

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

Form 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended March 31, 1998

Commission File Number 0-9881

SHENANDOAH TELECOMMUNICATIONS COMPANY
(Exact name of registrant as specified in its charter)

Virginia (State or other jurisdiction of incorporation or organization)	54-1162806 (I.R.S. Employer Identification Number)
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P.O. Box 459, Edinburg, Virginia 22824
(Address of principal executive office and zip code)

Registrant's telephone number,
including area code: (540) 984-4141

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the close of the period covered by this report.

Class	Outstanding at April 30, 1998
Common Stock, No Par Value	3,755,760 Shares

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SHENANDOAH TELECOMMUNICATIONS COMPANY

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SHENANDOAH TELECOMMUNICATIONS COMPANY
AND SUBSIDIARY COMPANIES

PART I, FINANCIAL INFORMATION
ITEM I, FINANCIAL STATEMENTS
CONSOLIDATED BALANCE SHEETS

ASSETS

[CAPTION]	March 31, 1998	December 31, 1997
[S]	[C]	[C]
CURRENT ASSETS		
Cash & Cash Equivalents	\$ 5,282,345	\$ 5,203,521
Certificates of Deposit	100,000	204,122
Investments Held to Maturity	1,123,917	1,622,433
Accounts Receivable	6,417,208	5,682,798
Materials	4,796,498	3,968,791
Prepaid and Other Current Assets	501,408	507,165
	-----	-----
TOTAL CURRENT ASSETS	\$18,221,376	\$17,188,830
	-----	-----
NON-CURRENT ASSETS		
Investment in Available for Sale Securities	\$ 4,256,331	\$ 3,597,997
Investment Held to Maturity Securities	499,581	499,581
Other Investments	5,241,338	4,721,517
	-----	-----
TOTAL NON-CURRENT ASSETS	\$ 9,997,250	\$ 8,819,095
	-----	-----
PROPERTY, PLANT, AND EQUIPMENT		
Plant in Service	\$75,357,434	\$74,144,956
Plant Under Construction	9,762,636	8,232,517
Less Accumulated Depreciation	26,405,228	25,313,297
	-----	-----
NET PROPERTY, PLANT & EQUIPMENT	\$58,714,842	\$57,064,176
	-----	-----
OTHER ASSETS		
Cost in Excess of Net Assets of Business less Accumulated Amortization	\$ 5,063,197	\$ 5,157,078
Deferred Charges and Other Assets	443,548	476,687
Radio Spectrum License net of Accumulated Amortization	689,813	702,036
	-----	-----
	\$ 6,196,558	\$ 6,335,801
	-----	-----
TOTAL ASSETS	\$93,130,026	\$89,407,902
	=====	=====

See accompanying notes to consolidated financial statements.

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SHENANDOAH TELECOMMUNICATIONS COMPANY
AND SUBSIDIARY COMPANIES

PART I, FINANCIAL INFORMATION
ITEM I, FINANCIAL STATEMENTS
CONSOLIDATED BALANCE SHEETS

[CAPTION] LIABILITIES AND STOCKHOLDERS' EQUITY

[S]	March 31, 1998	December 31, 1997
CURRENT LIABILITIES	[C]	[C]
Current maturities of LTD	\$ 544,954	\$ 544,954
Accounts Payable	3,017,381	3,743,701
Advance Billing and Payments	547,176	631,815
Customers' Deposits	106,278	98,905
Other Current Liabilities	1,913,112	1,926,769
Income Taxes Payable	640,916	0
Other Taxes Payable	250,030	153,678
	-----	-----
TOTAL CURRENT LIABILITIES	\$ 7,019,847	\$ 7,099,822
	-----	-----
LONG-TERM DEBT, LESS		
CURRENT MATURITIES	\$28,844,915	\$26,815,706
	-----	-----
OTHER LIABILITIES AND		
DEFERRED CREDITS		
Deferred Investment		
Tax Credit	\$ 198,098	\$ 216,256
Deferred Income Taxes	6,243,565	5,987,860
Pension and Other	1,019,938	883,568
	-----	-----
	\$ 7,461,601	\$ 7,087,684
	-----	-----
MINORITY INTEREST	\$ 1,809,815	\$ 1,894,206
	-----	-----
STOCKHOLDERS' EQUITY		
Common Stock	\$ 4,734,377	\$ 4,740,677
Retained Earnings	41,673,753	40,579,090
Unrealized gains on Available for sale securities	1,585,718	1,190,717
	-----	-----
	\$47,993,848	\$46,510,484
	-----	-----
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$93,130,026	\$89,407,902
	=====	=====

See accompanying notes to consolidated financial statements.

SHENANDOAH TELECOMMUNICATIONS COMPANY
AND SUBSIDIARY COMPANIES

PART I, FINANCIAL INFORMATION
ITEM I, FINANCIAL STATEMENTS

[CAPTION] CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

	Three months ended March 31	
[S]	1998	1997
OPERATING REVENUES		
Telephone Revenues	[C]	[C]
Local Service	\$922,032	\$859,022
Access	1,924,320	1,739,682
Toll	12,634	6,135
Miscellaneous:		
Directory	293,487	273,030
Facility Leases	502,615	476,706
Billing & Collection	118,424	105,036
Other Miscellaneous	41,406	48,386
	-----	-----
Total Telephone Revenues	\$3,814,918	\$3,507,997
Cable Television Revenues	716,668	615,121
ShenTel Service Revenues	526,367	473,950
Leasing Revenues	4,585	3,622
Mobile Revenues	2,057,042	1,790,323
PCS Revenues	666,736	255,543
Long Distance Revenues	218,833	241,978
Network Revenues	153,733	153,733
	-----	-----
TOTAL REVENUES AND SALES	\$8,158,882	\$7,042,267
	-----	-----
OPERATING EXPENSES		
Cost of Products &		
Service Sold	\$ 365,258	\$ 397,208
Line Costs	100,379	95,361
Plant Specific	699,411	622,388
Plant Non-Specific:		
Network & Other	1,240,576	929,994
Depreciation and Amortization	1,281,531	1,110,488
Customer Operations	1,153,851	995,668
Corporate Operations	735,277	669,621
Other Operating Expenses	133,509	194,914
Taxes Other Than Income	218,719	98,177
	-----	-----
Total Operating Expenses	\$5,928,511	\$5,113,819
	-----	-----

See accompanying notes to consolidated financial statements.

SHENANDOAH TELECOMMUNICATIONS COMPANY
AND SUBSIDIARY COMPANIES

PART I, FINANCIAL INFORMATION
ITEM I, FINANCIAL STATEMENTS

[CAPTION] CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED)

	Three months ended March 31	
	1998	1997
[S]	[C]	[C]
Operating Income	\$2,230,371	\$1,928,448
Non-Operating Income less Expenses	209,387	229,416
Interest Expense	(312,844)	(356,449)
	-----	-----
Income Before Taxes	\$2,126,914	\$1,801,415
Provision for Income Taxes	682,942	575,822
	-----	-----
Net Income Before Minority Interest	\$1,443,972	\$1,225,593
Minority Interest	(255,609)	(211,056)
	-----	-----
Net Income	\$1,188,363	\$1,014,537
	=====	=====
 EARNINGS PER SHARE		
Weighted Average Common Shares Outstanding	3,758,316	3,760,760
	=====	=====
Net Income per share, Basic and Diluted	\$0.32	\$0.27
	=====	=====

See accompanying notes to consolidated financial statements.

SHENANDOAH TELECOMMUNICATIONS COMPANY
AND SUBSIDIARY COMPANIES

PART I, FINANCIAL INFORMATION
ITEM I, FINANCIAL STATEMENTS

[CAPTION] CONSOLIDATED STATEMENTS OF CASH FLOW
(UNAUDITED)

	THREE MONTHS ENDED MARCH 31	
	1998	1997
[S]		
CASH FLOWS FROM OPERATING		
ACTIVITIES	[C]	[C]
Net Income	\$1,188,363	\$1,014,537
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and Amortization	1,281,531	1,111,989
Deferred taxes	255,705	(7,628)
Gain on Sale of Equity Investment	(263,333)	0
(Income)/Losses on Equity Investments	(516,032)	40,187
Minority Share of Income	(84,391)	211,056
Other	156,243	(41,997)
Decrease (increase) in:		
Accounts Receivable	(734,410)	94,711
Materials and Supplies	(827,707)	(47,425)
Increase (Decrease) in:		
Accounts Payable	(726,320)	(704,953)
Income Taxes Payable	700,650	588,568
Other Deferrals and Accruals	(48,548)	(24,930)
	-----	-----
Net cash provided by operating activities	\$ 381,751	\$2,234,115
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Property and Equipment	(2,830,985)	(2,330,946)
FCC Deposit Refund	0	953,400
Purchase of Intangible Assets		
Purchase of Certificates of Deposit	0	(499,582)
Maturities of Certificates of Deposit	0	486,982
Proceeds from Investments	602,638	0
Other	(3,789)	17,198
	-----	-----
Net cash used in investing activities	\$ (2,232,136)	\$ (1,372,948)
	-----	-----

See accompanying notes to consolidated financial statements.

SHENANDOAH TELECOMMUNICATIONS COMPANY
AND SUBSIDIARY COMPANIES

PART I, FINANCIAL INFORMATION
ITEM I, FINANCIAL STATEMENTS

[CAPTION] CONSOLIDATED STATEMENTS OF CASH FLOW
(UNAUDITED)

	THREE MONTHS ENDED MARCH 31	
	1998	1997
[S]		
CASH FLOWS FROM	[C]	[C]
FINANCING ACTIVITIES		
Redemption of Common Stock	\$ (100,000)	\$ 0
Proceeds from Long Term Debt	2,166,556	601,500
Principal payments on Long Term Debt	(137,347)	(133,933)
	-----	-----
Net cash provided by financing activities	1,929,209	467,567
	-----	-----
Net increase in cash and cash equivalents	78,824	1,328,734
	-----	-----
Cash and Cash Equivalents:		
Beginning	5,203,521	3,763,468
	-----	-----
Ending	\$5,282,345	\$5,092,202
	=====	=====

See accompanying notes to consolidated financial statements.
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SHENANDOAH TELECOMMUNICATIONS COMPANY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. In the opinion of management, the accompanying condensed consolidated financial statements which are unaudited, except for the condensed balance sheet at December 31, 1997, contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly Shenandoah Telecommunications Company's financial position as of March 31, 1998 and the results of operations and cash flows for the three month periods ended March 31, 1998 and 1997.

While the Company believes that the disclosures presented are adequate, to make the information not misleading it is suggested that these financial statements be read in conjunction with the financial statements and notes included in the Company's annual report on Form 10-K.

2. The results of operations for the three-month period ended March 31, 1998 and 1997 are not necessarily indicative of the results to be expected for the full year.
3. The earnings per common share were computed on the weighted average number of shares outstanding. The Company has stock options outstanding, which are not dilutive, therefore basic and diluted earnings per share are the same.
4. Comprehensive income consists of the unrealized holding gains and losses on the Company's available-for-sale investment. The unrealized holding gains net of tax for the three month period ended March 31, 1998 was \$395,001 and the unrealized holding loss net of tax for the three month period ended March 31, 1997 was \$563,300.

SHENANDOAH TELECOMMUNICATIONS COMPANY
AND SUBSIDIARY COMPANIES

ITEM II, MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following tables set forth, for the periods indicated, the percentages which certain items reflected in the financial data bear to total operating revenues and the percentage increase of such items as compared to the indicated prior period:

	RELATIONSHIP TO		PERIOD TO PERIOD	
	TOTAL REVENUES		INCREASE OR DECREASE	
	Three months ended March 31		Three months ended March 31	
	1998	1997	1998-97	1997-96
OPERATING REVENUES				
Telephone Revenues				
Local Service	11.30	12.20	7.34	8.63
Access	23.59	24.70	10.61	(1.92)
Toll	0.15	0.09	105.93	40.87
Miscellaneous:				
Directory	3.60	3.88	7.49	(3.75)
Facility Leases	6.16	6.77	5.44	10.04
Billing & Collection	1.45	1.49	12.75	(7.90)
Other Miscellaneous	0.51	0.69	(14.43)	65.93
	-----	-----	-----	-----
Total Telephone Revenues	46.76	49.81	8.75	2.30
Cable Television Revenues	8.78	8.73	16.51	179.43
ShenTel Service Revenues	6.45	6.73	11.06	(20.43)
Leasing Revenues	0.06	0.05	26.59	(21.41)
Mobile Revenues	25.21	25.42	14.90	30.95
PCS Revenues	8.17	3.63	160.91	N/A
Long Distance Revenues	2.68	3.44	(9.56)	(14.90)
Network Revenues	1.88	2.18	0.00	24.14
	-----	-----	-----	-----
Total Revenues	100.00	100.00	15.86	20.95
	-----	-----	-----	-----

SHENANDOAH TELECOMMUNICATIONS COMPANY
AND SUBSIDIARY COMPANIES

ITEM II, MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

	RELATIONSHIP TO		PERIOD TO PERIOD	
	TOTAL REVENUES		INCREASE OR DECREASE	
	Three months ended		Three months ended	
	March 31		March 31	
	1998	1997	1998-97	1997-96
OPERATING EXPENSES				
Cost of Products Sold	4.48	5.64	(8.04)	45.00
Line Costs	1.23	1.35	5.26	(29.14)
Plant Specific	8.57	8.84	12.38	18.69
Plant Non-Specific:				
Network & Other	15.21	13.21	33.40	40.50
Depreciation and Amortization	15.71	15.77	15.40	38.37
Customer Operations	14.14	14.14	15.89	30.32
Corporate Operations	9.01	9.51	9.80	28.86
Other Operating & Expenses	1.64	2.77	(31.50)	320.38
Taxes Other Than Income	2.68	1.39	122.78	(2.12)
	-----	-----	-----	-----
Total Operating Expenses	72.66	72.62	15.93	33.60
	-----	-----	-----	-----
Operating Income	27.34	27.38	15.66	(3.33)
	-----	-----	-----	-----
Non-Operating Income less Expenses	2.57	3.26	(8.73)	(45.67)
Interest Expense	(3.83)	(5.06)	(12.23)	152.34
	-----	-----	-----	-----
Income Before Income Taxes	26.07	25.58	18.07	(20.85)
Provision for Income Taxes	8.37	8.18	18.60	(26.27)
	-----	-----	-----	-----
Income Before Minority Interest	17.70	17.40	17.82	(18.02)
Minority Interest	(3.13)	(3.00)	21.11	73.79
	-----	-----	-----	-----
Net Income	14.57	14.41	17.13	(26.14)
	=====	=====	=====	=====

/TABLE

SHENANDOAH TELECOMMUNICATIONS COMPANY

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

Shenandoah Telecommunications Company is a diversified telecommunications holding company providing both regulated and unregulated telecommunications services through its eight wholly-owned subsidiaries.

This industry is in a period of transition from a protected monopoly to a competitive environment as evidenced by the passage of the Telecommunications Act of 1996. As a result, Shenandoah Telecommunications has made and plans to continue to make significant investments in the new and emerging technologies.

The most significant revenue contributors are the regulated telephone local exchange company accounting for 46.8% of revenue and the cellular dominated operations of the Mobile subsidiary, accounting for 25.2% of revenue during the most recent quarter. Other significant services provided are paging, personal communications services (PCS), cable television, Internet access, long distance, and fiber facilities and towers leased to other telecommunications carriers. The Company also sells and leases equipment, mainly related to services provided. The Company also participates in emerging technologies by direct investment in non-affiliated companies.

RESULTS OF OPERATIONS

The regulated Company's largest source of revenue continues to be for access to the Company's local exchange network by interexchange carriers. The volume for approximately two-thirds of these access revenues generally tracks with changes in minutes of use. The minutes of use during the first quarter of 1998 increased 11.9%, compared to a decrease of .2% in 1997. The associated revenues increased 10.6% in first quarter 1998 compared to a 1.92% decrease in 1997. Management attributes these increases, in part, to inclement weather experienced the first quarter of 1997.

First quarter cable television revenues increased 16.5% over the first quarter of 1997 due to rate increases and a 4.0% increase in the customer base. The 1997 increase of 179.4% was due to the acquisition of the CATV assets owned by FrontierVision Operating Partnership located in our service area on September 30, 1996.

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SHENANDOAH TELECOMMUNICATIONS COMPANY

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

RESULTS OF OPERATIONS (Continued)

The increase in the ShenTel Service revenues category for the first quarter of 1998 compared to 1997 was 11.1%. This was due to increases in Internet Service revenues. First quarter 1998 revenues from our Internet Service operations were up \$118,018 or 64.9% compared to the first quarter of 1997. The increase is due to the increasing customer base. The increases in Internet access revenues were partially offset by decreases in equipment sales and rentals. These revenues decreased \$69,524 or 50.2% compared to the first quarter of 1997.

Financing lease revenues are chiefly for leases and rentals of customer premise equipment such as PBX's sold through Company subsidiaries.

The Mobile revenues are mainly comprised of revenues from wireless communications services. First quarter 1998 local cellular revenues increased \$188,764 or 23.4% compared to the same period in 1997. The increase in local cellular revenues was due to an increase in the customer base. First quarter 1998 outcollect roamer revenues increased \$71,971 or 8.1% compared to the same period in 1997. Total revenues from the Cellular operation accounted for 23.9% of total Company revenues in the first quarter, compared to 24.2% in the first quarter of 1997.

Total payroll costs (including capitalized costs) in the first three months of 1998 increased \$116,251 or 8.2% compared to the same period in 1997. The increase is due to an increase in the size of the Company's work force.

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SHENANDOAH TELECOMMUNICATIONS COMPANY

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

RESULTS OF OPERATIONS (Continued)

Cost of Goods Sold decreased 8.0% in the first quarter compared to the same period in 1997. This is due to a decrease in the volume of equipment sales in ShenTel and our cellular operations.

The expense category Network and Other consists primarily of network support, engineering, and leased facilities costs. Of the 33.4% or \$310,582 increase for the first quarter of 1998 over the first quarter of 1997, \$141,932 is due from the PCS operation, \$75,663 from the Internet access operation, and \$67,676 is due to increases from our cellular operation.

Depreciation and Amortization, our largest expense category, was 15.40% higher in the first quarter of 1998 compared to 1997. This is due to the pace of plant acquisition. Expenditures for construction and purchases of property and equipment for 1997 equaled \$10,687,958. Comparable expenditures during 1997 equaled \$22,835,061.

Customer Operations increased 20.4% for the quarter compared to the same period in 1997. These costs are for the marketing and sales, billing, and customer service functions. As with the network and other category, increases for the Internet access, cellular, and PCS businesses are primarily responsible for the increase.

The Other Operating Expense category consists of royalty expense paid to programming providers for the Cable Television subsidiary. The increase in these expenses year-to-date compared with the first quarter of 1997 is due to an increase in customer base and channels offered.

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SHENANDOAH TELECOMMUNICATIONS COMPANY

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

RESULTS OF OPERATIONS (Continued)

The Non-operating Income Less Expenses category consists mainly of the income or loss from investments made by the Company. This category showed a decrease of 8.7% in the first quarter compared to the same period in 1997, primarily due to a decrease in interest income.

Interest expense has decreased \$43,605 in the first quarter compared to the first quarter of 1997, due primarily to larger capitalized interest costs for plant under construction. The Company began drawing funds on the CoBank note (described below) in the third quarter of 1997. Draws on this note at March 31, 1998 equaled \$18,170,276.

LIQUIDITY AND CAPITAL RESOURCES

On August 2, 1996, the Company signed a note with CoBank to borrow up to \$25 million. The term of the loan is for up to 15 years, with multiple interest options. The Company began drawing these funds in the third quarter of 1996. A majority of these funds were used for the acquisition of the Shenandoah County CATV assets of FrontierVision in September of 1996, and to finance the building of the new network for the PCS operation. The Company anticipates making additional draws on this note in 1998 to fund in part the \$8,000,000 capital budget for the non-telephone subsidiaries.

SHENANDOAH TELECOMMUNICATIONS COMPANY

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

LIQUIDITY AND CAPITAL RESOURCES (Continued)

The Company budgeted capital expenditures of approximately \$10,000,000 for the Telephone subsidiary in 1998. These capital needs will be met through internally generated cash flows and the existing Rural Telephone Bank note. The loan agreement with the RTB allows for additional borrowings of approximately \$3,000,000. Expenditures of these loan funds is limited to capital projects for the regulated local exchange carrier.

Based on a preliminary assessment, the Company has determined that significant portions of its software must be modified or replaced so that its computer systems will properly utilize dates beyond December 31, 1999. The vast majority of this software is provided by third parties. The Company is now in the process of implementing third party financial software that is Year 2000 certified, at an estimated cost of \$900,000. The Company also utilizes third party software for customer care applications. These suppliers have asserted their software is presently Year 2000 compliant or will be in mid-1998. The Company estimates its remaining software will be Year 2000 compliant by June 30, 1999.

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PART II

OTHER INFORMATION

ITEM 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of security holders.

ITEM 6. Exhibits and Reports on Form 8-K

A. Exhibits

Exhibit 27 - Financial Data Schedule

B. Reports on Form 8-K

On February 27, 1998, the Company filed a report on Form 8-K, reporting under Item 5, disclosing that on February 9, 1998, the Board of Directors adopted a Stockholders' Rights Plan, granting the existing stockholders the right to acquire additional shares of the Company's common stock at a substantial discount, should anyone acquire 15% or more of the Company's common stock or causes the Company to merge into or with another company.

SHENANDOAH TELECOMMUNICATIONS COMPANY

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.

SHENANDOAH TELECOMMUNICATIONS COMPANY
(Registrant)

May 14, 1998

CHRISTOPHER E. FRENCH
Christopher E. French
President

May 14, 1998

LAURENCE F. PAXTON
Laurence F. Paxton
Vice President - Finance

3-MOS
DEC-31-1998
MAR-31-1998
5,282,345
5,879,829
6,417,208
16,083
4,796,498
18,221,376
85,120,070
26,405,228
93,130,026
7,019,847
28,844,915
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4,734,377
43,259,471
93,130,026
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8,158,882
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5,928,511
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312,844
1,871,305
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