of which \$88,000,000 is reserved exclusively for letters of credit. The Company pays no commitment fees for these available lines of credit. At March 1, 1996, \$26,000,000 was in use under these lines of credit. Maximum short-term borrowings from all sources during the first nine months of the current year were \$125,500,000. The Company anticipates continued use and availability of both committed and uncommitted short-term borrowing resources as working capital needs may require.

The Company considers possible acquisitions of apparel-related businesses that are compatible with its long-term strategies. There are no present plans to sell securities or enter into off-balance sheet financing arrangements.

ADDITIONAL INFORMATION

For additional information concerning the Company's operations, cash flows, liquidity and capital resources, this analysis should be read in conjunction with the Consolidated Financial statements and the Notes to Consolidated Financial statements contained in the Company's Annual Report for fiscal 1995.

PART II. OTHER INFORMATION

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

(a) Exhibits.

- 10(j) Amendment dated December 1, 1995 to Note Agreement
between the Company and SunTrust of Georgia.
Incorporated by reference to the Company's Form
10-K for fiscal year ended June 2, 1995.
- 11 Statement re computation of per share earnings.
- 27 Financial Data Schedule

(b) Reports on Form 8-K.

The Registrant did not file any reports on Form
8-K during the quarter ended March 1, 1996.

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.

OXFORD INDUSTRIES, INC.

(Registrant)

/s/Ben B. Blount, Jr.

Ben B. Blount Jr.
Chief Financial Officer

Date: April 12, 1996

SunTrust

Single Payment Note
(Nondisclosure)

Single Disbursement Note
Multiple Disbursement Master Note

X Multiple Disbursement
Revolving Note
(For Explanation See
Reverse Side)

Date DECEMBER 1, 1995

The "Bank" referred to in this Note is SunTrust Bank, Atlanta, Center Code 127 One Park Place, N.E., Atlanta, Georgia 30303.

576 days after date, the obligor promises to pay to the order of Bank the principal sum of \$ 40,000,000.00.

The obligor will also pay interest upon the unpaid principal balance from date until maturity at the Note Rate specified below. Interest payments will

be due on JUNE 30, 1997 and upon maturity. Should the obligor fail for any reason to pay this note in full on the maturity date or on the date of acceleration of payment, the obligor further promises to pay (a) interest on the unpaid amount from such date until the date of final payment at a Default Rate equal to the Note Rate plus 4%, and (b) a late fee equal to five percent (5%) of any amount that remains wholly or partially unpaid for more than fifteen (15) days after such amount was due and payable, not to exceed the sum of fifty dollars (\$50.00). Should legal action or an attorney at law be utilized to collect any amount due hereunder, the obligor further promises to pay all costs of collection, including 15% of such unpaid amount as attorneys' fees. All amounts due hereunder may be paid at any office of Bank.

The Note Rate hereon shall be TO BE DETERMINED

If not stated above, the Note Rate in effect on the date this note is executed is _____%

The amount of interest accruing and payable hereunder shall be calculated by multiplying the principal balance outstanding each day by 1/360th of the Note Rate on such day and adding together the daily interest amounts. The principal balance of this note shall conclusively be deemed to be the unpaid principal balance appearing on the Bank's records unless such records are manifestly in error.

As security for the payment of this and any other liability of any obligor to the holder, direct or contingent, irrespective of the nature of such liability or the time it arises, each obligor hereby grants a security interest to the holder in all property of such obligor in or coming into the possession, control or custody of the holder, or in which the holder has or hereafter acquires a lien, security interest, or other right. Upon default, holder may, without notice, immediately take possession of and then sell or otherwise dispose of the collateral, signing any necessary documents as obligor's attorney in fact, and apply the proceeds against any liability of obligor to holder. Upon demand, each obligor will furnish such additional collateral, and execute any appropriate

documents related thereto, deemed necessary by the holder for its security. Each obligor further authorizes the holder, without notice, to set-off any deposit or account and apply any indebtedness due or to become due from the holder to the obligor in satisfaction of any liability described in this paragraph, whether or not matured. The holder may, without notice, transfer or register any property constituting security for this note into its or its nominee name with or without any indication of its security interest therein.

This note shall immediately mature and become due and payable, without notice or demand, upon the filing of any petition or the commencement of any proceeding by any Debtor for relief under bankruptcy or insolvency laws, or any law relating to the relief of debtors, readjustment of indebtedness, debtor reorganization, or composition or extension of debt.

Furthermore, this note shall, at the option of the holder, immediately mature and become due and payable, without notice or demand, upon the happening of any one or more of the following events: (1) nonpayment on the due date of any amount due hereunder; (2) failure of any Debtor to perform any other obligation to the holder; (3) failure of any Debtor to pay when due any amount owed another creditor under a written agreement calling for the payment of money; (4) the death or declaration of incompetence of any Debtor; (5) a reasonable belief on the part of the holder that any Debtor is unable to pay his obligations when due or is otherwise insolvent; (6) the filing of any petition or the commencement of any proceeding against any Debtor for relief under bankruptcy or insolvency laws, or any law relating to the relief of debtors, readjustment of indebtedness, debtor reorganization, or composition or extension of debt, which petition or proceeding is not dismissed within 60 days of the date of filing thereof; (7) the suspension of the transaction of the usual business of any Debtor, or the dissolution, liquidation or transfer to another party of a significant portion of the assets of any Debtor; (8) a reasonable belief on the part of the holder that any Debtor has made a false representation or warranty in connection with any loan by or other transaction with any lender, lessor or other creditor; (9) the issuance or filing of any levy, attachment, garnishment, or lien against the property of any Debtor which is not discharged within 15 days; (10) the failure of any Debtor to satisfy immediately any final judgment, penalty or fine imposed by a court or administrative agency of any government; (11) failure of any Debtor, after demand, to furnish financial information or to permit inspection of any books or records; (12) any other act or circumstance leading the holder to deem itself insecure.

The failure or forbearance of the holder to exercise any right hereunder, or otherwise granted by law or another agreement, shall not affect or release the liability of any obligor, and shall not constitute a waiver of such right unless so stated by the holder in writing. The holder may enforce its rights against any Debtor or any property securing this note without enforcing its rights against any other Debtor, property, or indebtedness due or to become due to any Debtor. Each obligor agrees that the holder shall have no responsibility for the collection or protection of any property securing this note, and expressly consents that the holder may from time to time, without notice, extend the time for payment of this note, or any part thereof, waive its rights with respect to any property or indebtedness, and release any other Debtor from liability, without releasing such obligor from any liability to the holder. This note is governed By Georgia law.

The term "obligor" means any party or other person signing this note, whether as maker, endorser or otherwise. The term "Prime Rate", if used herein, shall mean that rate of interest designated by Bank from time to time as its "Prime Rate" which rate is not necessarily the Bank's best rate. Each obligor agrees to be both jointly and severally liable hereon. The term "holder" means Bank and any subsequent transferee or endorsee hereof. The term "Debtor" means any obligor or any guarantor of this note. The principal of this note will be disbursed in accordance with the disbursement provision identified above and further described in the additional provisions set forth on the reverse side hereof which are incorporated herein by this reference.

PRESENTMENT AND NOTICE OF DISHONOR ARE HEREBY WAIVED BY EACH OBLIGOR

EXHIBIT 11

OXFORD INDUSTRIES, INC.
 COMPUTATION OF PER SHARE EARNINGS
 NINE MONTHS AND QUARTERS ENDED MARCH 1, 1996
 AND MARCH 3, 1995
 (UNAUDITED)

| | Nine Months Ended | | Quarter Ended | |
|---------------------------------------|-------------------|------------------|------------------|------------------|
| | March 1, 1996 | March 3, 1995 | March 1, 1996 | March 3, 1995 |
| Net Earnings (Loss) | \$ 881,000 | \$12,747,000 | \$(2,020,000) | \$1,824,000 |
| Average Number of Shares Outstanding: | | | | |
| Primary | 8,854,654 | 8,838,854 | 8,881,348 | 8,808,590 |
| Fully diluted | 8,859,159 | 8,842,178 | 8,881,348 | 8,809,466 |
| As reported* | 8,731,074 | 8,663,153 | 8,779,344 | 8,678,243 |
| Net Earnings (Loss) per Common Share: | | | | |
| Primary | \$0.10 | \$1.44 | \$(0.23) | \$0.21 |
| Fully diluted | \$0.10 | \$1.44 | \$(0.23) | \$0.21 |
| As reported* | \$0.10 | \$1.47 | \$(0.23) | \$0.21 |

* Common stock equivalents (which arise solely from outstanding stock options) are not materially dilutive and, accordingly, have not been considered in the computation of reported net earnings per common share.

This schedule contains summary financial information extracted from SEC Form 10-Q and is qualified in its entirety by reference to such financial statements.

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| | | |
|---------|-------------|---------|
| 9-MOS | | |
| | MAY-31-1996 | |
| | MAR-01-1996 | |
| | | 2,408 |
| | | 0 |
| | | 92,314 |
| | | 3,113 |
| | | 129,506 |
| | 237,493 | |
| | | 112,478 |
| | | 73,613 |
| | 282,863 | |
| | 98,891 | |
| | | 0 |
| | 0 | |
| | | 0 |
| | | 8,801 |
| | | 120,573 |
| 282,863 | | |
| | | 514,920 |
| | 514,920 | |
| | | 428,488 |
| | | 428,488 |
| | | 80,047 |
| | | 0 |
| | 4,916 | |
| | | 1,469 |
| | | 588 |
| | 881 | |
| | | 0 |
| | | 0 |
| | | 0 |
| | | 881 |
| | | .10 |
| | | .10 |

INDEX OF EXHIBITS
INCLUDED HERIN, FORM 10-Q
MARCH 1, 1996

| EXHIBIT NUMBER | DESCRIPTION | SEQUENTIAL PAGE NUMBER |
|-------------------|--|------------------------------|
| 10(j) | Amendment dated December 1, 1995 to Note Agreement between the Company and SunTrust of Georgia. Incorporated by reference to the Company's Form 10-K for Fiscal year ended June 2, 1995. | 13 - 16 |
| 11 | Statement re computation of per share earnings | 17 |
| 27 | Financial Data Schedule | 18 |