DOLLAR GENERAL CORP

FORM 10-Q
(Quarterly Report)

Filed 12/14/98 for the Period Ending 10/30/98

Address	100 MISSION RIDGE GOODLETTSVILLE, TN, 37072
Telephone	6158554000
CIK	0000029534
Symbol	DG
SIC Code	5331 - Retail-Variety Stores
Industry	Discount Stores
Sector	Consumer Cyclicals
Fiscal Year	02/02

DOLLAR GENERAL CORP

FORM 10-Q
(Quarterly Report)

Filed 12/14/1998 For Period Ending 10/30/1998

Address	100 MISSION RIDGE
	GOODLETTSVILLE, Tennessee 37072
Telephone	615-855-4000
CIK	0000029534
Industry	Retail (Specialty)
Sector	Services
Fiscal Year	01/31

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 October 30, 1998

Commission file number 1-11421

DOLLAR GENERAL CORPORATION

(Exact name of registrant as specified in its charter)

TENNESSEE
(State or other jurisdiction of incorporation or organization)

61-0502302
(I.R.S. employer identification no.)

104 Woodmont Blvd.
Suite 500
Nashville, Tennessee 37205
(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: (615) 783-2000

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 X No____.

The number of shares of common stock outstanding at December 7, 1998 was 209,696,046.

Dollar General Corporation

Form 10-Q

For the Quarter Ended October 30, 1998

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for the nine months ended October 30, 1998 and October 31, 1997.

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands)

	Oct. 30, 1998 (Unaudited)	Jan.30, 1998 *	Oct. 31, 1997 (Unaudited)
ASSETS			
Current assets:			
Cash and cash equivalents	$ 18,254	$7,128	$ 13,168
Merchandise inventories	944,266	631,954	737,263
Deferred income taxes	6,233	5,743	3,776
Other current assets	34,692	21,884	21,694
Total current assets	1,003,445	666,709	775,901
Property and equipment, at cost	477,281	391,911	378,506
Less: accumulated depreciation	188,241	150,466	140,404
	289,040	241,445	238,102
Other assets	6,498	6,684	5,595
Total assets	$1,298,983	$ 914,838	$1,019,598
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities:			
Current portion of long-term debt	$ 649	$ 1,450	$ 1,597
Short-term borrowings	259,679	21,933	193,583
Accounts payable	280,776	179,958	210,845
Accrued expenses	85,398	92,027	75,547
Income taxes	8,026	12,343	14,363
Total current liabilities	634,528	307,711	495,935
Long-term debt	189	1,294	1,411
Deferred income taxes	12,277	21,937	5,360
Shareholders' equity:			
Preferred stock	858	858	858
Common stock	105,510	83,526	66,660
Additional paid-in capital	415,762	379,954	373,234
Retained earnings	366,439	320,085	276,667
	888,569	784,423	717,419
Less treasury stock	236,580	200,527	200,527
Total shareholders' equity	651,989	583,896	516,892
Total liabilities and shareholders' equity	$1,298,983	$ 914,838	$1,019,598

* Derived from the January 30, 1998 audited financial statements

The accompanying notes are an integral part of these consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands except per share amounts)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	Oct. 30, 1998	Oct. 31, 1997	Oct. 30, 1998	Oct. 31, 1997
Net Sales	$781,389	$649,400	$2,228,004	$1,766,234
Cost of goods sold	556,655	465,616	1,607,457	1,280,439
Gross profit	224,734	183,784	620,547	485,795
Selling, general and administrative expense	158,445	128,220	449,786	355,254
Operating profit	66,289	55,564	170,761	130,541
Interest expense	3,315	1,559	6,285	2,625
Income before taxes on income	62,974	54,005	164,476	127,916
Provision for taxes on income	22,636	20,387	60,445	48,288
Net income	$ 40,338	$ 33,618	$104,031	$ 79,628
Diluted earnings per share	$ 0.19	$ 0.16	$ 0.48	$ 0.37
Weighted average diluted shares	214,673	215,356	214,763	214,475
Basic earnings per share	$ 0.22	$ 0.19	$ 0.57	$ 0.44

The accompanying notes are an integral part of these consolidated financial statements.

DOLLAR GENERAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

(Unaudited)

	Nine Months Ended	
	Oct. 30, 1998	Oct. 31, 1997
Operating activities:		
Net income	$104,031	$ 79,628
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	38,825	27,750
Deferred income taxes	(10,150)	(298)
Change in operating assets and liabilities:		
Merchandise inventories	(312,312)	(261,160)
Other current assets	(12,808)	(3,191)
Accounts payable	100,818	107,322
Accrued expenses	(6,629)	5,106
Income taxes	(4,317)	4,361
Other	1,751	343
Net cash (used in) provided by operating activities	(100,791)	(40,139)
Investing activities:		
Purchase of property and equipment	(104,090)	(92,313)
Proceeds from sale of property and equipment	16,105	33,811
Net cash (used in) investing activities	(87,985)	(58,502)
Financing activities:		
Issuance of short-term borrowings	358,078	170,892
Repayments of short-term borrowings	(120,332)	(15,777)
Issuance of long-term debt	0	190
Repayments of long-term debt	(1,906)	(1,794)
Payments of cash dividend	(20,960)	(17,562)
Proceeds from exercise of stock options	27,247	26,072
Repurchase of common stock	(73,236)	(75,123)
Tax benefit of stock options exercised	30,256	17,748

Other	755	600
Net cash provided by (used in) financing activities	199,902	105,246
Net increase in cash and cash equivalents	11,126	6,605
Cash and cash equivalents, beginning of period	7,128	6,563
Cash and cash equivalents, end of period	$ 18,254	$ 13,168

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

The accompanying consolidated financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all of the disclosures normally required by generally accepted accounting principles or those normally made in the Company's Annual Report on Form 10-K. Accordingly, the reader of the quarterly report on Form 10-Q should refer to the Company's Annual Report on Form 10-K for the year ended January 30, 1998 for additional information.

The accompanying consolidated financial statements have been prepared in accordance with the Company's customary accounting practices and have not been audited. In management's opinion, all adjustments (which are of a normal recurring nature) necessary for a fair presentation of the consolidated results of operations for the three-month and nine-month periods ended October 30, 1998 and October 31, 1997, respectively, have been made.

Interim cost of goods sold is determined using estimates of inventory shrinkage, inflation, and markdowns which are adjusted to reflect actual results at year end. Because of the seasonal nature of the Company's business, the results for interim periods are not necessarily indicative of the results to be expected for the entire year.

2. Shareholders' Equity

Changes in shareholders' equity for the nine months ended October 30, 1998 and October 31, 1997 were as follows (dollars in thousands except per share amounts):

	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Total
Balances, January 31, 1997	$ 858	$53,105	$329,948	$302,145	($200,527)	$485,529
Net income				79,628		79,628
5-for-4 stock split, September 22, 1997		13,416		(13,416)		
Cash dividend, $.13 per common share, as declared				(15,132)		(15,132)
Cash dividend, $1.42 per preferred share				(2,430)		(2,430)
Issuance of common stock under employee stock incentive plans		1,119	24,953			26,072
Stock repurchased		(995)		(74,128)		(75,123)
Tax benefit of stock options exercised			17,748			17,748
Transfer to ESOP		15	585			600
Balances, October 31, 1997	$ 858	$66,660	$373,234	$276,667	($200,527)	$516,892

	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Treasury Stock	Total
Balances, January 30, 1998	$ 858	$83,526	$379,954	$320,085	($200,527)	$583,896
Net Income				104,031		104,031
5-for-4 stock split, September 21, 1998		21,090	(21,090)			
Cash dividend, $.10 per common share, as declared				(18,438)		(18,438)
Cash dividend, $1.65 preferred share				(2,555)		(2,555)
Issuance of common stock under employee stock incentive plans		1,377	25,903			27,280
Stock repurchase		(499)		(36,684)	(36,053)	(73,236)

Tax benefit of stock options exercised			30,256			30,256
Transfer to ESOP		16	739			755
Balances, October 30, 1998	$ 858	$105,510	$415,762	$366,439	($236,580)	$651,989

3. Earnings Per Share

Amounts are in thousands except per share data, and shares have been adjusted for the March 23, 1998 and September 21, 1998, five- for-four common stock splits.

Nine months ended October 30, 1998

	Income	Shares	Per-Share Amount
Net Income	$104,031		
Less: preferred stock dividends	2,555		
Basic Earnings per Share			
Income available to common shareholders	$101,476	176,763	$0.57
Stock options outstanding		5,275	
Convertible preferred stock	2,555	32,725	
Diluted Earnings per Share			
Income available to common shareholders plus assumed conversions	$104,031	214,763	$0.48

Nine months ended October 31, 1997

	Income	Shares	Per-Share Amount
Net Income	$79,628		
Less: preferred stock dividends	2,430		
Basic Earnings per Share			
Income available to common shareholders	$77,198	176,717	$0.44
Stock options outstanding		5,033	
Convertible preferred stock	2,430	32,725	
Diluted Earnings per Share			
Income available to common shareholders plus assumed conversions	$79,628	214,475	$0.37

Three months ended October 30, 1998

	Income	Shares	Per-Share Amount
Net Income	$40,338		
Less: preferred stock dividends	942		
Basic Earnings per Share			
Income available to common shareholders	$39,396	177,182	$0.22
Stock options outstanding		4,766	
Convertible preferred stock	942	32,725	
Diluted Earnings per Share			
Income available to common shareholders plus assumed conversions	$40,338	214,673	$0.19

Three months ended October 31,1997

	Income	Shares	Per-Share Amount
Net Income	$33,618		
Less: preferred stock dividends	838		
Basic Earnings per Share			
Income available to common shareholders	$32,780	176,978	$0.19
Stock options outstanding		5,653	
Convertible preferred stock	838	32,725	
Diluted Earnings per Share			
Income available to common shareholders plus assumed conversions	$33,618	215,356	$0.16

4. Comprehensive Income

The Company adopted Statement of Financial Accounting Standards ("SFAS") No. 130, "Reporting Comprehensive Income" in the first quarter of 1998. The Company's comprehensive income and net income for the three periods and nine periods ended October 30, 1998 and October 31, 1997 were equal.

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

This discussion and analysis contains both historical and forward- looking information. The forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although the Company believes the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate, and therefore, there can be no assurance that the forward-looking statements included herein will prove to be accurate. Forward- looking statements may be significantly impacted by certain risks and uncertainties, including, but not limited to: general transportation and distribution delays or interruptions; interruptions in suppliers' operations; inventory risks due to shifts in market demand; changes in product mix; costs and delays associated with building, opening and operating new distribution centers; and the other risk factors listed in the Annual Report on Form 10-K for the year ended January 30, 1998. The Company undertakes no obligation to publicly release any revisions to any forward-looking statements contained herein to reflect events or circumstances occurring after the date hereof or to reflect the occurrence of interruptions in suppliers' operations or unanticipated events.

The following text contains references to years 1998, 1997, 1996 and 1995 which represent fiscal years ending or ended January 29, 1999, January 30, 1998, and January 31, 1997 and 1996, respectively. This discussion and analysis should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements, including the notes thereto.

RESULTS OF OPERATIONS

The nature of the Company's business is seasonal. Historically, sales in the fourth quarter have been significantly higher than sales achieved in each of the first three quarters of the fiscal year. Thus, expenses, and to a greater extent operating income, vary by quarter. Results of a period shorter than a full year may not be indicative of results expected for the entire year. Furthermore, comparing any period to a period other than the same period of the previous year will reflect the seasonal nature of the Company's business.

NINE MONTHS ENDED OCTOBER 30, 1998 AND OCTOBER 31, 1997

NET SALES. Net sales for the first nine months of fiscal 1998 increased $461.8 million, or 26.1%, to $2.23 million from $1.77 million for the comparable period of fiscal 1997. The increase resulted from 449 net additional stores being in operation as of October 30, 1998, as compared with October 31, 1997, and an increase of 11.4% in same-store sales. Same-store sales growth was a 7.6% increase for the same period last year.

The Company defines same stores as those opened prior to the beginning of the previous fiscal year which have remained open through the current period. Sales were negatively affected during the first and second quarters of fiscal 1997 as the Company refurbished more than 2,400 stores to a new prototype.

GROSS PROFIT. Gross profit for the first nine months was $620.5 million, or 27.9% of net sales, compared with $485.8 million, or 27.5% of net sales, in the same period last year. This increase was driven by higher margin on current purchases.

For the fourth quarter, management expects gross margin, as a percent of sales, to decline primarily because of higher inventory shrinkage accruals.

SELLING, GENERAL AND ADMINISTRATIVE (SG&A) EXPENSE. SG&A expense for the first nine months totaled $449.8 million, or 20.2% of net sales, compared with $355.3 million, or 20.1% of net sales during the comparable period last year. Total SG&A expense increased 26.6% primarily as a result of 449 net additional stores being in operation as compared to the nine month period last year. For the fourth quarter management expects SG&A to decline, as a percent of sales, primarily as a result of lower advertising expense related to the elimination of the December circular.

INTEREST EXPENSE. Interest expense increased to $6.3 million, or 0.28% of net sales, compared with $2.6 million or 0.15% of net sales, in the comparable period last year. This increase was a result of higher average borrowings to support higher company inventory levels and the repurchase of common stock. The increase in inventory levels was primarily a result of operating two additional distribution centers, one in Indianola, Mississippi and one in Villa Rica, Georgia; slightly higher inventory in existing stores; and additional inventory required to operate 449 more stores. During the first nine months of fiscal 1998 the Company repurchased 2,496,625 shares of common stock at an average cost of $29.34 per share. For the fourth quarter management expects interest expense, as percent of sales, to be flat with last year.

PROVISIONS FOR TAXES ON INCOME. The effective income tax rate for the three and nine month periods ended October 30, 1998 was 35.9% and 36.8% compared with 37.8% in the comparable periods last year.
State tax planning initiatives allowed the Company to lower the year-to-date rate to 36.8%.

THREE MONTHS ENDED OCTOBER 30, 1998 AND OCTOBER 31, 1997

NET SALES. Net sales for the quarter increased $132.0 million, or 20.3%, to $781.4 million from $649.4 million for the comparable period of fiscal 1997. The increase resulted from 449 net additional stores being in operation as compared with the comparable period last year and an increase of 6.5% in same store sales. Same store sales increased 11.6% for the third quarter last year.

GROSS PROFIT. Gross profit for the quarter was $224.7 million, or 28.8% of net sales, compared with $183.8 million, or 28.3% of net sales, in the same period last year. This increase was driven by higher margin on current purchases which was partially offset by higher shrink reserves, as a percent of sales.

SELLING, GENERAL AND ADMINISTRATIVE (SG&A) EXPENSE. SG&A expense for the quarter totaled $158.4 million, or 20.3% of net sales, compared with $128.2 million, or 19.7% of net sales last year. Total SG&A expense increased 23.6% primarily as a result of adding 449 net new stores since the comparable period last year.

INTEREST EXPENSE. Interest expense increased to $3.3 million, or 0.42% of net sales, compared with $1.6 million or 0.24% of net sales, in the comparable period last year. This increase was primarily a result of the same factors listed above for the nine- month period.

LIQUIDITY AND CAPITAL RESOURCES

Cash flows from operating activities - Net cash used by operating activities totaled $100.8 million during the first nine months of fiscal 1998 compared with $40.1 million cash used in operating activities in the comparable period last year. This increase in use of cash was primarily the result of increased inventories.

Cash flows from investing activities - Net cash used by investing activities totaled $88.0 million during the first nine months of fiscal 1998 million compared with $58.5 million in the comparable period last year. The increase in cash used by investing activities was primarily the result of the $33.8 million received in 1997 from the sale/leaseback of the South Boston, Virginia distribution center. Current period cash used resulted primarily from $104.1 million in expenditures primarily from opening 452 new stores during the first nine months of fiscal 1998.

Cash flows from financing activities - Total debt (including current maturities and short-term borrowings) at October 30, 1998 was $260.5 million compared to $196.6 million at October 31, 1997.
The increase in total debt was driven by increased inventories and the stock repurchase.

Because of the significant impact of seasonal buying (e.g., Spring and December holiday purchases), the Company's working capital requirements vary significantly during the year. These working capital requirements were financed by short-term borrowings under the Company's $175.0 million revolving credit/term loan facility and short-term bank lines of credit totaling $165.0 million at October 30, 1998. The Company had short-term borrowings of $259.7 million outstanding as of October 30, 1998 and $193.6 million as of October 31, 1997. Seasonal working capital expenditure requirements will continue to be met through cash flow provided by operations supplemented by the revolving credit/term loan facility and short-term bank lines of credit.

Capital requirements for the construction of new stores, new distribution centers and the new corporate headquarters complex will continue to be funded under the Company's $225.0 million leveraged lease facility. As of October 30, 1998 $93.3 million of construction costs had been funded under this facility including:
$43.2 million for the Indianola, Mississippi Distribution Center; $21.7 million for new stores; $15.2 million for the Fulton, Missouri Distribution Center; and $13.2 million for the corporate headquarters complex. As of October 30, 1998 the Company has entered into three five-year interest rate swap agreements to fix the interest rate on $150.0 million of this leveraged lease facility.

The Company's liquidity position is set forth in the following table (dollars in thousands):

	October 30, 1998	January 30, 1998	October 31, 1997
Current ratio	1.6x	2.2x	1.6x
Total borrowings/equity	40.0%	4.2%	38.0%
Working Capital	$368,917	$358,998	$279,966
Average daily use of debt fiscal year-to-date)	$162,427	$ 90,882	$ 70,634
Maximum outstanding short-term debt (fiscal year-to-date)	$312,580	$184,725	$193,583

ACCOUNTING PRONOUNCEMENTS
The Company will adopt Statement of Financial Accounting Standards No. 131 "Disclosures about Segments of an Enterprise and Related Information" for the year ending January 29, 1999. The Company will adopt Statement of Position 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use," for the year ending January 28, 2000.

In June 1998, the FASB issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." This pronouncement will be effective for all fiscal quarters of fiscal years beginning after June 15, 1999. The Company is still in the process of analyzing the impact of the adoption of this Statement.

YEAR 2000

Dollar General Corporation ("Company") recognizes that without appropriate modification, some computer programs may not operate properly when asked to recognize the year 2000. Upon reaching the year 2000, these computer programs will inaccurately interpret the "00" used in two-digit date calculations as 1900. In anticipation of the need to correct and otherwise prepare for any potential Year 2000 computer problems, the Company formed a Year 2000 Task Force ("Task Force") which has completed a year 2000 compliance plan. The plan addresses all hardware and software systems, as well as equipment controlled by microprocessors used in the offices, stores, or distribution centers. As a part of the plan, the Task Force has substantially completed its assessment of the Company's systems, has identified the Company's hardware, software and equipment that will not operate properly in the year 2000 and, in most cases, has remedied the problem with programming changes.
The plan identifies the Company's accounting, inventory management and warehouse management systems as critical systems. The Company expects that programming changes and software replacement for systems that are not already year 2000 compliant will be completed during the first and second quarters of the fiscal year beginning January 30, 1999. The Company has completed testing the year 2000 readiness of many of its systems and expects to complete the testing process by the end of the second quarter of the fiscal year beginning January 30, 1999. The Company's year 2000 compliance effort has not resulted in any material delays to other internal information technology projects.

The Company has requested, and is receiving, written confirmation from vendors, suppliers and other service providers ("business partners") as to their year 2000 system compliance status. Although the Company is diligently seeking information as to its business partners' year 2000 compliance progress, there can be no assurance that such business partners will have remedied their year 2000 issues. The failure of a significant business partner to remedy its year 2000 issues could have a material adverse effect on the Company's operations, financial position or liquidity. The Company will continue to monitor the progress of its business partners in an effort to mitigate its own year 2000 non-compliance risk.

Based on the Company's current estimates, the cost of the Company's year 2000 remediation efforts will be between $500,000 and $1,000,000. To date, expenditures have been less than $100,000. Costs are being expensed when incurred. This cost estimate excludes the costs of previously planned software implementations as well as salaries of existing employees involved in the year 2000 remediation efforts. These projected costs are based upon management's best estimates which were derived utilizing numerous assumptions of future events. There can be no guarantee however, that these costs estimates will be accurate; actual results could differ materially.

Management believes that its greatest risk to achieving timely year 2000 compliance is in its third party relationships. Currently available information indicates that Dollar General's significant business partners will be year 2000 ready. Management believes there is a moderate level of risk associated with the unconfirmed year 2000 compliance status of small utility companies that provide utility service to the Company's individual stores. The Company will continue to closely monitor the year 2000 compliance readiness of its business partners, and where appropriate, will replace those business partners who appear to be unwilling to confirm their year 2000 readiness or unable to meet compliance deadlines. In addition, the Company is developing contingency plans to handle utility service failures caused by utility companies' year 2000 system non-compliance.

PART II - OTHER INFORMATION

Item 1. Not applicable.
Item 2. Not applicable.
Item 3. Not applicable.
Item 4. Not applicable.
Item 5. Not applicable.
Item 6. A. Exhibits
27 Financial Data Schedule (for SEC use only)

B. Reports on Form 8-K No Current Reports on Form 8-K were filed by Dollar General Corporation during the quarter ended October 30, 1998.

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.

DOLLAR GENERAL CORPORATION
(Registrant)

December 11, 1998

By:/s/ Phil Richards
Phil Richards, Vice President,
Chief Financial Officer

ARTICLE 5

CIK: 0000029534

NAME: DOLLAR GENERAL CORP.

MULTIPLIER: 1000

PERIOD TYPE	9 MOS	9 MOS
FISCAL YEAR END	JAN 29 1999	JAN 30 1998
PERIOD END	OCT 30 1998	OCT 31 1997
CASH	18254	13168
SECURITIES	0	0
RECEIVABLES	0	0
ALLOWANCES	0	0
INVENTORY	944266	737263
CURRENT ASSETS	1003445	378506
PP&E	477281	378506
DEPRECIATION	188241	140404
TOTAL ASSETS	1298983	1019598
CURRENT LIABILITIES	634528	495935
BONDS	0	0
PREFERRED MANDATORY	0	0
PREFERRED	858	858
COMMON	105510	66660
OTHER SE	545621	449374
TOTAL LIABILITY AND EQUITY	1298983	1019598
SALES	2228004	1766234
TOTAL REVENUES	2228004	1766234
CGS	1607457	1280439
TOTAL COSTS	449786	335254
OTHER EXPENSES	0	0
LOSS PROVISION	0	0
INTEREST EXPENSE	6285	2625
INCOME PRETAX	164476	127916
INCOME TAX	60445	48288
INCOME CONTINUING	104031	79628
DISCONTINUED	0	0
EXTRAORDINARY	0	0
CHANGES	0	0
NET INCOME	104031	79628
EPS PRIMARY	.58	.44
EPS DILUTED	.48	.38

End of Filing