

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 June 30, 1998

OR

/ / TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File No. 0-18492

DIGITAL SOLUTIONS, INC.
(Exact name of registrant as specified in its charter)

New Jersey 22-1899798
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

300 Atrium Drive, Somerset, NJ 08873
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (732) 748-1700

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
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19,298,010 shares of Common Stock, par value \$.001 per share, were outstanding
as of July 24, 1998.

DIGITAL SOLUTIONS, INC. AND SUBSIDIARIES
FORM 10-Q

June 30, 1998

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DIGITAL SOLUTIONS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	JUNE 30, 1998 ----- (unaudited)	SEPTEMBER 30, 1997 -----
ASSETS		
CURRENT ASSETS		
Cash	\$ 1,806,000	\$ 841,000
Restricted Cash	738,000	738,000
Accounts receivable, net of allowance	4,924,000	5,820,000
Other current assets	901,000	402,000
	-----	-----
Total current assets	8,369,000	7,801,000
EQUIPMENT AND IMPROVEMENTS		
Equipment	3,254,000	3,170,000
Leasehold improvements	47,000	47,000
	-----	-----
	3,301,000	3,217,000
Accumulated depreciation and amortization	2,535,000	2,310,000
	-----	-----
	766,000	907,000
DEFERRED TAX ASSET	1,916,000	760,000
GOODWILL, net of amortization	4,158,000	4,344,000
OTHER ASSETS	575,000	351,000
	-----	-----
TOTAL ASSETS	\$15,784,000 =====	\$14,163,000 =====

The accompanying notes to the consolidated financial statements are an integral part of these consolidated balance sheets.

DIGITAL SOLUTIONS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	JUNE 30, 1998 ----- (unaudited)	SEPTEMBER 30, 1997 -----
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Short-term borrowings	\$ --	\$ 2,697,000
Current portion of long-term debt	541,000	113,000
Accounts payable	1,680,000	2,254,000
Accrued expenses and other current liabilities	2,849,000	4,138,000
	-----	-----
Total current liabilities	5,070,000	9,202,000
 LONG-TERM DEBT	 3,096,000	 89,000
	-----	-----
Total Liabilities	8,166,000	9,291,000
 COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY		
Common Stock, \$.001 par value; authorized 40,000,000 shares; issued and outstanding 19,298,010 and 19,141,760 at June 30, 1998 and September 30, 1997, respectively	19,000	19,000
Additional paid-in capital	13,643,000	13,393,000
Accumulated deficit	(6,044,000)	(8,540,000)
	-----	-----
Total shareholders' equity	7,618,000	4,872,000
	-----	-----
 TOTAL LIABILITIES AND EQUITY	 \$ 15,784,000 =====	 \$ 14,163,000 =====

The accompanying notes to the consolidated financial statements are an integral part of these consolidated balance sheets.

DIGITAL SOLUTIONS, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF INCOME
 (Unaudited)

	FOR THE THREE MONTHS ENDED JUNE 30,	
	1998	1997
REVENUES	\$ 35,885,000	\$ 31,185,000
DIRECT EXPENSES	33,182,000	28,908,000
Gross profit	2,703,000	2,277,000
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	2,059,000	2,034,000
DEPRECIATION AND AMORTIZATION	163,000	213,000
Income from operations	481,000	30,000
OTHER INCOME (EXPENSE)		
Interest and other income	14,000	1,000
Interest expense	(173,000)	(88,000)
	(159,000)	(87,000)
Income (loss) before tax	322,000	(57,000)
INCOME TAX BENEFIT	1,470,000	--
NET INCOME (LOSS)	<u>\$ 1,792,000</u>	<u>\$ (57,000)</u>
BASIC EARNINGS (LOSS) PER COMMON SHARE	<u>\$ 0.09</u>	<u>\$ (0.00)</u>
WEIGHTED AVERAGE SHARES OUTSTANDING	<u>19,298,010</u>	<u>19,103,854</u>
DILUTED EARNINGS (LOSS) PER COMMON SHARE	<u>\$ 0.09</u>	<u>\$ (0.00)</u>
DILUTED SHARES OUTSTANDING	<u>19,548,671</u>	<u>19,103,854</u>

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

DIGITAL SOLUTIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	FOR THE NINE MONTHS ENDED JUNE 30,	
	1998	1997
REVENUES	\$ 102,122,000	\$ 92,295,000
DIRECT EXPENSES	94,588,000	85,911,000
Gross profit	7,534,000	6,384,000
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	5,677,000	8,402,000
DEPRECIATION AND AMORTIZATION	502,000	830,000
Income (loss) from operations	1,355,000	(2,848,000)
OTHER INCOME (EXPENSE)		
Interest and other income	37,000	34,000
Interest expense	(366,000)	(284,000)
	(329,000)	(250,000)
Income (loss) before tax	1,026,000	(3,098,000)
INCOME TAX BENEFIT	1,470,000	--
NET INCOME (LOSS)	<u>\$ 2,496,000</u>	<u>\$ (3,098,000)</u>
BASIC EARNINGS (LOSS) PER COMMON SHARE	<u>\$ 0.13</u>	<u>\$ (0.16)</u>
WEIGHTED AVERAGE SHARES OUTSTANDING	<u>19,263,097</u>	<u>19,048,901</u>
DILUTED EARNINGS (LOSS) PER COMMON SHARE	<u>\$ 0.13</u>	<u>\$ (0.16)</u>
DILUTED SHARES OUTSTANDING	<u>19,504,058</u>	<u>19,048,901</u>

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

DIGITAL SOLUTIONS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	FOR THE NINE MONTHS JUNE 30,	
	----- 1998 -----	----- 1997 -----
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$ 2,496,000	\$(3,098,000)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	502,000	830,000
Provision for doubtful accounts	69,000	1,085,000
Deferred taxes	(1,470,000)	--
Other non cash items	--	1,109,000
Changes in operating assets and liabilities:		
Accounts receivable	827,000	403,000
Other current assets	(499,000)	(293,000)
Notes due from officers	--	136,000
Accounts payable, accrued expenses and other current liabilities	(1,865,000)	369,000
	-----	-----
Net cash provided by operating activities	60,000	541,000
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of equipment and improvements	(84,000)	(163,000)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from borrowings on line of credit	3,600,000	410,000
Repayments on long term debt	(42,000)	--
Repayments on revolving line of credit	(2,697,000)	(490,000)
Payments under capital lease obligations	(122,000)	(44,000)
Proceeds from letter of credit termination	--	417,000
Proceeds from issuance of common stock and exercise of common stock options and warrants - net	250,000	208,000
	-----	-----
Net cash provided by financing activities	989,000	501,000
	-----	-----
Net increase in cash	965,000	879,000
CASH AT BEGINNING OF PERIOD	841,000	--
	-----	-----
CASH AT END OF PERIOD	\$ 1,806,000	\$ 879,000
	=====	=====
 SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	\$ 276,000	\$ 265,000
	=====	=====

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

(1) ORGANIZATION AND BUSINESS

Digital Solutions, Inc. (the Company) was incorporated under the laws of the State of New Jersey on November 25, 1969. The Company, with its subsidiaries, provides a broad spectrum of human resource services including Professional Employer Organization (PEO) services, payroll processing, human resource administration and placement of temporary and permanent employees.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The consolidated financial statements included herein have been prepared by the registrant, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the registrant believes that the disclosures are adequate to make the information presented not misleading. These consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company's latest annual report on Form 10-K. This financial information reflects, in the opinion of management, all adjustments necessary to present fairly the results for the interim periods. The results of operations for such interim periods are not necessarily indicative of the results for the full year.

The accompanying consolidated financial statements include those of DSI, a New Jersey Corporation and its wholly-owned subsidiaries; DSI Contract Staffing, DSI Staff ConnXions - Northeast, Inc., DSI Staff ConnXions - Southwest, Inc., and DSI Staff Rx, Inc. The results of operations of acquired companies have been included in the consolidated financial statements from the date of acquisition. All significant intercompany balances and transactions have been eliminated in the consolidated financial statements.

Earnings Per Common Share

In March 1997, the Financial Accounting Standards Board issued Statement on Financial Accounting Standards Number 128, "Earnings Per Share" (FAS No. 128). FAS 128 requires the presentation of basic earnings per share and diluted earnings per share for all periods presented. "Basic earnings per share" represents net income divided by the

weighted average shares outstanding. "Diluted earnings per share" represents net income divided by weighted average shares outstanding adjusted for the incremental dilution of outstanding and vested stock options and warrants.

A reconciliation of weighted average number of common shares outstanding to weighted average common shares outstanding assuming dilution is as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	1998	1997	1998	1997
Weighted average number of common shares	19,298,010	19,103,854	19,263,097	19,048,901
Dilutive share equivalents of outstanding stock options	250,661	--	240,961	--
Weighted average number of common shares assuming dilution	19,548,671	19,103,854	19,504,058	19,048,901

Stock options and warrants outstanding at June 30, 1998 to purchase 686,479 shares of common stock were not included in the computation of earnings per share assuming dilution because the options were antidilutive.

(3) INCOME TAXES

Income taxes for the quarter ended June 30, 1998 reflected a net tax benefit of \$1,470,000 relating to a reduction in the Company's valuation allowance. As of September 30, 1997, the Company had established a deferred tax valuation allowance of \$2,680,000. In view of the continued earnings improvement of the Company over the last four quarters and its current financial position and prospects, management has determined that it is more likely than not that the majority of such valuation allowance will be realized. As of June 30, 1998, the Company's valuation allowance approximated \$680,000.

(4) COMMITMENTS AND CONTINGENCIES

In connection with the Company's former workers' compensation insurance policy which expired on April 1, 1997, the insurance company developed reserve factors on each claim that may or may not materialize after the claim is fully investigated. Generally Accepted Accounting Principles require that all incurred, but not paid claims, as well as an estimate for claims incurred, but not reported (IBNR), be accrued on the balance sheet as a current liability, although a portion of the claims may not be paid in the following 12 months. On April 1, 1997, the Company entered into a workers' compensation policy with a new carrier. During the nine months ended June 30, 1998 and 1997, the Company recognized approximately \$717,000 and \$694,000, respectively, as its share of premiums collected from customers covered by these policies in excess of claims and fees paid.

The Company has outstanding letters of credit amounting to \$1,193,000 as of June 30, 1998. The letters of credit are required to collateralize unpaid claims in connection with the Company's former workers' compensation insurance policy and can only be drawn upon by the beneficiary if the Company does not perform according to the terms of the related agreement. The Company has collateralized these letters of credit by maintaining compensating restricted cash balances of \$738,000 and utilizing \$455,000 of amounts available under its line of credit. The Company's current policy does not require a letter of credit because the Company funds the estimated loss reserves on a monthly basis.

(5) SHAREHOLDERS' EQUITY

During the first nine months of fiscal 1998, \$250,000 was received from an equity investment by the Company directors and executive officers, as well as from a former director, to be used for general corporate purposes.

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

Results of Operations

Certain statements contained herein constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (the "1995 Reform Act"). Digital Solutions, Inc. (the "Company") desires to avail itself of certain "safe harbor" provisions of the 1995 Reform Act and is therefore including this special note to enable the Company to do so. Forward-looking statements included in this report involve known and unknown risks, uncertainties, and other factors which could cause the Company's actual results, performance (financial or operating) or achievements to differ from the future results, performance (financial or operating) achievements expressed or implied by such forward looking statements. Such future results are based upon management's best estimates based upon current conditions and the most recent results of operations. These risks include, but are not limited to, risks associated with the Company's risks of future acquisitions, effects of competition and technological changes and dependence upon key personnel.

The Company's revenues for the three months ended June 30, 1998 and 1997 were \$35,885,000 and \$31,185,000, respectively, which represents an increase of \$4,700,000 or 15.1%. For the nine months ended June 30, 1998 and 1997, the Company's revenues were \$102,122,000 and \$92,295,000, respectively, which represents an increase of \$9,827,000 or 10.6%. This increase is due to the efforts of the internal sales force to continually bring in new business which accounted for all of the increase. Revenues for the first nine months ended June 30, 1997 include approximately \$8,000,000 in revenue from two contracts completed in the third quarter of fiscal 1997. Excluding these contracts, revenues for the first nine months of fiscal 1998 increased 21% over the comparable prior year period.

Direct expenses were \$33,182,000 for the three months ended June 30, 1998 and \$28,908,000 for the comparable period last year, representing an increase of \$4,274,000 or 14.8%. This increase represents the corresponding higher costs associated with higher revenues. As a percentage of revenue, direct expenses for the three months ended June 30, 1998 and 1997 were 92.5% and 92.7%. For the nine months ended June 30, 1998 and 1997, direct costs increased \$8,677,000 or 10.1%, from \$85,911,000 to \$94,588,000, respectively. This increase represents the corresponding higher costs associated with higher revenues. As a percentage of revenue, direct costs for the nine months ended June 30, 1998 and 1997 were 92.6% and 93.1%, respectively.

Gross profits were \$2,703,000 and \$2,277,000 for the quarters ended June 30, 1998 and 1997, respectively, or an increase of \$426,000. Gross profits, as a percentage of revenue, were 7.5% and 7.3% for the quarters ended June 30, 1998 and 1997,

respectively. For the nine months ended June 30, 1998 and 1997, gross profits increased to \$7,534,000 from \$6,384,000, respectively. As a percentage of revenue, gross profits for the nine months ended June 30, 1998 and 1997 were 7.4% and 6.9%, respectively. The increase in gross profits as a percentage of revenue is attributed to an increase in the percentage of the medical staffing business which has a higher margin.

SG&A costs for the quarters ended June 30, 1998 and 1997 were \$2,059,000 and \$2,034,000, respectively, representing an increase of \$25,000 or 1.2%. This increase is attributed to the corresponding increase in revenue. For the nine months ended June 30, 1998 and 1997 SG&A decreased from \$8,402,000 to \$5,677,000, respectively. Included in the nine months ended June 30, 1997 SG&A costs were \$2,024,000 of items including \$1,002,000 to increase the Company's bad debt reserve, \$300,000 to absorb miscellaneous charges, \$124,000 to correct unrecorded 1996 expenses, \$102,000 to establish a vacation pay accrual, \$81,000 to change supplies accounting, \$93,000 to establish a reserve for severance costs, a \$51,000 severance charge and \$271,000 for various other miscellaneous items. The need to substantially increase the Company's bad debt reserve became evident after January, 1997 when previously current clients became seriously delinquent. The Company is currently filing legal claims to recover some of these amounts. Excluding these items, SG&A decreased by \$701,000 which was attributable to the reduction in overhead costs implemented in the fourth fiscal quarter of 1997.

Depreciation and amortization for the quarters ended June 30, 1998 and 1997 decreased to \$163,000 from \$213,000, respectively, or \$50,000. The decrease was attributable to several intangible assets that have become fully amortized in the current fiscal year. For the nine month period ended June 30, 1998 and 1997, depreciation and amortization decreased from \$830,000 to \$502,000, respectively, or \$328,000. The majority of the decrease was attributable to the writing off of the intangible assets of Digital Insurance Services, Inc. in the first quarter of 1997, as a result of management's decision to abandon these assets since it was decided not to remain in the insurance business.

Income taxes for the quarter ended June 30, 1998 reflected a net tax benefit of \$1,470,000 relating to a reduction in the Company's valuation allowance. As of September 30, 1997, the Company had established a deferred tax valuation allowance of \$2,680,000. In view of the continued earnings improvement of the Company over the last four quarters and its current financial position and prospects, management has determined that it is more likely than not that the majority of such valuation allowance will be realized. As of June 30, 1998, the Company's valuation allowance approximated \$680,000.

Net income for the quarter ended June 30, 1998 was \$1,792,000 versus a net loss of \$57,000 for the similar period in 1997. This increase of \$1,849,000 is attributed to the \$1,470,000 in net tax benefits and the overhead reductions implemented in the fourth fiscal quarter of 1997. For the nine months ended June 30, 1998 the Company reported

net income of \$2,496,000 versus a loss of \$3,098,000 in the similar period of 1997 or an increase of \$5,594,000. This increase is attributable to the \$3.1 million in adjustments recorded in fiscal 1997, the net tax benefit of \$1,470,000 recorded in fiscal 1998 and the overhead reductions implemented in the fourth fiscal quarter of 1997.

Liquidity and Capital Resources

The Company's working capital position as of June 30, 1998 was \$3,299,000 versus a working capital deficit of (\$1,401,000) as of September 30, 1997. The improved working capital position is attributable to the continued earnings improvement of the Company and the successful refinancing of the Company's short term borrowings, as discussed below, to a long term credit facility. At June 30, 1998, the Company had cash of \$1,806,000, restricted cash of \$738,000 and accounts receivable of \$4,924,000.

In February 1995, the Company entered into a one year revolving credit line facility (the "Line") with a bank which was subsequently extended and amended on seven occasions. At September 30, 1997 the total amount outstanding on the Line was \$2,697,000. On April 29, 1998, the Company was successful in replacing the former credit facility with a new long term credit facility from FINOVA Capital Corporation totaling \$4.5 million. The credit facility includes a three year term loan for \$2.5 million, with a five year amortization, at prime + 3% (currently 11.5%) and a \$2 million revolving line of credit secured by certain accounts receivable of the Company at prime + 1% (currently 9.5%). Taking various fees into consideration and assuming the Company continuously fully utilizes the revolver, the effective rate of interest on the total borrowings is approximately 16.1%. The Balance Sheet as of June 30, 1998 reflects the categorization of the debt between short-term and long-term due to the new financing. The short-term portion reflects the next twelve months of principal payments due FINOVA starting June 1, 1998. The long-term portion reflects the balance of the debt owed as of June 30, 1998.

Inflation and changing prices have not had a material effect on the Company's net revenues and results of operations in the last three fiscal years, as the Company has been able to modify its prices to respond to inflation and changing prices.

The Company anticipates that its available funds, together with cash generated from operations and amounts that may be borrowed under the credit facility will be sufficient to fund working capital and debt service requirements for the next twelve months.

Year 2000 Issue

The year 2000 issue is the programming of computer systems to recognize the values "00" in a date field as the year 2000 and not the year 1900. The Company began steps in 1997 to reasonably ensure that the software it utilizes will be year 2000 compliant. The Company is utilizing internal staff and external sources to make its information technology/computer systems year 2000 compliant. The Company believes that with modifications to existing software and conversions to new software, the year 2000 issue will not pose significant operational problems. The costs of these modifications are not expected to have a material impact on the Company's financial position.

Statement of Financial Accounting Standards

In June, 1997, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income" ("SFAS 130"), which establishes standards for reporting and displaying comprehensive income and its components. The components of comprehensive income refer to revenues, expenses, gains and losses that are excluded from net income under current accounting standards, including unrecognized foreign currency translation items, minimum pension liability adjustments and unrealized gains and losses on certain investments in debt and equity securities. SFAS 130 requires that all items that are recognized under accounting standards as components of comprehensive income be reported in a financial statement displayed in equal prominence with the other financial statements; the total of other comprehensive income for a period is required to be transferred to a component of equity that is separately displayed in a statement of financial position at the end of an accounting period. SFAS 130 is effective for both interim and annual periods beginning after fiscal December 15, 1997, at which time the Company will adopt the provisions. The Company does not expect SFAS 130 to have a material effect on reported results.

In June 1997, the FASB issued Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS 131"). SFAS 131 establishes standards for the way public enterprises are to report information about operating segments in interim financial statements and requires the reporting of selected information about operating segments in interim financial reports issued to shareholders. It also establishes standards for related disclosures about products and services, geographic areas and major customers. SFAS 131 is effective for periods beginning after fiscal December 15, 1997, at which time the Company will adopt the provisions. The Company does not expect SFAS 131 to have a material effect on reported results.

In April 1998, the AICPA issued Statement of Position 98-5 ("SOP 98-5"), "Reporting on the Cost of Startup Activities". SOP 98-5 provides guidance on the financial reporting of startup costs and organization costs and requires that the cost of startup activities and organization costs be expensed as incurred. SOP 98-5 is effective for fiscal years beginning after December 15, 1998, at which time the Company will adopt the

provisions. The Company does not expect SOP 98-5 to have a material effect on reported results.

PART II

OTHER INFORMATION

Item 1. Legal Proceedings

At June 30, 1998 the Company is involved in various other legal proceedings incurred in the normal course of business. The Company continues to pursue the collection of past due accounts receivable balances. In the opinion of management and its counsel, none of these proceedings would have a material effect, if adversely decided, on the consolidated financial position or results of operations of the Company.

Item 5. Other Information

On April 28, 1998, the Company entered into a loan and security agreement (the "Agreement") with Finova Capital Corporation ("Finova") which provided a facility in the aggregate amount of \$4,500,000. The facility includes a revolving loan in the maximum amount of \$2,000,000 secured by certain eligible receivables as defined in the Agreement, and a three-year term loan in the aggregate amount of \$2,500,000. The term loan bears interest at the rate of prime plus 3% and the revolving loan bears interest at prime plus 1%. The proceeds of the loan were used to repay the existing balance of the Company's previous credit facility maintained with Summit Bank, and for general working capital. The timely retirement of the Summit Bank facility enabled the Company to cancel a warrant to purchase 500,000 shares of Common Stock issued to Summit upon the renewal of the bank loan in October 1997. In addition, the Company was also required to pay additional fees and expenses of Finova in connection with the establishment of the credit facility.

On July 14, 1998, the Company announced that two new directors had been elected, increasing the board membership to seven. The new directors are Mr. Charles R. Dees, Jr. Ph.D., a nationally known university administrator and former official in the U.S. Department of Education and Mr. Martin J. Delaney, a prominent healthcare executive.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits - None

(b) Reports on Form 8-K

none filed during the quarter ended June 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.

DIGITAL SOLUTIONS, INC.
(Registrant)

/s/ Donald W. Kappauf

Donald W. Kappauf
Chief Executive Officer

/s/ Donald T. Kelly

Donald T. Kelly
Chief Financial Officer

Date: July 24, 1998

3-MOS		
	SEP-30-1998	
	APR-01-1998	
	JUN-30-1998	
		1,806,000
		0
		5,542,000
		(618,000)
		0
		8,369,000
		3,301,000
		(2,535,000)
		15,784,000
5,070,000		0
		0
		0
		(19,000)
15,784,000		(7,599,000)
		0
		35,885,000
		0
		33,182,000
		0
		(34,000)
		(173,000)
		322,000
		(1,470,000)
1,792,000		0
		0
		0
		1,792,000
		.09
		.09

Amount reflects EPS - Basic not EPS - Primary