UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

[X] Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For The Quarterly Period Ended March 31, 1998

Commission File Nos. 0-9115 and 0-24494

MATTHEWS INTERNATIONAL CORPORATION
(Exact Name of registrant as specified in its charter)

PENNSYLVANIA	25-0644320
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

TWO NORTHSHORE CENTER, PITTSBURGH, PA	15212-5851
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (412) 442-8200

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 [ ]

The number of shares outstanding (pre-split) of each of the issuer's classes of common stock, as of the latest practicable date:

Class of Common Stock	Outstanding at April 30, 1998
Class A - $1.00 par value	6,650,492 shares
Class B - $1.00 par value	1,498,871 shares

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET (UNAUDITED)

<TABLE>
<CAPTION>

<S>	<C>	<C> March 31, 1998	<C>	<C> September 30, 1997
ASSETS				
Current assets:				
Cash and cash equivalents		$ 18,128,291		$ 19,958,712
Short-term investments		5,642,239		3,090,507
Accounts receivable		30,761,602		30,054,396
Inventories:				
Materials and finished goods	$10,380,581		$10,482,503	

Labor and overhead in process	855,084	803,815
Supplies	374,765	479,887
	----------	----------
	11,610,430	11,766,205
Other current assets	1,789,235	2,219,631
	----------	----------
Total current assets	67,931,797	67,089,451
Investments	23,252,217	30,771,594
Property, plant and equipment: Cost	74,347,647	72,231,128
Less accumulated depreciation	(31,517,505)	(29,747,385)
	----------	----------
	42,830,142	42,483,743
Deferred income taxes and other assets	12,600,856	12,316,481
Goodwill	19,261,282	16,543,121
	-----------	-----------
Total assets	$165,876,294	$169,204,390
	===========	===========
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Long-term debt, current maturities	780,257	850,533
Accounts payable	5,963,690	5,854,582
Accrued compensation	10,139,869	11,244,999
Accrued income taxes	3,790,214	2,999,511
Customer prepayments	8,082,774	8,892,467
Other current liabilities	7,199,094	6,204,991
	----------	----------
Total current liabilities	35,955,898	36,047,083
Long-term debt	1,842,668	2,151,413
Estimated finishing costs	3,537,748	3,309,098
Postretirement benefits	20,476,484	20,676,282
Other liabilities	3,590,300	2,854,439
Shareholders' equity:		
Common stock: Class A, par value $1.00	13,981,200	13,769,718
Class B, par value $1.00	4,185,796	4,397,278
Other shareholders' equity	82,306,200	85,999,079
	----------	----------
	100,473,196	104,166,075
	-----------	-----------
Total liabilities and shareholders' equity	$165,876,294	$169,204,390
	===========	===========

/TABLE

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

<TABLE>
<CAPTION>

	Three Months Ended March 31,		Six Months Ended March 31,	
	1998	1997	1998	1997
<S>	<C>	<C>	<C>	<C>
Sales	$ 51,563,344	$ 45,427,408	$101,003,798	$ 88,010,203
Cost of sales	28,528,462	25,190,209	56,737,480	48,909,586
	----------	----------	-----------	----------
Gross Profit	23,034,882	20,237,199	44,266,318	39,100,617
Selling and administrative expenses	14,148,285	12,351,992	27,763,402	24,601,652
	----------	----------	-----------	----------
Operating profit	8,886,597	7,885,207	16,502,916	14,498,965
Investment income	626,389	626,940	1,294,719	1,231,359
Interest expense	(91,081)	(14,334)	(177,902)	(26,364)

Other income (deductions), net	(7,657)	(185,397)	103,974	(281,201)
Minority interest	(207,303)	(81,369)	(478,675)	(81,369)
Income before income taxes	9,206,945	8,231,047	17,245,032	15,341,390
Income taxes	3,603,124	3,218,054	6,742,947	6,023,989
Net income	$ 5,603,821	$ 5,012,993	$ 10,502,085	$ 9,317,401
Basic earnings per share	$ .34	$ .29	$ .64	$ .54
Diluted earnings per share	$ .33	$ .28	$ .62	$ .52
Dividends per share	$.0425	$ .04	$ .085	$ .08

</TABLE>

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

<TABLE>
<CAPTION>

<S>	Six Months Ended March 31, 1998 <C>	1997 <C>
Cash flows from operating activities:		
Net income	$10,502,085	$ 9,317,401
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	3,763,153	2,700,291
Deferred taxes	(791,263)	208,135
Net (increase) decrease in working capital items	251,409	(4,483,005)
Decrease in other noncurrent assets	464,358	1,470,614
Increase in estimated finishing costs	228,650	93,466
Increase in other liabilities	433,400	450,339
Decrease in postretirement benefits	(199,798)	(328,085)
(Gain) loss on sales of property, plant and equipment	(78,900)	82,281
Net (gain) loss on investments	25,277	(35,959)
Effect of exchange rate changes on operations	152,102	(283,598)
Net cash provided by operating activities	14,750,473	9,191,880
Cash flows from investing activities:		
Acquisitions of property, plant and equipment	(3,026,901)	(3,364,619)
Proceeds from disposals of property, plant and equipment	331,164	14,920
Acquisitions, net of cash acquired	(4,300,026)	(3,892,198)
Investments	(893,611)	(952,961)
Proceeds from disposition of investments	6,041,275	7,206,173
Collections on loans to officers and employees	253,007	280,777
Net cash used in investing activities	(1,595,092)	(707,908)
Cash flows from financing activities:		
Payments on long-term debt	(800,951)	(2,052,365)
Proceeds from the sale of treasury stock	2,130,410	776,625
Purchases of treasury stock	(14,436,759)	(7,736,276)
Dividends paid	(1,465,301)	(1,382,596)
Net cash used in financing activities	(14,572,601)	(10,394,612)

Effect of exchange rate changes on cash	(413,201)	(234,264)
Net decrease in cash and cash equivalents	$(1,830,421)	$(2,144,904)
Supplemental Cash Flow Information:		
Cash paid during the period for:		
Interest	$ 177,902	$ 26,364
Income Taxes	6,677,969	4,894,978

</TABLE>

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 1998

Note 1. Nature of Operations

Matthews International Corporation, founded in 1850 and incorporated in Pennsylvania in 1902, is a designer, manufacturer and marketer principally of custom-made products which are used to identify people, places, products and events. The Company's products and operations are comprised of three business segments: Bronze, Graphic Systems and Marking Products. The Bronze segment is a leading manufacturer of cast bronze memorial products, crematories and cremation-related products. The Graphic Systems segment manufactures and provides printing plates, pre-press services and imaging systems for the corrugated and flexible packaging industries. The Marking Products segment designs, manufactures and distributes a wide range of equipment and consumables used by customers to mark or identify various consumer and industrial products and containers. The Company has sales and manufacturing facilities in the United States, Australia, Canada, Sweden and the United Kingdom.

Note 2. Basis of Presentation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information for commercial and industrial companies and the instructions to Form 10-Q and Rule 10-01 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 fair presentation have been included. Operating results for the three-month and six-month periods ended March 31, 1998 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 1998. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the year ended September 30, 1997.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 3. Income Taxes

The income tax provision for the period is based on the effective tax rate expected to be applicable for the full year. The difference between the estimated effective tax rate of 39.1% and the Federal statutory rate of 35% primarily reflects the impact of state and foreign income taxes.

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS, continued
MARCH 31, 1998

Note 4. Earnings Per Share
<TABLE>

<CAPTION>

<S>	Three Months Ended March 31, 1998 <C>	Three Months Ended March 31, 1997 <C>	Six Months Ended March 31, 1998 <C>	Six Months Ended March 31, 1997 <C>
Numerator:				
Net income	$ 5,603,821	$ 5,012,993	$10,502,085	$ 9,317,401
Denominator:				
Weighted average common shares outstanding	16,431,434	17,326,653	16,533,645	17,404,903
Dilutive securities, primarily stock options	403,820	413,064	453,706	413,064
Diluted weighted average common shares outstanding	16,835,254	17,739,717	16,987,351	17,817,967
Basic earnings per share	$ .34	$ .29	$ .64	$ .54
Diluted earnings per share	$ .33	.28	$ .62	$ .52

</TABLE>

Note 5. Stock Split

On May 5, 1998, the Board of Directors declared a two-for-one stock split on the Company's Class A and Class B common stock in the form of a 100% stock distribution. The stock distribution is payable June 2, 1998 to shareholders of record on May 15, 1998. Shareholders' equity has been adjusted for all periods presented to give retroactive recognition to the stock split by reclassifying from additional paid-in capital and retained earnings to common stock the par value of the additional shares arising from the split. All per share amounts and numbers of shares have been adjusted in this report to reflect the stock split.

Note 6. Supplemental Cash Flow Information

Non-cash transactions for the period included contributions of property, plant and equipment valued at $715,000 and assumed liabilities, principally long-term debt and capital lease obligations, of $413,000 in the formation of Mavrick Cutting Dies, Inc., a 60%-owned subsidiary, on October 1, 1997.

Note 7. Acquisitions

On October 1, 1997, the Company acquired for $480,000 cash the assets of Western Plasti-Type Co. ("Western"). On November 4, 1997, the Company acquired the common stock of Allied Reprographics, Inc. ("Allied") for $700,000 cash. Both Western and Allied are printing plate manufacturers located in Denver, Colorado. On November 3, 1997, the Company acquired for $1,400,000 cash the assets of Palomar Packaging, Inc. ("Palomar"), a manufacturer of printing plates and steel-rule cutting dies, located near San Diego, California. An additional amount up to $880,000 may be payable for Palomar during the five-year period from the acquisition date contingent on the attainment of certain operating performance levels. On February 20, 1998, the Company acquired for $1,600,000 cash certain assets of S&N Graphics, Inc., a St. Louis, Missouri manufacturer of printing plates and other marking devices.

The Company has accounted for these acquisitions using the purchase method and, accordingly, recorded the acquired assets and liabilities at their estimated fair values at the acquisition dates. The excess of the purchase price over the fair value of the net assets has been recorded as goodwill to be amortized on a straight-line basis over 25 years.

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

Cautionary Statement:

The following discussion should be read in conjunction with the consolidated financial statements and footnotes thereto included in this Quarterly Report on Form 10-Q and the Company's Annual Report on Form 10-K for the year ended September 30, 1997. Any forward-looking statements contained herein are included pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve known and unknown risks and uncertainties that may cause the Company's actual results in future periods to be materially different from management's expectations. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove correct. Factors that could cause the Company's results to differ materially from the results discussed in such forward-looking statements principally include economic, competitive and technological factors beyond the Company's control.

Results of Operations

The following table sets forth certain income statement data of the Company expressed as a percentage of net sales for the periods indicated.

	Six months ended March 31,		Years ended September 30,		
	1998	1997	1997	1996	1995
Sales	100.0%	100.0%	100.0%	100.0%	100.0%
Gross profit	43.8	44.4	44.1	44.6	44.8
Operating profit	16.3	16.5	16.3	15.6	14.7
Income before income taxes	17.1	17.4	17.1	19.5	15.0
Net income	10.4	10.6	10.4	11.8	9.3

Sales for the six months ended March 31, 1998 were $101.0 million and were $13.0 million, or 14.8%, higher than sales of $88.0 million for the first six months of fiscal 1997. The sales increase for the first half of fiscal 1998 resulted from higher sales in the Company's Graphic Systems and Bronze segments. Sales for the Graphic Systems segment were up over 50% from the first six months of fiscal 1997 as a result of acquisitions completed during the past fifteen months. In fiscal 1997, the Company purchased a 50% interest in Tukaiz Communications L.L.C. (January 1997) and acquired 100% of the common stock of Carolina Repro-Graphic (May 1997). Fiscal 1998 acquisitions as of March 31, 1998 included Western Plasti-Type Co. (October 1997), Allied Reprographics, Inc. (November 1997), Palomar Packaging, Inc. (November 1997), and S&N Graphics, Inc. (February 1998). See "Acquisitions" for further discussion. Bronze segment sales for the first six months of fiscal 1998 increased approximately 8% from the same period a year ago as a result of higher unit volume. The higher level of sales for the current period reflected an increase in sales of bronze products, cremation equipment and granite products. Marking Products segment sales for the six months ended March 31, 1998 decreased 15% from the same period a year ago. The decline, which was expected, resulted from the sale of the segment's distribution operations in Australia (August 1997) and France (February 1998), both of which had historically produced marginal results for the Company.

Results of Operations, continued:

Gross profit for the six months ended March 31, 1998 was $44.3 million, or 43.8% of sales, compared to $39.1 million, or 44.4% of sales, for the first six months of fiscal 1997. The increase in gross profit of $5.2 million, or 13.2%, resulted from higher sales in the Graphic Systems and Bronze segments. Marking Products gross profit for the six months ended March 31, 1998 declined from the prior period primarily as a result of the sale of the segment's distribution operations in Australia and France. Consolidated gross profit as a percent of sales for the first six months of fiscal 1998 was slightly lower than the same period a year ago principally due to a change in product mix.

Selling and administrative expenses for the six months ended March 31, 1998 were $27.8 million, representing an increase of $3.2 million, or 12.9%, over $24.6 million for the first six months of fiscal 1997. The increase in selling and administrative expenses from the prior period principally resulted from the acquisitions by the Graphic Systems segment during the past fifteen months. Partially offsetting this increase was a reduction in Marking Products selling and administrative costs with the sale of the segment's distribution operations in Australia and France. Selling and administrative expenses were 27.5% of sales for the first six months of fiscal 1998 compared to 27.9% for the same period a year ago.

Operating profit for the six months ended March 31, 1998 was $16.5 million and was $2.0 million, or 13.8%, higher than the first six months of fiscal 1997. The increase in the Company's operating profit for the current period reflected increases in all three of the Company's business segments. Operating profit for the Graphic Systems segment increased significantly over the prior period as a result of the Company's acquisitions. Bronze segment operating profit for the six months ended March 31, 1998 also increased over the same period a year ago reflecting higher sales volume. Operating profit for the Marking Products segment improved slightly for the quarter despite the sale of the segment's distribution operations in Australia and France. The improvement resulted from higher sales combined with lower selling and administrative costs in the segment's North American operations.

Investment income for the six months ended March 31, 1998 was $1.3 million, compared to $1.2 million for the first six months of fiscal 1997. The increase reflected a higher rate of return on investments during the current period.

Interest expense for the six months ended March 31, 1998 was $178,000, compared to $26,000 for the same period a year ago. Interest expense principally related to the Company's capital lease obligations. Other income (deductions), net for the first six months of fiscal 1998 represented a net increase to pre-tax income of $104,000 compared to a net reduction of $281,000 for the first half of fiscal 1997. The current period primarily reflected gains on the sale of various fixed assets.

Minority interest for the six months ended March 31, 1998 related to the Company's 50%-owned affiliate, Tukaiz Communications L.L.C., which was acquired in January 1997.
Results of Operations, continued:

The Company's effective tax rate for the six months ended March 31, 1998 was 39.1%, compared to 39.2% for the year ended September 30, 1997. The difference between the Company's effective tax rate and the Federal statutory rate of 35% primarily reflects the impact of state and foreign income taxes.

Liquidity and Capital Resources

Net cash provided by operating activities was $14.8 million for the six months ended March 31, 1998, compared to $9.2 million for the first six months of fiscal 1997. Operating cash flow for both periods primarily reflected net income for the respective quarters adjusted for depreciation and amortization and the payment of year-end compensation and profit distribution accruals.

Cash used in investing activities was approximately $1.6 million for the six months ended March 31, 1998 compared to $708,000 for the same period a year ago. Investing activities for the current period included the acquisitions of Western Plasti-Type Co. ($480,000), Allied Reprographics, Inc. ($700,000), Palomar Packaging, Inc. ($1.4 million) and S&N Graphics, Inc. ($1.6 million). See "Acquisitions" for further discussion. In addition, investing activities for the six months ended March 31, 1998 included capital expenditures of $3.0 million and proceeds from the net disposition of investments of $5.1 million. Investing activities for the first six months of fiscal 1997 primarily included capital expenditures of $3.4 million, the purchase of a 50% interest in Tukaiz Communications L.L.C. and the net disposition of investments during the period of $6.3 million. Capital spending for property, plant and equipment has averaged approximately $5.8 million for the last three fiscal years. The capital budget of the Company for fiscal 1998 is $10.9 million. The Company expects to generate sufficient cash from operations to fund all anticipated capital spending projects.

Cash used in financing activities for the six months ended March 31, 1998 was $14.6 million consisting of net treasury stock purchases of $12.3 million, dividends of $1.5 million and repayments under the Company's capital lease agreements of $801,000. Cash used in financing activities for the six months ended March 31, 1997 was $10.4 million consisting of net treasury stock purchases ($7.0 million), dividends ($1.4 million) and capital lease repayments ($2.0 million). The Company currently has available lines of credit of approximately $13 million. There were no outstanding borrowings on any of the Company's lines of credit at March 31, 1998.

On April 29, 1998, Matthews announced that the Board of Directors approved a continuation of the Company's stock repurchase program. Previously, the Board had approved repurchasing a total of one million shares (pre-split). This program has been substantially completed. The current authorization allows Matthews to purchase up to an additional 500,000 shares (pre-split) of the Company's Class A and Class B common stock. The buy-back program is designed to increase shareholder value, enlarge the Company's holdings of its Class A and Class B common stock, and add to earnings per share. Repurchased shares may be retained in treasury, utilized for acquisitions or reissued to employees or other purchasers.

Liquidity and Capital Resources, continued:

At March 31, 1998 and September 30, 1997 and 1996, the Company's current ratio was 1.9, 1.9 and 2.2, respectively. The Company had cash and cash equivalents at March 31, 1998 and September 30, 1997 of $18.1 million and $20.0 million, respectively. Net working capital at March 31, 1998 was $32.0 million. The Company believes that its current liquidity sources, combined with its operating cash flow and additional borrowing capacity, will be sufficient to meet its capital needs for the next 12 months.

Stock Split

On May 5, 1998, the Board of Directors declared a two-for-one stock split on the Company's Class A and Class B common stock in the form of a 100% stock distribution. The stock distribution is payable June 2, 1998 to shareholders of record on May 15, 1998. Shareholders' equity has been adjusted for all periods presented to give retroactive recognition to the stock split by reclassifying from additional paid-in capital and retained earnings to common stock the par value of the additional shares arising from the split. All per share amounts and numbers of shares have been adjusted in this report to reflect the stock split.

Acquisitions

On October 1, 1997, the Company acquired for $480,000 cash the assets of Western Plasti-Type Co. ("Western"). On November 4, 1997, the Company acquired the common stock of Allied Reprographics, Inc. ("Allied") for $700,000 cash. Both Western and Allied are printing plate manufacturers located in Denver, Colorado. On November 3, 1997, the Company acquired for $1.4 million cash the assets of Palomar Packaging, Inc. ("Palomar"), a manufacturer of printing plates and steel-rule cutting dies, located near San Diego, California. An additional amount up to $880,000 may be payable for Palomar during the five-year period from the acquisition date contingent on the attainment of certain operating performance levels. On February 20, 1998, the Company acquired for $1,600,000 cash certain assets of S&N Graphics, Inc., a St. Louis, Missouri manufacturer of printing plates and other marking devices.

The acquisitions of Western and Allied are designed to provide Matthews with a presence in the Colorado and surrounding markets which were not previously served by the Company. The acquisition of Palomar is designed to increase Matthews' presence in the growing marketplace for packaged products in southern California and northern Mexico. The acquisition of S&N Graphics, Inc. is designed to increase Matthews' share of the St. Louis marketplace for prepress and printing plates in the flexible and corrugated packaging industries. The Company has accounted for these acquisitions using the purchase method and, accordingly, recorded the acquired assets and liabilities at their estimated fair values at the acquisition dates. The excess of the purchase price over the fair value of the net assets has been recorded as goodwill to be amortized on a straight-line basis over 25 years.

PART II - OTHER INFORMATION

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

The Annual Meeting of the Shareholders of Matthews International Corporation was held on February 21, 1998. Total shares (pre-split) eligible for vote at such meeting were:

Class A Common Stock (one vote per share)	6,455,811 shares
Class B Common Stock (ten votes per share)	1,806,502 shares

The matters voted upon at such meeting were as follows:

1. Election of Directors:
   The following individuals were nominated for election to the Board of Directors for terms expiring at the Annual Meeting of Shareholders in the year as set forth below. The nominations were made by the Board of Directors and no other nominations were made by any shareholder. The nominees had currently been members of the Board of Directors at the date of the Annual Meeting.

Nominee	Term Expiration	Votes For	Votes Withhold Authority
D.J. DeCarlo	2001	18,074,988	543,625
R.J. Kavanaugh	2001	18,072,926	545,687
J.P. O'Leary, Jr.	2001	18,510,020	108,593

   The terms of the following additional directors continued after the meeting: D.M. Kelly, G.D. Barefoot, T.N. Kennedy, J.L. Parker and W.J. Stallkamp. Mr. W.A. Coates, who served on the Board since 1992, retired from the Board effective February 21, 1998.

2. Selection of Auditors:
   The shareholders voted to ratify the appointment by the Board of Directors of Coopers & Lybrand as independent certified public accountants to audit the records of the Company for the year ending September 30, 1998.

Votes For:	18,483,232
Votes Against:	65,305
Abstaining:	70,076

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

The following Exhibits to this report are filed herewith:

Exhibit No.	Description
11	Computation of Earnings Per Share
27	Financial Data Schedule (via EDGAR)

(b) Reports on Form 8-K

None

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.

MATTHEWS INTERNATIONAL CORPORATION
(Registrant)

Date 5/15/98 D.M. Kelly
------------- ---
D.M. Kelly, Chairman of the Board,
President and Chief Executive Officer

Date 5/15/98 E.J. Boyle
------------- ---
E. J. Boyle, Vice President, Accounting &
Finance, Treasurer and Secretary

MATTHEWS INTERNATIONAL CORPORATION AND SUBSIDIARIES
EXHIBIT 11 - COMPUTATION OF EARNINGS PER SHARE
FOR THE SIX MONTHS ENDED MARCH 31, 1998 AND 1997

	1998	1997
1. Net income	$10,502,085	$ 9,317,401
2. Weighted average number of common shares outstanding during the period	16,533,645	17,404,903
3. Dilutive securities, primarily shares issuable upon exercise of stock options outstanding during period, based on higher of average or period-end values	453,706	413,064
4. Weighted average number of common shares outstanding during the period, assuming dilution (2 + 3)	16,987,351	17,817,967
5. Basic earnings per share (1 divided by 2)	$ .64	$ .54
6. Diluted earnings per share (1 divided by 4)	$ .62	$ .52

On May 5, 1998, the Board of Directors declared a two-for-one stock split on the Company's Class A and Class B common stock in the form of a 100% stock distribution. The stock distribution is payable June 2, 1998 to shareholders of record on May 15, 1998. All per share amounts and numbers of shares have been adjusted in this report to reflect the stock split.

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE REGISTRANT'S QUARTERLY REPORT ON FORM 10-Q FOR THE SIX-MONTH PERIOD ENDED MARCH 31, 1998 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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