#### FORM 10-Q

# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

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

For Quarter Ended February 28, 1998

Commission File Number 2-85538

CCA INDUSTRIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware 04-2795439 (State or other jurisdiction of (I.R.S. Employer Incorporation or organization) Identification Number)

200 Murray Hill Parkway

East Rutherford, NJ 07073

(Address of principal executive offices) (Zip Code)

(201) 330-1400

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 X No

#### APPLICABLE ONLY TO CORPORATE ISSUERS

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

Common Stock, \$.01 Par Value - \$6,246,151 shares of as February 28, 1998

Class A Common Stock, \$.01 Par Value - \$1,020,930 shares as of February 28, 1998

CCA INDUSTRIES, INC. AND SUBSIDIARIES

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CCA INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

 $A\;S\;S\;E\;T\;S$ 

February 28, November 30, 1998 1997

Current Assets

Cash and cash equivalents \$ 2,568,863 \$ 3,649,774

Short-term investments and marketable

securities (Note 4) 1,650,366 1,926,513

Accounts receivable, net of allowances of \$720,594 and \$664,325, respectively

(Note 8) 6,316,133 3,931,273 Inventories 6,617,428 6,014,672

Prepaid expenses and sundry receivables 411,994 248,553

Due from officers - Current 1,500 1,500 Deferred income taxes 426,754 391,604

Deferred advertising 583,787 -

Total Current Assets 18,576,825 16,163,889

Property and Equipment, net of accumulated

depreciation and amortization 520,513 486,029

Intangible Assets, net of accumulated

amortization of \$51,068 at February 28, 1998

and \$47,956 at November 30, 1997 160,528 163,640

Other Assets

 Marketable securities
 2,170,325
 1,874,175

 Due from officers - Non-current
 65,250
 65,250

 Deferred income taxes
 65,898
 62,164

Other 52,612 52,612

Total Other Assets 2,354,085 2,054,201

Total Assets \$21,611,951 \$18,867,759

See Notes Consolidated to Financial Statements.

CCA INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

February 28, November 30, 1998 1997

Current Liabilities

Accounts payable and accrued liabilities \$7,149,405 \$5,053,665

Income taxes payable 352,416 86,103

Total Current Liabilities 7,501,821 5,139,768

Shareholders' Equity

Common stock, \$.01 par; authorized 15,000,000 shares; issued and

outstanding 6,246,151 and 6,192,621

shares, respectively 62,462 61,926

Class A common stock, \$.01 par; authorized 5,000,000 shares; issued and outstanding

1,020,930 and 1,020,930 shares,

respectively 10,209 10,209 Additional paid-in capital 4,454,229 4,454,764 Retained earnings 9,597,753 9,221,798

Unrealized (losses) on marketable

securities 3,446 (2,737)

14,128,099 13,745,960

Less: Treasury Stock (7,500 shares at

February 28, 1998) 17,969 17,969

Total Shareholders' Equity 14,110,130 13,727,991

Total Liabilities and Shareholders' Equity \$21,611,951 \$18,867,759

See Notes to Consolidated Financial Statements.

-2-CCA INDUSTRIES, INC. AND SUBSIDIARIES

# CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

Three Months Three Months

Ended Ended February 28, 1998 February 28, 1997

Sales of health and beauty products, net \$9,352,431 \$8,617,289 Other income 86,254 81,228

9,438,685 8,698,517

Costs and Expenses

Costs of sales 3,587,114 3,076,627

Selling, general and administrative

expenses 2,885,466 2,764,341

Advertising, cooperative and promotions 2,160,785 2,169,725 Research and development 133,580 133,864 Provision for doubtful accounts 63,237 34,834

Interest expense - 2,829

8,830,182 8,182,220

Income before Income Taxes 608,503 516,297

Provision for Income Taxes 232,548 206,296

\$ 375,955 \$ 310,001 Net Income

Net Income per Common Share \$.05 \$.04

See Notes to Consolidated Financial Statements.

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#### CCA INDUSTRIES, INC. AND SUBSIDIARIES

#### CONSOLIDATED STATEMENT OF CASH FLOWS

(UNAUDITED)

Three Months Three Months Ended Ended February 28, February 28, 1998 1997

Cash Flows from Operating Activities:

Net income \$ 375,955 \$ 310,001

Adjustments to reconcile net income to net cash (used in) provided by

operating activities:

Depreciation and amortization 73,996 93,060 Amortization of bond premium 472 266 Gain on sale of securities 2,976)( 3,202)

(Increase) decrease in deferred income

taxes 38,884) 11,613 (

(Increase) in accounts receivable (2,384,860) (161,791) (Increase) in inventory 602,756) ( 357,776) (Increase) in prepaid expenses ( 163,441) ( 293,735) (Increase) in deferred advertising 583,787)

Increase in accounts payable 2,095,740 1,052,334 Increase in income taxes payable 266,313 66,833

Net Cash (Used in) Provided by

Operating Activities 964,228) 717,603

Cash Flows from Investing Activities:

Acquisition of property, plant and equipment (105,368)( 72,765) Proceeds of monies due from officers 2,400

Decrease in other assets 350

Purchase of short-term investments ( 532,119) (1,236,702) Proceeds from sale of investments 520,804 794,915

Purchase of treasury stock 5,469)

Net Cash (Used in) Investing Activities (116,683) (517,271)

Cash Flows from Financing Activities:

Payment on debt 81,750)

Net (Decrease) Increase in Cash (1,080,911) 118,582

Cash and Cash Equivalents at Beginning

of Period 3,649,774 1,422,783

Cash and Cash Equivalents at End

of Period \$2,568,863 \$1,541,365

Supplemental Disclosures of Cash Flow

Information:

Cash paid during the period for:

Interest \$ \$ 1,667 Income taxes 5,119 127,850

See Notes to Consolidated Financial Statements.

#### -4-CCA INDUSTRIES, INC. AND SUBSIDIARIES

# CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(UNAUDITED)

Three Months Three Months
Ended Ended
February 28, February 28,
1998 1997

Supplemental Schedule of Noncash Investing and Financing Activities:

The Company issued common stock in exchange for exercise of options and surrender of options and surrender of outstanding shares of stock:

Common stock retired \$35,000 \$30,000 Common stock issued \$35,000 ( 30,000)

\$ - \$ -

See Notes to Consolidated Financial Statements.

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CCA INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

# NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of

management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month period ended February 28, 1998 are not necessarily indicative of the results that may be expected for the year ended November 30, 1997. For further information, refer to the consoli-

dated financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended November 30, 1996.

#### NOTE 2 - ORGANIZATION AND DESCRIPTION OF BUSINESS

CCA Industries, Inc. ("CCA") was incorporated in the State of Delaware on March 25, 1983.

CCA manufactures and distributes health and beauty aid products.

CCA has several subsidiaries (CCA Cosmetics, Inc., CCA Labs, Inc., and Berdell, Inc.), all of which are currently inactive.

#### NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

# Principles of Consolidation:

The consolidated financial statements include the accounts of CCA and its wholly-owned subsidiaries (collectively the "Company"). All significant intercompany accounts and transactions have been eliminated. The consolidated financial statements include the use of estimates, which management believes are reasonable.

#### Use of Estimates:

The process of preparing financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

Short-Term Investments and Marketable Securities:

Short-term investments and marketable securities consist of corporate and government bonds and equity securities. The Company has classified its investments as Available-for-Sale securities. Accordingly, such investments are reported at fair market value, with the resultant unrealized gains and losses reported as a separate component of shareholders' equity.

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# CCA INDUSTRIES, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

# NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Statements of Cash Flows Disclosure:

For purposes of the statement of cash flows, the Company considers all highly liquid instruments purchased with an original maturity of less than three months to be cash equivalents.

During fiscal 1998, two officers/shareholders exercised in the aggregate 70,000 options in exchange for previously issued common stock. The common shares were put into treasury and were subsequently cancelled.

#### Inventories:

Inventories are stated at the lower of cost (first-in, first-out) or market.

Product returns are recorded in inventory when they are received at the lower oftheir original cost or market, as appropriate. Obsolete inventory is written off and its value is removed from inventory at the time its

obsolescence is determined.

Property and Equipment and Depreciation and Amortization

Property and equipment are stated at cost. The Company charges to expense repairs and maintenance items, while major improvements and betterments are capitalized. When the Company sells or otherwise disposes of property and equipment items, the cost and related accumulated depreciation are removed from the respective accounts and any gain or loss is included in earnings.

Depreciation and amortization are provided on the straight-line method over the following estimated useful lives or lease terms of the assets:

Machinery and equipment
Furniture and fixtures
Tools, dies and masters
Transportation equipment
Leasehold improvements

7-10 Years
5-7 Years
7 Years
7 Years
7-10 Years

of lease, whichever is

shorter

Intangible Assets:

Intangible assets are stated at cost. Patents and trademarks are amortized on the straight-line method over a period of 17 years.

Financial Instruments:

The carrying value of assets and liabilities considered financial instruments approximate their respective fair value.

Income Taxes:

Income tax expense includes federal and state taxes currently payable and deferred taxes arising from temporary differences between income for financial reporting and income tax purposes.

-7-CCA INDUSTRIES, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

# NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Tax Credits:

Tax credits, when present, are accounted for using the flow-through method as a reduction of income taxes in the years utilized.

Income Per Common Share:

Income per common share has been computed using the weighted average number of shares of common stock outstanding during the periods based on the treasury stock method using average market price.

Fully diluted earnings per share are not presented because they are either anti-dilutive or result in dilution of less than 3%.

# **NOTE 4 - INVENTORIES**

The components of inventory consist of the following:

February 28, November 30, 1998 1997

Raw materials \$4,477,416 \$4,017,838 Finished goods 2,140,012 1,996,834 \$6,617,428 \$6,014,672

# NOTE 5 - PROPERTY AND EQUIPMENT

The components of property and equipment consisted of the following:

February 28, November 30, 1998 1997

 Machinery and equipment
 \$ 236,582
 \$ 236,582

 Furniture and equipment
 329,526
 329,526

 Tools, dies, and masters
 1,689,714
 1,584,346

 Leasehold improvements
 108,474
 108,474

2,364,296 2,258,928

Less: Accumulated depreciation

and amortization 1,843,783 1,772,899

Property and Equipment - Net \$ 520,513 \$ 486,029

Depreciation and amortization expense for the three months ended February 28, 1998 amounted to \$70,884 and for the year ended November 30, 1997 amounted to \$364,536.

#### NOTE 6 - INTANGIBLE ASSETS

Intangible assets consist of the following:

February 28, November 30, 1998 1997

Patents and trademarks \$211,596 \$211,596 Less: Accumulated amortization 51,068 47,956

Intangible Assets - Net \$ 160,528 \$ 163,640

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# CCA INDUSTRIES, INC. AND SUBSIDIARIES

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

# NOTE 6 - INTANGIBLE ASSETS (Continued)

Amortization expense for the three months ended February 28, 1998 amounted \$3,112 and for the year ended November 30, 1997 amounted to \$11,845.

# NOTE 7 - DEFERRED ADVERTISING

In accordance with APB 28 Interim Financial Reporting the Company expenses its advertising and related costs proportionately over the interim periods based on its total expected costs per its various advertising programs. Consequently a deferral of \$583,787 is accordingly reflected in the balance sheet for the interim period. This deferral is the result of the Company's \$-0- media budget for the year which contemplates lower spending in the 4th quarter than in the other three quarters; as well as the Company's Co-op advertising commitments which also anticipates a lower expenditure in the 4th quarter.

The table below sets forth the calculation:

1998 1997 (In Millions) (In Millions)

Media advertising budget for the fiscal year \$5.00 \$5.20

Pro-rata portion for three months
Media advertising spent
Accrual (deferral)

\$1.25 \$1.30

1.48

\$4.30 (\$ .36) (\$ .18)

Anticipated Co-op advertising commitments \$3.00 \$3.00

Pro-rata portion for three months
Co-op advertising spent
Accrual (deferral)

\$ .75 \$ .75

.87

.87

(\$ .22) (\$ .12)

#### NOTE 8 - ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The following items which exceeded 5% of total current liabilities are included in accounts payable and accrued liabilities as of:

	February 28, 1998	November 30 1997	),
a) Media advertising	\$1,9	900 \$ 40	1
b) Coop advertising	53	37 375	
c) Accrued returns	92	6 712	
d) Bonuses	*	286	
e) Royalty payable	*	269	
	\$3,363	\$2,043	

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# CCA INDUSTRIES, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

# NOTE 8 - ACCOUNTS PAYABLE AND ACCRUED LIABILITIES (Continued)

All other liabilities were for trade payables or individually did not exceed 5% of total current liabilities.

\* under 5%

# NOTE 9 - OTHER INCOME

Other income consists of the following at February 28:

	1998	1997
Interest income Dividend income Miscellaneous	\$ 89,7 3 ( 3,81 \$86,254	43 4,217

# NOTE 10 - SHORT-TERM INVESTMENTS AND MARKETABLE SECURITIES

Short-term investments and marketable securities, which consist of stock and various corporate and government obligations, are stated at market value. The Company has classified its investments as Available-for-Sale securities and considers as current assets those investments which will mature or are likely to be sold in the next fiscal year. The remaining investments are considered non-current assets. The cost and market values of the invest ments at February 28, 1998 and November 30, 1997 were as follows:

February 28, November 30, 1998 1997

Current: COST MARKET COST MARKET

Corporate obligations \$ 99,006 \$ 99,500\$ 99,006 \$ 99,448 Government obligations (including mortgage

backed securities) 1,549,288 1,550,865 1,827,503 1,827,065

Total 1,648,294 1,650,365 1,926,509 1,926,513

Non-Current:

Corporate obligations 1,167,345 1,170,360 741,893 744,921

Government obli-

gations 1,001,609 999,966 1,135,023 1,129,254 Total 2,168,954 2,170,326 1,876,916 1,874,175

Total \$3,817,248 \$3,820,691\$3,803,425\$3,800,688

#### CCA INDUSTRIES, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

<TABLE>

#### NOTE 10 - SHORT-TERM INVESTMENTS AND MARKETABLE SECURITIES (CONTINUED)

The market value at February 28, 1998 was \$3,820,691 as compared to \$3,800,688 at November 30, 1997. The cost and market values of the investments at February 28, 1998 were as follows:

<CAPTURE>

COL. A COL. B COL. C COL.D COL.E

Amount at Which Each Portfolio

Number of Market Of Equity Security Units-Principal Value of Issues and Each

Amount of Each Issue Other Security

Name of Issuer and MaturityInterest Bonds and Cost of at Balance Issue Carried in Title of Each Issue Date Rate Notes Each Issue Sheet Date Balance Sheet

# CORPORATE OBLIGATIONS:

<S> <C> <C> <C> <C> <C> GTE Southwest Deb 12/01/99 5.820% \$100,000 \$ 99,851 \$99,796 \$ 99,796 AT&T 6/01/98 4.750% 100,000 99,006 99,500 99,500 Florida Power & Light 7/01/99 5.500% 300,000 295,776 298,492 298,492 Virginia Electric & Power 4/01/00 6.481% 246,117 249,588 249,588 250,000 **GMAC Smartnotes** 10/15/99 5.950% 200,000 200,000 199,428 199,428 Florida Power & Light 4/01/00 5.375% 200,000 199,850 197,900 197,900 T.V.A. - Callable 8/01/99 6.250% 125,000 125,751 125,156 125,156

1,266,351 1,269,860 1,269,860

</TABLE>

-11-CCA INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

<TABLE>

NOTE 10 - SHORT-TERM INVESTMENTS AND MARKETABLE SECURITIES (CONTINUED)

<CAPTURE>

COL. A COL. B COL. C COL.D COL.E

Amount at Which Each Portfolio

Number of Units-Principal Value of Issues and Each Amount of Each Issue Other Security

Name of Issuer and MaturityInterest Bonds and Cost of at Balance Issue Carried in Title of Each Issue Date Rate Notes Each Issue Sheet Date Balance Sheet

GOVERNMENT OBLIGATIONS:

Tennessee Valley Authority	y 3/04/98 5.125%	\$100,0	000 \$10	0,000 \$100	\$100,000
US Treasury Note	10/31/98 4.750	100,000	99,684	99,500	99,500
US Treasury Note	10/31/98 4.750	200,000	199,992	199,000	199,000
US Treasury Note	10/15/98 7.125	250,000	250,000	252,580	252,580
US Treasury Note	4/30/98 5.125	190,000	189,883	189,883	189,883
US Treasury Note	4/30/98 5.125	10,000	9,992	9,992	9,992
US Treasury Note	7/31/98 5.250	250,000	249,834	249,923	249,923
US Treasury Note	2/28/99 5.875	250,000	249,953	250,860	250,860
US Treasury Note	11/15/99 5.875	250,000	249,141	251,173	251,173

US Treasury Zero Coupon 8/15/99 5.920 148,000 136,038 136,604 136,604 US Treasury Zero Coupon 5/15/98 5.410 215,000 210,954 212,713 212,713

</TABLE>

-12-CCA INDUSTRIES, INC. AND SUBSIDIARIES

MARKETABLE SECURITIES - OTHER INVESTMENTS

<TABLE>

NOTE 10 - SHORT-TERM INVESTMENTS AND MARKETABLE SECURITIES (CONTINUED)

<CAPTURE>

COL. A COL. B COL. C COL.D COL.E

Amount at Which Each Portfolio

Number of Market Of Equity Security
Units-Principal Value of Issues and Each
Amount of Each Issue Other Security

Name of Issuer and MaturityInterest Bonds and Cost of at Balance Issue Carried in Title of Each Issue Date Rate Notes Each Issue Sheet Date Balance Sheet

# GOVERNMENT OBLIGATIONS: (Continued)

<s> <c></c></s>	<c> <c></c></c>	<c> <c> &lt;(</c></c>	>
Federal Nat. Mtg. Not	ote 7/30/99 5.860%	100,000 \$ 99,883\$	100,156 \$ 100,156
FHLMC 1628-N	12/15/2023 6.500	50,000 48,024	47,127 47,127
EE Bonds	- 7.180 90,000	0 99,756 99,756	99,756
FNMA 93-G-26-B	8/25/2022 7.000	10,000 6,134	6,144 6,144
FNMA 93-224-D	11/25/2023 6.500	104,000 101,873	97,137 97,137
FNMA 92-2-N	1/25/2024 6.500	52,000 47,424 4	46,775 46,775
FHLMC 1702-U	3/24/2024 7.000	4,000 2,382	2,382 2,382
FNMA	11/10/98 5.050 200	0,000 199,950 199.	126 199,126

2,550,897 2,550,831 2,550,831

\$3,817,248 \$3,820,691 \$3,820,691

</TABLE>

-13-CCA INDUSTRIES, INC.

# MANAGEMENT DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

(UNAUDITED)

For the three month period ended February 28, 1998, the Company had net sales of \$9,352,431 and net income of \$375,955 after a provision for income taxes of \$232,548, as compared to net sales of \$8,617,289 and net income of \$310,001 after provision for income taxes of \$206,296 for the three month period ended February 28, 1998.

All of the Company's sales were primarily to mass merchandisers throughout the United States.

The cost of sales percentage for the quarter increased from 36% in 1997 to 38% in 1998 primarily due to the increase of product promotions for the period; as well as certain product mix fluctuations. Advertising, cooperative and promotional allowance expenditures during the quarter decreased as a percentage of sales from 25% in 1997 to 23% in 1998 due to the increase in the sales volume. As part of the registrant's business it is necessary to enter into co-operative advertising agreements and other promotional activities with its accounts, especially upon the introduction of a new product.

Both co-op advertising and promotions have a material effect on the Company's operations. If the advertising and promotions are successful, revenues will be increased accordingly. Should the co-op and promotions not be successful, it will have a negative impact on the Company's promotional cost per sale, and have a negative effect on income. The Company attempts to anticipate its advertising and promotional commitments as a percent of gross sales in order to attempt to control its effect on its net income.

Income before taxes for the quarter increased to \$608,503 from \$516,297. This was primarily a result of the higher sales as compared to the prior year. Selling, general and administrative expenses ("SG&A") increased due to personnel costs as well as other normal inflationary costs. This increase in SG&A costs, however, was offset by the increase in sales and therefore the percentage to sales decreased from 32% in 1997 to 31% in 1998.

The Company's financial position as at February 28, 1998 consists of current assets of \$18,576,825 and current liabilities of \$7,501,821. Shareholders' equity increased for the three month period from \$13,727,991 on November 30, 1997 to \$14,110,130 as of February 28, 1998 primarily due to the income of \$375,955 for the period.

The Company's operations resulted in the use of approximately \$964,000 of cash. The Company also used approximately \$105,000 to buy fixed assets and \$12,000 to purchase "Available for Sale Securities". Due to its accessibility to funds, the Company believes that its current financial condition is sufficient to support its proposed operations for the near future.

-14-CCA INDUSTRIES, INC.

PART II OTHER INFORMATION

All information pertaining to Part II is omitted pursuant to the instructions pertaining to that part.

The Company did not file any reports on Form 8-K during the three months ended February 28, 1998.

PART II, ITEM 6. (Continued)

EXHIBIT 11

# CCA INDUSTRIES, INC. AND SUBSIDIARIES COMPUTATION OF EARNINGS PER SHARE

(UNAUDITED)

Three Months
Ended
February 28,
1998
Three Months
Ended
February 28,
1997

Item 6.

Basic:

Average shares outstanding \$7,238,993 \$7,208,551

Net effect of dilutive stock options--based on the treasury stock method using average market

price 752,780 864,342

TOTALS \$7,991,772 \$8,072,893

Net income \$ 375,955 \$ 310,001

Per share amount \$.05 \$.04

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# 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.

By:

David Edell, President

By:

Ira W. Berman, Secretary

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