UNITED STATES
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 November 30, 1995

Commission File number 0-l87l6

MATRIX SERVICE COMPANY
(Exact name of registrant as specified in its charter)

DELAWARE (State of incorporation)

73-1352l74 (I.R.S. Employer Identification No.)

l070l E. Ute St., Tulsa, Oklahoma 74ll6-l5l7
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code:
(9l8) 838-8822

Indicate by check mark whether the registrant (l) has filed all reports required to be filed by Section l3 or l5(d) of the Securities Exchange Act of 1934 during the preceding l2 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

As of January 12, 1996, there were 9,491,153 shares of the Company's common stock, $.01 par value per share, issued and 9,295,541 shares outstanding.

PART I.- FINANCIAL INFORMATION

ITEM 1. Financial Statements

Matrix Service Company
Condensed Consolidated Statements of Income
(in thousands, except share and per share data)

[CAPTION]

	Three Months Ended November 30 (unaudited)		Six Months Ended November 30 (unaudited)	
	1995	1994	1995	1994
[MULTIPLIER]	1,000			
Revenues	$48,262	$59,239	$91,423	$103,059
Cost of revenues	43,948	53,801	82,788	93,315
Gross profit	4,314	5,438	8,635	9,744
Selling, general and administrative expenses	2,695	3,196	5,286	5,682
Goodwill and noncompete amortization	279	416	558	854
Operating income	1,340	1,826	2,791	3,208
Other income (expense):				
Interest income	21	5	51	15
Interest expense	(229)	(185)	(444)	(290)
Other	(8)	171	29	132

Income before income tax expense	1,124	1,817	2,427	3,065
Provision for federal and state income tax expense	454	440	1,206	967
Net income	$670	$1,377	$1,221	$2,098
Net income per common and common equivalent shares:				
Primary	$0.07	$0.15	$0.13	$0.22
Fully diluted	$0.07	$0.15	$0.13	$0.22
Weighted average common and common equivalent shares outstanding:				
Primary	9,443,620	9,411,886	9,426,047	9,424,051
Fully diluted	9,443,620	9,413,224	9,438,015	9,425,519

See Notes to Condensed Consolidated Financial Statements

[MULTIPLIER] 1,000

Matrix Service Company
Condensed Consolidated Balance Sheets
(in thousands)

	November 30, 1995 (unaudited)	May 31, 1995
ASSETS:		
Current assets:		
Cash and cash equivalents	$ 4,006	$ 1,976
Accounts receivable	29,244	26,948
Costs and estimated earnings in excess of billings on uncompleted contracts	12,595	9,582
Inventories	4,714	5,025
Prepaid expenses	530	426
Deferred taxes	871	871
Income tax receivable	2,212	3,716
Total current assets	54,172	48,544
Investment in undistributed equity of a foreign joint venture	454	454
Property, plant and equipment at cost:		
Land and buildings	13,403	13,356
Construction equipment	21,400	20,459
Transportation equipment	4,931	4,955
Furniture and fixtures	2,644	2,522
Construction in progress	227	135
	42,605	41,427
Less accumulated depreciation	15,073	12,821
Net property, plant and equipment	27,532	28,606
Goodwill, net of accumulated amortization	27,057	27,437

Other assets	506	688
Total assets	$109,721	$105,729

See Notes to Condensed Consolidated Financial Statements

[MULTIPLIER] 1,000

Matrix Service Company
Condensed Consolidated Balance Sheets
(in thousands)

	November 30, 1995 (unaudited)	May 31, 1995
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Current liabilities:		
Accounts payable	$ 8,531	$ 10,772
Billings on uncompleted contracts in excess of costs and estimated earning	5,258	4,313
Accrued expenses	6,419	4,148
Current portion of long-term debt	1,653	2,511
Total current liabilities	21,861	21,744
Long-term debt:		
Bank credit agreement	7,500	4,000
Acquisition payable	662	928
Term notes	2,994	3,539
Total long-term debt	11,516	8,467
Deferred income taxes	4,698	4,698
Stockholders' equity:		
Common stock	95	95
Capital in excess of par value	51,188	51,188
Retained earnings	22,658	21,464
Total capital and retained earnings	73,941	72,747
Less:		
Treasury stock, at cost	1,797	1,826
Cumulative translation adjustment	138	101
Total stockholders' equity	72,006	70,820
Total liabilities and stockholders' equity	$109,721	$105,729

See Notes to Condensed Consolidated Financial Statements

[MULTIPLIER] 1,000

Matrix Service Company
Condensed Consolidated Cash Flow Statements
(in thousands)

	Six Months Ended November 30 (unaudited)	
	1995	1994
Cash flow from operating activities:		
Net income	$1,221	$2,098
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	2,945	2,953
Changes in current assets and liabilities increasing (decreasing) cash:		
Accounts receivable	(2,296)	(8,727)
Costs and estimated earnings in excess of billings on uncompleted contracts	(3,013)	(1,095)
Inventories	311	(453)
Prepaid expenses	(104)	106
Accounts payable	(2,241)	4,222
Billings on uncompleted contracts in excess of costs and estimated earnings	945	(2,218)
Taxes receivable and other accruals	3,775	(603)
Other	42	226
Net cash provided by (used in) operating activities	1,585	(3,491)
Cash flow from investing activities:		
Capital expenditures	(1,321)	(3,977)
Marketable securities-sold	-	238
Acquisition of subsidiary, net of cash acquired	-	(750)
Other, net	(18)	52
Net cash used in investing activities	(1,339)	(4,437)

Matrix Service Company
Condensed Consolidated Cash Flow Statements
(in thousands)

	Six Months Ended November 30, (unaudited) 1995	1994
Cash flows from financing activities:		
Repayment of acquisition payables	(1,145)	(1,636)
Repayment of equipment notes	(30)	(88)
Issuance under long-term credit agreement	5,500	5,600
Repayments under long-term credit agreement	(2,000)	-
Issuance of long-term debt	-	4,900
Repayment of long-term debt	(544)	-
Issuance of stock	3	-
Change in treasury stock	-	(294)
Net cash provided by financing activities	1,784	8,482
Increase in cash and cash equivalents	2,030	554
Cash and cash equivalents at beginning of period	1,976	2,948
Cash and cash equivalents at end of period	$4,006	$3,502

See Notes to Condensed Consolidated Financial Statements

NOTE A - BASIS OF PRESENTATION

The condensed consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned. All significant inter-company balances and transactions have been eliminated in consolidation.

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with Rule 10-0l of Regulation S-X for interim financial statements required to be filed with the Securities and Exchange Commission and do not include all information and footnotes required by generally accepted accounting principles for complete financial statements. However, the information furnished reflects all adjustments, consisting only of normal recurring adjustments which are, in the opinion of management, necessary for a fair statement of the results for the interim periods.

The accompanying financial statements should be read in conjunction with the audited financial statements for the year ended May 3l, 1995, included in the Company's Annual Report on Form 10-K for the year then ended. The Company's business is seasonal; therefore, results for any interim period may not necessarily be indicative of future operating results.

NOTE B - BUSINESS ACQUISITIONS

On June 10, 1993, the Company acquired substantially all of the assets and assumed certain liabilities of Heath Engineering, Ltd. and an affiliated company, Heath Engineering (Tank Maintenance) Ltd. (collectively "Heath"), for $3.3 million. The purchase price consisted of $2.5 million in cash and $782 thousand (1,000 shares) in redeemable preferred stock, of a wholly owned subsidiary of the company. The dividend rate on the preferred is bank prime (currently 6%), and the preferred stock is redeemable at a rate of approximately $39 thousand per quarter, (or 50 shares per quarter) for a 5-year period. The transaction was accounted for as a purchase and created approximately $2.2 million of goodwill and non-compete covenants.

On July 18, 1993, the Company executed a joint venture agreement with Saud Al Shafai and Sons Constructors, a Saudi Arabian Company. The Company invested $653 thousand for a 49% interest in Al Shafai-Midwest Constructors, Ltd. The Al Shafai-Midwest joint venture was established to conduct maintenance services and capital construction projects for the petroleum industry in the Middle East. Adverse changes in economic conditions in Saudi Arabia, have caused a shortage of work available of the nature performed by the joint venture. It is management's opinion that these conditions could last for several years. The venture partners, Saudi Al Shafai and Sons Contractors and the Company, are in the process of liquidating the joint venture. The Company has reduced the carrying value of its investment in this joint venture to the estimated recovery amount upon completion of the liquidation. The Company recorded a loss of $1.4 million for the year ended May 31, 1995 and $200 thousand loss for the year ended May 31, 1994, in conjunction with the joint venture.

On April 4, 1994, the Company acquired all of the outstanding common and special stock of Georgia Steel Fabricators, Inc. and its wholly owned subsidiary Brown Steel Contractors, Inc. (collectively "Brown Steel") for up to $8.0 million, subject to certain adjustments. The purchase price consisted of $3.5 million in cash and 45,452 shares of the Company's common stock valued at $ 500 thousand. In addition, the stockholders of Brown Steel are entitled to receive in the future up to an additional $4.0 million in cash if Brown Steel satisfies certain earnings requirements. The transaction was accounted for as a purchase.

On August 26, 1994, the Company acquired certain assets of Mayflower Vapor Seal Corporation for $660,000. The purchase price was paid in cash.

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

Results of Operations

Three Months Ended November 30, 1995 Compared With The Three Months Ended November 30, 1994

Revenues for the quarter ending November 30, 1995 were $48.3 million as compared to revenues of $59.2 million for the quarter ended November 30, 1994, representing a decrease of approximately $10.9 million or 18%. The decrease is due to decreased revenues from the Company's refinery maintenance operations as compared with the same period in 1994. This decrease, resulted primarily from a shortage of work available in the MidWest Division during the current period.

Gross profit decreased to $4.3 million for the quarterly period ended November 30, 1995 from gross profit of $5.4 million for the quarterly period ended November 30, 1994, a decrease of approximately $1.1 million or 20%. Gross profit as a percentage of revenues decreased to 8.9% for the 1995 period from 9.2% for the 1994 period. The decrease of gross profit percentage for the current period as compared with prior period is due to lower revenues. The Company continues to experience pricing pressure as a result of lower demand for the Company's products and services in its established markets.

Selling, general and administrative expenses decreased to $2.7 million for the quarterly period ended November 30, 1995 from expenses of $3.2 million for the quarterly period ended November 30, 1994, a decrease of $501 thousand or approximately 16%. The decrease in selling, general and administrative expenses was related to the decrease in operations for the current period compared to the 1994 period. Selling, general and administrative expenses as a percentage of revenues increased to 5.6% for the current period as compared with 5.4% or the 1994 period. The increase in selling, general and administrative expenses as a percentage of revenues for the current period as compared to the prior period is due to the lower revenues.

Operating income decreased to $1.3 million for the quarterly period ended November 30, 1995 from income of $1.8 million for the quarterly period ended November 30, 1994, a decrease of $486 thousand or approximately 27%. The decrease was due to a decrease in revenues and a lower gross profit, partially offset by a decrease in selling, general and administrative expenses.

Interest expense increased to $229 thousand for the quarterly period ended November 30, 1995 from $185 thousand of interest expense for the quarterly period ended November 30, 1994. The increase resulted primarily from a slightly increased level of borrowing under the Company's credit facility.

Net income decreased to $670 thousand for the quarterly period ended November, 30, 1995 from net income of $1.4 million for the quarterly period ended November 30, 1994. The decrease was due to decreased revenues and decreased gross profit margin from the Company's established markets, and partially offset by a decrease in selling, general and administrative expenses for the 1995 period as compared with the 1994 period.

Six Months Ended November 30, 1995 Compared With The Six Months Ended November 30, 1994

Revenues for the six months ended November 30, 1995 were $91.4 million as compared to revenues of $103.1 million for the six months ended November 30, 1994, representing a decrease of approximately $11.7 million or 11%. The decrease was due to decreased revenues from the Company's refinery maintenance operations in the six month period ended November 30, 1995, as compared with the same period in 1994. This decrease, resulted primarily from a shortage of work available in the MidWest Division during the current period.

Gross profit decreased to $8.6 million for the six months ended November 30, 1995 from gross profit of $9.7 million for the six months ended November 30, 1994, a decrease of approximately $1.1 million. Gross profit as a percentage of revenues decreased to 9.4% for the 1995 period from 9.5% for the 1994 period. The decrease in gross profit percentage for the current period as compared with prior period is due to lower revenues.

Selling, general and adminstrative expenses decreased to $5.3 million for the six months ended November 30, 1995 from expenses of $5.7 million for the six months ended November 30, 1994, a decrease of $396 thousand or approximately 7%. The decrease in expenses was related to the decrease in operations for the current period compared to the 1994 period. Selling, general and administrative expenses as a percentage of revenues increased to 5.8% for the current period as compared with 5.5% for the 1994 period. The increase in the selling, general and administrative expenses as a percentage of revenues for the current period as compared to the prior period is due to the lower revenues.

Operating income decreased to $2.8 million for the six months ended November 30, 1995 from income of $3.2 million for the six months ended November 30, 1994, a decrease of $417 thousand or approximately 13%. The decrease was due to decreased revenues and a lower gross profit margin, offset in part by a decrease in selling, general and administrative expenses.

Net income decreased to $1.2 million in the 1995 period from net income of $2.1 million in 1994. The decrease was due to decreased revenues, a lower gross profit margin, and offset in part by decreased selling, general and administratiave expenses.

Liquidity and Capital Resources

The Company has financed its operations recently with cash generated by operations and advances under the Company's credit facility. The Company has a credit facility with a commercial bank under which the Company may borrow a total of $20.0 million. The Company may borrow up to $15.0 million under a revolving credit agreement based on the level of the Company's eligible receivables. The agreement provides for interest at the Prime Rate minus one-half of one percent (1/2 of 1%), or a LIBOR based option, and matures on October 31, 1996. At November 30, 1995, the interest rate was 8.25% and the outstanding advances under the revolver totaled $7.5 million. The credit facility also provides for a term loan up to $5.0 million. On October 5, 1994, a term loan of $4.9 million was made to the Company. The term loan is due on August 31, 1999 and is to be repaid in 54 equal payments beginning in March 1995 at an interest rate based upon the Prime Rate. At November 30, 1995, the interest rate on the term loan was 8.75%, and the outstanding balance was $4.1 million.

Operations of the Company provided $1.6 million of cash for the six months ended November 30, 1995 as compared with using cash in operations of $3.5 million for the six months ended November 30, 1994, representing an increase of approximately $5.1 million. The increase was primarily the result of increased collections of accounts receivables of $6.4 million, a decrease in inventory of $764 thousand, a net decrease of $3.2 million in billings on uncompleted contracts in excess of costs and estimated earnings and $3.1 million of taxes receivable and other accruals, offset by net decreases of $1.9 million in costs and estimated earnings in excess of billings on uncompleted contracts and $6.5 million decrease from accounts payable and a decrease in current income of $877 thousand.

Capital expenditures during the six month period ended November 30, 1995 totaled approximately $1.3 million. Of this amount approximately $951 thousand was used to purchase welding and construction equipment for field operations. In addition, the Company has invested approximately $111 thousand in transportation equipment to be used to support field operations. The Company has currently budgeted approximately $2.2 million for additional capital expenditures primarily to be used to purchase construction equipment during the remainder of fiscal year 1996. The Company expects to be able to finance any such expenditures with available working capital.

The Company believes that its existing funds, amounts available for borrowing under its credit facility, and cash generated by operations will be sufficient to meet the Company's working capital needs at least through fiscal 1996 and possibly thereafter unless significant expansions of operations not now planned are undertaken, in which case the Company would arrange additional financing as a part of any such expansion.

PART II
OTHER INFORMATION

ITEM 4. Submission of Matters to a Vote of Security Holders:
At the Company's 1995 Annual Meeting of Stockholders held October 25, 1995, the stockholders approved the Matrix Service Company 1995 Nonemployee Directors' Stock Option Plan in the aggregate amount of 250,000 shares.

Number of Votes Cast

For	Against	Abstain	Non-Votes
5,130,529	3,032,960	402,600	714,452

ITEM 6. Exhibits and Reports on Form 8-K:

A. Exhibit 10.1 - 1995 Nonemployee Directors' Stock Option Plan.
Exhibit 11 - Computation of earnings per share.
Exhibit 27 - Financial Data Schedule

B. Reports on Form 8-K: None

Signature

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

MATRIX SERVICE COMPANY

Date: January 12, 1996 By: /s/C. William Lee
C. William Lee
Vice President-Finance
Chief Financial Officer
Signing on behalf of the
registrants the registrant's
chief financial officer.

I. Purpose of the Plan

The MATRIX SERVICE COMPANY 1995 NONEMPLOYEE DIRECTORS' STOCK OPTION PLAN (the "Plan") is intended to promote the interests of MATRIX SERVICE COMPANY, a Delaware corporation (the "Company"), and its stockholders by helping to award and retain highly-qualified independent directors and allowing them to develop a sense of proprietorship and personal involvement in the development and financial success of the Company. Accordingly, the Company shall grant to directors of the Company who are not employees or consultants of the Company or any of its subsidiaries ("Nonemployee Directors") the option ("Option") to purchase shares of the common stock of the Company ("Stock"), as hereinafter set forth. Options granted under the Plan shall be options which do not constitute incentive stock options, within the meaning of section 422(b) of the Internal Revenue Code of 1986, as amended.

II. Option Agreements

Each Option shall be evidenced by a written agreement in the form attached to the Plan.

III. Eligibility of Optionee

Options may be granted only to individuals who are Nonemployee Directors of the Company. Each Nonemployee Director who is elected or reelected to the Board of Directors of the Company (the "Board on the effective date of the Plan and each Nonemployee Director who is elected to the Board for the first time after the effective date of the Plan shall receive, as of the date of his or her election and without the exercise of the discretion of any person or persons, an Option exercisable for 10,000 shares of Stock (subject to adjustment in the same manner as provided in Paragraph VII hereof with respect to shares of Stock subject to Options then outstanding). As of the date of the annual meeting of the stockholders of the Company in each year that the Plan is in effect as provided in Paragraph VI hereof, each Nonemployee Director then in office who is not then entitled to receive an Option pursuant to the preceding sentence shall receive, without the exercise of the discretion of any person or persons, an Option exercisable for 5,000 shares of Stock (subject in each case to adjustment in the same manner as provided in Paragraph VII hereof with respect to shares of Stock subject to Options then outstanding). If, as of any date that the Plan is in effect, there are not sufficient shares of Stock available under the Plan to allow for the grant to each Nonemployee Director of an Option for the number of shares provided herein, each Nonemployee Director shall receive an Option for his or her pro-rata share of the total number of shares of Stock then available under the Plan. All Options granted under the Plan shall be at the Option price set forth in Paragraph V hereof and shall be subject to adjustment as provided in Paragraph VII hereof.

IV. Shares Subject to the Plan

The aggregate number of shares which may be issued under Options granted under the Plan shall not exceed 250,000 shares of Stock. Such shares may consist of authorized but unissued shares of Stock or previously issued shares of Stock acquired by the Company. Any of such shares which remain unissued and which are not subject to outstanding Options at the termination of the Plan shall cease to be subject to the Plan, but, until termination of the Plan, the Company shall at all times make available a sufficient number of shares to meet the requirements of the Plan. Should any Option hereunder expire or terminate prior to its exercise in full, the shares theretofore subject to such Option which may be issued under the Plan shall be subject to adjustment in the same manner as provided in Paragraph VI hereof with respect to shares of Stock subject to Options then outstanding. Exercise of an Option shall result in a decrease in the number of shares of Stock which may thereafter be available, both for purposes of the Plan and for sale to any one individual, by the number of shares as to which the Option is exercised.

V. Option Price

The purchase price of Stock issued under each Option shall be the fair market value of Stock subject to the Option as of the date the Option is granted. For all purposes under the Plan, the fair market value of a share of Stock on a particular date shall be equal to the closing sales price of the Stock (i) reported by the Nasdaq Stock Market on that date or (ii) if the Stock is listed on a national stock exchange, reported on the stock exchange composite tape on that date; or, in either case, if no prices are reported on that date, on the last preceding date on which such price of the Stock is so reported. If the Stock is traded over the counter at the time a determination of its fair market value is required to be made hereunder, its fair market value shall be deemed to be equal to the average between the reported high and low or closing bid and asked prices of Stock on the most recent date on which Stock was publicly traded. In the event Stock is not publicly traded at the time a determination of its value is required to be made hereunder, the determination of its fair market value shall be made by the Board in such manner as it deems appropriate.

VI. Term of Plan

The Plan shall be effective on the date the Plan is approved by the stockholders of the Company. Except with respect to Options then outstanding, if not sooner terminated under the provisions of Paragraph VII, the Plan shall terminate upon and no further Options shall be granted after the expiration of ten years from the date the Plan is approved by the stockholders of the Company.

VII. Recapitalization or Reorganization

A. The existence of the Plan and the Options granted hereunder shall not affect in any way the right or power of the Board or the stockholders of the Company to make or authorize any adjustment, recapitalization, reorganization, or other change in the Company's capital structure or its business, any merger or consolidation of the Company, any issue of debt or equity securities, the dissolution or liquidation of the Company or any sale, lease, exchange or other disposition of all or any part of its assets or business or any other corporate act or proceeding.

B. The shares with respect to which Options may be granted are shares of Stock as presently constituted, but if, and whenever, prior to the expiration of an Option theretofore granted, the Company shall effect a subdivision or consolidation of shares of Stock or the payment of a stock dividend on Stock without receipt of consideration by the Company, the number of shares of Stock with respect to which such Option may thereafter be exercised (i) in the event of an increase in the number of outstanding shares shall be proportionately increased, and the purchase price per share shall be proportionately reduced, and (ii) in the event of a reduction in the number of outstanding shares shall be proportionately reduced, and the purchase price per share shall be proportionately increased.

C. If the Company recapitalizes, reclassifies its capital stock, or otherwise changes its capital structure (a "recapitalization"), the number and class of shares of Stock covered by an Option theretofore granted shall be adjusted so that such Option shall thereafter cover the number and class of shares of stock and securities to which the optionee would have been entitled pursuant to the terms of the recapitalization if, immediately prior to the recapitalization, the optionee had been the holder of record of the number of shares of Stock then covered by such Option.

D. Any adjustment provided for in Subparagraph (B) or (C) above shall be subject to any required stockholder action.

E. Except as hereinbefore expressly provided, the issuance by the Company of shares of stock of any class or securities convertible into shares of stock of any class, for cash, property, labor or services, upon direct sale, upon the exercise of rights or warrants to subscribe therefor, or upon conversion of shares or obligations of the Company convertible into such shares or other securities, and in any case whether or not for fair value, shall not affect, and no adjustment by reason thereof shall be made with respect to, the number of shares of Stock subject to Options theretofore granted or the purchase price per share.

VIII. Amendment or Termination of the Plan

The Board in its discretion may terminate the Plan at any time with respect to any shares for which Options have not theretofore been granted. The Board shall have the right to alter or amend the Plan or any part thereof from time to time; provided, that no change in any Option theretofore granted may be made which would impair the rights of the optionee without the consent of such optionee and provided, further, that the Board may not make any alteration or amendment which would materially increase the benefits accruing to participants under the Plan, increase the aggregate number of shares which may be issued pursuant to the provisions of the Plan, change the class of individuals eligible to receive Options under the Plan or extend the term of the Plan, without the approval of the stockholders of the Company.

IX.Securities Laws

A. The Company shall not be obligated to issue any Stock pursuant to any Options granted under the Plan at any time when the offering of the shares covered by such Option have not been registered under the Securities Act of 1933, as amended, and such other state and federal laws, rules or regulations as the Company deems applicable and, in the opinion of legal counsel for the Company, there is no exemption from the registration requirements of such laws, rules or regulations available for the offering and sale of such shares.

B. It is intended that the Plan and any grant of an Option made to a person subject to Section 16 of the Securities Exchange Act of 1933, as amended (the "1934 Act"), meet all of the requirements of Rule 16b-3, as currently in effect or as hereinafter modified or amended ("Rule 16b3"), promulgated under the 1934 Act. If any provision of the Plan or any such Option would disqualify the Plan or such Option under, or would otherwise not comply with, Rule 16b-3, such provision or Option shall be construed or deemed amended to conform to Rule 16b-3.

[ARTICLE]	5
[MULTIPLIER]	1,000
[PERIOD-TYPE]	3-MOS
[FISCAL-YEAR-END]	May-31-1996
[PERIOD-START]	Sep-01-1995
[PERIOD-END]	Nov-30-1995
[COMMON]	9,444
[NET-INCOME]	670
[EPS-PRIMARY]	0.07
[COMMON]	9,444
[NET-INCOME]	670
[EPS-DILUTED]	0.07
[FISCAL-YEAR-END]	May-31-1995
[PERIOD-START]	Sep-01-1994
[PERIOD-END]	Nov-30-1994
[COMMON]	9,412
[NET-INCOME]	1,377
[EPS-PRIMARY]	0.15
[COMMON]	9,413
[NET-INCOME]	1,377
[EPS-DILUTED]	0.15
[PERIOD-TYPE]	6-MOS
[FISCAL-YEAR-END]	May-31-1996
[PERIOD-START]	Jun-01-1995
[PERIOD-END]	Nov-30-1995
[COMMON]	9,426
[NET-INCOME]	1,211
[EPS-PRIMARY]	0.13
[COMMON]	9,438
[NET-INCOME]	1,211
[EPS-DILUTED]	0.13
[FISCAL-YEAR-END]	May-31-1995
[PERIOD-START]	Jun-01-1994
[PERIOD-END]	Nov-30-1994
[COMMON]	9,424
[NET-INCOME]	2,098
[EPS-PRIMARY]	0.22
[COMMON]	9,426
[NET-INCOME]	2,098
[EPS-DILUTED]	0.22

5
1,000

6-MOS
MAY-31-1996
NOV-30-1995
4,006
0
29,244
0
4,714
54,172
42,605
15,073
109,721
21,861
0
95
0
0
71,911
109,721
91,423
91,423
82,788
82,788
5,844
0
444
2,427
1,206
0
0
0
0
1,221
0.13
0.13