SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 1998

OR

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

COMMISSION FILE NUMBER 1-12997

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

VIRGINIA (State or other jurisdiction of incorporation or organization)	54-1000588 (I.R.S. Employer Identification No.)
1356 BEVERLY ROAD MCLEAN, VIRGINIA (Address of principal executive offices)	22101 (Zip Code)

Registrant's telephone number, including area code: (703) 734-4200

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 [ ]

Class	Outstanding at August 5, 1998
Common Shares, No Par Value	16,829,678

MAXIMUS, INC.

QUARTERLY REPORT ON FORM 10-Q
FOR THE QUARTER ENDED JUNE 30, 1998

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MAXIMUS, INC.
BALANCE SHEETS
(DOLLARS IN THOUSANDS)

<TABLE>
<CAPTION>

<S>	SEPTEMBER 30, 1997 <C>	JUNE 30, 1998 <C> (UNAUDITED)
ASSETS		
Current assets:		
Cash and cash equivalents	$11,000	$19,988
Marketable securities	40,869	13,318
Accounts receivable, net	46,531	66,047
Costs and estimated earnings in excess of billings	5,605	5,717
Prepaid expenses and other current assets	1,435	655
Deferred income taxes	-	660
Total current assets	105,440	106,385
Property and equipment at cost:		
Land	662	662
Building and improvements	1,721	1,721
Office furniture and equipment	4,902	5,711
Leasehold improvements	188	331
	7,473	8,425
Less: Accumulated depreciation and amortization	(3,578)	(4,179)
Total property and equipment, net	3,895	4,246
Deferred income taxes	1,241	62
Other assets	921	1,240
Total assets	$111,497	$111,933
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$3,914	$6,316
Accrued compensation and benefits	10,132	12,145
Billings in excess of costs and estimated earnings	12,277	13,209
Note payable	1,596	-
Income taxes payable	3,932	1,756
Deferred income taxes	2,452	-
S Corporation distribution payable	5,748	-
Total current liabilities	40,051	33,426
Deferred compensation, less current portion	3,534	-
Total liabilities	43,585	33,426
Contingencies (Note 3)		
Shareholders' equity:		
Common stock, no par value; 30,000,000 shares authorized; 15,991,680 and 16,829,678 shares issued and outstanding at September 30, 1997 and June 30, 1998, at stated amount	82,315	82,922
Retained earnings (deficit)	(14,403)	(4,415)
Total shareholders' equity	52,961	78,507
Total liabilities and shareholders' equity	$111,497	$111,933

</TABLE>

See notes to financial statements.

MAXIMUS, INC.
STATEMENTS OF INCOME
(IN THOUSANDS, EXCEPT PER SHARE DATA)
(UNAUDITED)

<TABLE>
<CAPTION>

	THREE MONTHS ENDED JUNE 30,		NINE MONTHS ENDED JUNE 30,	
	1997	1998	1997	1998
<S>	<C>	<C>	<C>	<C>
Revenues	$36,083	$61,238	$124,163	$162,116
Cost of revenues	25,524	46,323	91,763	121,232
Gross profit	10,559	14,915	32,400	40,884
Selling, general and administrative expenses	6,190	7,122	18,013	23,788
Stock option compensation and acquisition expense	5,724	1,849	5,874	2,384
Income (loss) from operations	(1,355)	5,944	8,513	14,712
Interest and other income	61	384	(29)	1,234
Income (loss) before income taxes	(1,294)	6,328	8,484	15,946
Provision for income taxes	907	2,549	1,989	6,378
Net income (loss)	($2,201)	$ 3,779	$6,495	$9,568
Earnings (loss) per share:				
Basic	($ 0.17)	$ 0.22	$ 0.51	$ 0.57
Diluted	($ 0.17)	$ 0.22	$ 0.50	$ 0.56
Shares used in computing earnings per share:				
Basic	13,040	16,829	12,670	16,814
Diluted	13,040	17,220	13,024	17,205

</TABLE>

See notes to financial statements.

MAXIMUS, INC.
STATEMENTS OF CASH FLOWS
(DOLLARS IN THOUSANDS)
(UNAUDITED)

<TABLE>
<CAPTION>

	NINE MONTHS ENDED JUNE 30,	
	1997	1998
<S>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$6,495	$9,568
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	398	432
Stock option compensation expense	5,874	-
Change in assets and liabilities:		
Accounts receivable, net	(8,522)	(17,977)
Costs and estimated earnings in excess of billings	(2,772)	(112)
Prepaid expenses and other current assets	(665)	756
Deferred income taxes	1,146	(2,147)
Other assets	(65)	(332)

Accounts payable	50	2,666
Accrued compensation and benefits	3,265	(1,527)
Billings in excess of costs and estimated earnings	5,826	1,162
Income taxes payable	971	(2,125)
Net cash provided by operating activities	12,001	(9,636)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(688)	(600)
Sale (purchase) of marketable securities	(39,805)	27,551
Net cash (used in) provided by investing activities	(40,493)	26,951
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from initial public offering, net of expenses	53,804	-
S Corporation distributions	(21,712)	(6,368)
Issuance of common stock	-	125
Payment for purchase of redeemable common stock	(238)	(188)
Net (payments) proceeds from borrowings	1,154	(2,363)
Net cash provided by (used in) financing activities	33,008	(8,794)
Cash flow adjustment for change in accounting period for David M. Griffith and Associates, Ltd	-	467
Net increase in cash and cash equivalents	4,516	8,988
Cash and cash equivalents, beginning of period	2,387	11,000
Cash and cash equivalents, end of period	$6,903	$19,988

</TABLE>

See notes to financial statements.

MAXIMUS, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIODS ENDED JUNE 30, 1998 AND 1997
(DOLLARS IN THOUSANDS)

1. ORGANIZATION AND BASIS OF PRESENTATION

The accompanying unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and 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 normally recurring accruals) considered necessary for a fair presentation have been included. The results of operations for the three-month and nine-month periods ended June 30, 1998 are not necessarily indicative of the results that may be expected for the full fiscal year. These financial statements should be read in conjunction with the audited financial statements as of September 30, 1996 and 1997 and for each of the three years in the period ended September 30, 1997 included in the Company's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission.

2. INITIAL PUBLIC OFFERING

The Company completed an initial public offering ("IPO") of Common Stock during June 1997. Of the 6,037,500 shares of Common Stock sold in the IPO, 2,360,000 shares were sold by selling shareholders and 3,677,500 shares were sold by MAXIMUS, Inc. generating $53,804 in proceeds to the Company, net of offering expenses.

The Company made cash payments of S corporation distributions (the "S Corporation Dividend") to shareholders totaling $21,712 and accrued $5,748 during the year ended September 30, 1997. The S Corporation Dividend represented the undistributed earnings of the Company taxed or taxable to the shareholders through the date of the IPO. During the quarter ended December 31, 1997, the Company paid the remaining $5,748 of the S Corporation Dividend.

See also notes 5 and 6.

3. CONTINGENCIES

On February 3, 1997, the Company was named as a third party defendant by Network Six, Inc. ("Network Six") in a legal action brought by the State of

Hawaii against Network Six. Network Six alleges that the Company is liable to Network Six on various grounds. The Company believes Network Six's claims are without merit and intends to vigorously defend this action. The Company believes this action will not have a material adverse effect on its financial condition or results of operations and has not accrued for any loss related to this claim.

On November 28, 1997, an individual who was a former officer, director and shareholder of the Company, filed a complaint in the United States District Court for the District of Massachusetts, alleging that at the time he resigned from the Company in 1996, thereby triggering the repurchase of his shares, the Company and certain of its officers and directors had failed to disclose material information to him relating to the potential value of the shares. He further alleges that the Company and its officers and directors violated Sections 10(b) and 20(a) of the Securities and Exchange Act of 1934 and breached various fiduciary duties owed to him and claims damages in excess of $10 million. The Company does not believe that this action will have a material adverse effect on the Company's business, and it intends to vigorously defend this action. However, given the early stage of this litigation, no assurance may be given that the Company will be successful in its defense.

The Company also is involved in various other legal proceedings in the ordinary course of business. In the opinion of management, these proceedings involve amounts that would not have a material effect on the financial position or results of operations of the Company if such proceedings were disposed of unfavorably.

4. REVENUES FROM SIGNIFICANT CONTRACT

Revenues for the three month periods ended June 30, 1998 and 1997 include $0 and $19, and for the nine month periods ended June 30, 1998 and 1997 include $0 and $31,612, respectively, from a significant contract with the U.S. Government Social Security Administration that was terminated in February 1997 pursuant to legislative action.

5. INCOME TAX PROVISION

Prior to the IPO, the Company and its shareholders elected to be treated as an S corporation under the Internal Revenue Code. Under the provisions of the tax code, the Company's shareholders included their pro rata share of the Company's income in their personal tax returns. Accordingly, the Company was not subject to federal and most state income taxes. Upon completion of the IPO, the Company's S corporation status terminated for federal and state taxation purposes, and the Company recorded, in the three-month period ended June 30, 1997, a deferred tax charge of $2,566 for the cumulative differences between the financial reporting and income tax basis of certain assets and liabilities at June 12, 1997. The Company also recorded a deferred tax benefit of $2,055 related to stock option compensation expense for options given to employees.

6. BUSINESS COMBINATIONS

On March 16, 1998, the Company issued 840,000 shares of its common stock in exchange for all of the common stock of Spectrum Consulting Group, Inc. and an affiliated company ("Spectrum"), both of San Antonio, Texas. This merger was accounted for as an immaterial pooling of interests and accordingly, the Company's financial statements, including earnings per share, were not restated for periods prior to January 1, 1998.

Spectrum contributed revenues and operating income of $4,076 and $373 for the three months ended June 30, 1998, and $7,173 and $897 for the nine months ended June 30, 1998, respectively to the results of operations of the Company. Also, during the three months ended March 31, 1998, Spectrum paid S Corporation Dividends totaling $620 based upon estimated taxable income through March 15, 1998.

On May 12, 1998, the Company issued 1,166,179 shares of its common stock in exchange for all of the outstanding common stock of David M. Griffith and Associates, Ltd. ("DMG"). This merger was accounted for as a pooling of interests and accordingly, the Company's financial statements, including earnings per share, have been restated for all periods presented to include the financial position and results of operations of DMG.

7. EARNINGS PER SHARE

In 1997, the Financial Accounting Standards Board issued Statement No. 128, Earnings per Share ("Statement 128"). Statement 128 replaced the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Unlike primary earnings per share, basic earnings per share excludes any dilutive effects of options, warrants and convertible

securities. All earnings per share amounts for all periods have been presented, and where appropriate, restated to conform to the Statement 128 requirements.

The following table sets forth the computation of basic and diluted earnings per share:

<TABLE>
<CAPTION>

	Three Months Ended June 30,		Nine Months Ended June 30,	
	1997	1998	1997	1998
Numerator:				
Net income	($2,201)	$3,779	$6,495	$9,568
Denominator:				
Denominator for basic earnings per share:				
Weighted average shares outstanding	13,040	16,829	12,670	16,814
Stock Options	-	391	354	391
Denominator for dilutive earnings per share	13,040	17,220	13,024	17,205

</TABLE>

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

OVERVIEW

MAXIMUS provides program management and consulting services to government health and human services agencies in the United States. Founded in 1975, the Company has been profitable every year since inception. The Company conducts its operations through two groups, the Government Operations Group and the Consulting Group. The Government Operations Group administers and manages government health and human services programs, including welfare-to-work and job readiness, child support enforcement, managed care enrollment and disability services. The Consulting Group provides health and human services planning, information technology consulting, strategic program evaluation, program improvement, communications planning and revenue maximization services.

In October 1996, President Clinton signed into law an amendment to the Social Security Act of 1935, effective January 1, 1997, that eliminated Social Security Income and Supplemental Security Disability Insurance benefits based solely on drug and alcohol disabilities. As a result of this legislative act, the Social Security Administration terminated a significant contract with the Company (the "SSA Contract") effective at the end of February 1997. All services to be provided to the Social Security Administration were completed in the quarter ended March 31, 1997. The SSA Contract contributed $0 and $19 thousand in the three-month periods ended June 30, 1998 and 1997 and $0 and $31.6 million in the nine-month periods ended June 30, 1998 and 1997.

RESULTS OF OPERATIONS

THREE MONTHS ENDED JUNE 30, 1998 COMPARED TO THREE MONTHS ENDED JUNE 30, 1997

Revenues. Total contract revenues increased 69.7% to $61.2 million for the three months ended June 30, 1998 as compared to $36.1 million for the same period in 1997. Government Operations Group revenues increased 92.1% to $36.8 million for the three months ended June 30, 1998 from $19.2 million for the same period in 1997. This increase was due to an increase in the number of contracts in the Child Support, Managed Care Enrollment, and Welfare Reform divisions of the Government Operations Group. Consulting Group revenues increased 44.3% to $24.4 million for the three months ended June 30, 1998 from $16.9 million for the same period in 1997. The increase was due to revenues totaling $4.1 million resulting from the Spectrum Consulting companies, which were combined with the Company in a transaction accounted for as a pooling of interests effective January 1, 1998, and an increase in the number of contracts.

Gross Profit. Gross profit consists of total revenues less cost of revenues. Total gross profit increased 41.3% to $14.9 million for the three months ended June 30, 1998 as compared to $10.6 million for the same period in 1997. Government Operations Group gross profit increased 39.6% to $6.5 million for the three months ended June 30, 1998 from $4.6 million for the three months ended June 30, 1997. As a percentage of revenues, Government Operations Group gross profit decreased to 17.6% for the three months ended June 30, 1998 from 24.2% for the same period in 1997. The decrease was due to anticipated lower gross profit margins on certain Managed Care Enrollment contracts which were begun during the quarter ended March 31, 1998, a higher amount of pass-through costs during the three months ended June 30, 1998

on which the Company earns no gross profit, and favorable revenue recognition adjustments recorded in the June 1997 quarter. The Managed Care Enrollment contracts are expected to deliver normal Government Operations Group gross profit margins in subsequent periods. The Consulting Group gross profit increased 42.5% to $8.4 million for the three months ended June 30, 1998 from $5.9 million for the same period in 1997 principally due to the increased revenues. As a percentage of revenues, Consulting Group gross profit decreased to 34.6% for the three months ended June 30, 1998 from 35.0% for the same period in 1997, a negligible change.

Selling, General and Administrative Expenses. Total selling, general and administrative ("SG&A") expenses increased 15.1% to $7.1 million for the three months ended June 30, 1998 as compared to $6.2 million for the same period in 1997. The increase in costs was due to increases in both professional and administrative personnel necessary to support the Company's growth, marketing and proposal preparation expenditures to pursue further growth and the additional expenses related to operating as a public company. As a percentage of revenues, SG&A expenses decreased to 11.6% for the three months ended June 30, 1998 from 17.2% for the same period in 1997.

Stock Option Compensation Expense and Acquisition Expense. During the three months ended June 30, 1998, the Company incurred $1.8 million of non-recurring expenses in connection with the merger with DMG. These expenses consisted of legal, audit, broker, trustee and other expenses and the acceleration of expenses related to stock appreciation rights for DMG employees totaling $0.8 million. During the three months ended June 30, 1997, the Company, in connection with its IPO, recognized a non-recurring compensation expense of $5.7 million for stock options granted to employees.

Interest and Other Income. The increase in interest and other income to $0.4 million for the three months ended June 30, 1998 as compared to $0.1 million for the same period in 1997 was due to the increase in invested funds which were generated as a result of the IPO.

Provision for Income Taxes. Prior to the IPO, the Company and its shareholders elected to be treated as an S corporation under the Internal Revenue Code. Under the provisions of the tax code, the Company's shareholders included their pro rata share of the Company's income in their personal tax returns. Accordingly, the Company was not subject to federal and most state income taxes until June 12, 1997, the day prior to the completion of the initial public offering. Upon completion of the IPO, the Company's S corporation status was terminated and the Company became subject to federal and state corporate income taxes.

The Company's income tax provision for the three months ended June 30, 1998 was $2.5 million as compared to $0.9 million for the three months ended June 30, 1997. The provision for income taxes for the three months ended June 30, 1998 consisted of state and federal income tax based on an estimated annual income tax rate of 40%. Tax expense for the three months ended June 30, 1997 included a deferred tax charge of $2.6 million for the cumulative differences between the financial reporting and income tax basis of certain assets and liabilities at June 12, 1997 and a deferred tax benefit of $2.1 million related to stock option compensation expense for options granted to employees.

NINE MONTHS ENDED JUNE 30, 1998 COMPARED TO NINE MONTHS ENDED JUNE 30, 1997

Revenues. Total contract revenues increased 30.6% to $162.1 million for the nine months ended June 30, 1998 as compared to $124.2 million for the same period in 1997. Government Operations Group revenues increased 30.2% to $96.8 million for the nine months ended June 30, 1998 from $74.4 million for the same period in 1997. For the nine months ended June 30, 1998, revenues from the SSA Contract were $0 as compared to $31.6 million for the same period in 1997. Excluding the SSA Contract, Government Operations Group revenues increased 126.5% to $96.8 million for the nine months ended June 30, 1998 from $42.7 million for the same period in 1997. This increase was due to an increase in the number of contracts in the Child Support, Managed Care Enrollment, and

Welfare Reform divisions of the Government Operations Group. Consulting Group revenues increased 31.1% to $65.3 million for the nine months ended June 30, 1998 from $49.8 million for the same period in 1997. The increase was due to revenues totaling $7.2 million resulting from the Spectrum Consulting companies, which were combined with the Company in a transaction accounted for as a pooling of interests effective January 1, 1998, and new contracts secured by the Company.

Gross Profit. Gross profit consists of total revenues less cost of revenues. Total gross profit increased 26.2% to $40.9 million for the nine months ended June 30, 1998 as compared to $32.4 million for the same period in 1997. Government Operations Group gross profit increased 24.5% to $17.7 million for the nine months ended June 30, 1998 from $14.2 million for the nine months ended June 30, 1997. As a percentage of revenues, Government Operations

Group gross profit decreased to 18.3% for the nine months ended June 30, 1998 from 19.1% for the same period in 1997. The decrease was due to anticipated lower gross profit margins on certain Managed Care Enrollment contracts which were begun during the quarter ended March 31, 1998. These contracts are expected to deliver normal Government Operations Group gross profit margins in subsequent periods. Consulting Group gross profit increased 27.5% to $23.2 million for the nine months ended June 30, 1998 from $18.2 million for the same period in 1997 principally due to the increased revenues. As a percentage of revenues, Consulting Group gross profit decreased to 35.5% for the nine months ended June 30, 1998 from 36.5% for the same period in 1997. This decrease was due primarily to one contract which, for competitive reasons, was bid using lower margins.

Selling, General and Administrative Expenses. Total selling, general and administrative ("SG&A") expenses increased 32.1% to $23.8 million for the nine months ended June 30, 1998 as compared to $18.0 million for the same period in 1997. As a percentage of revenues, SG&A expenses increased to 14.7% for the nine months ended June 30, 1998 from 14.5% for the same period in 1997. The increase in costs was due to increases in both professional and administrative personnel necessary to support the Company's growth, marketing and proposal preparation expenditures to pursue further growth and the additional expenses related to operating as a public company.

Stock Option Compensation Expense and Acquisition Expense. During the nine months ended June 30, 1998, the Company incurred $2.4 million of non-recurring expenses in connection with the mergers with DMG and Spectrum. These expenses consisted of legal, audit, broker, trustee and other expenses and the acceleration of expenses related to stock appreciation rights for DMG employees totaling $0.8 million. During the nine months ended June 30, 1997, the Company recognized a non-recurring compensation expense of $5.9 million for stock options granted to employees.

Interest and Other Income. The increase in interest and other income to $1.2 million for the nine months ended June 30, 1998 as compared to a net expense of $29 thousand for the same period in 1997 was due to the increase in invested funds which were generated as a result of the IPO.

Provision for Income Taxes. Prior to the IPO, the Company and its shareholders elected to be treated as an S corporation under the Internal Revenue Code. Under the provisions of the tax code, the Company's shareholders included their pro rata share of the Company's income in their personal tax returns. Accordingly, the Company was not subject to federal and most state income taxes until June 12, 1997, when the initial public offering was completed. . Upon completion of the IPO, the Company's S corporation status was terminated and the Company became subject to federal and state corporate income taxes.

The Company's income tax provision for the nine months ended June 30, 1998 was $6.4 million as compared to $2.0 million for the nine months ended June 30, 1997. The provision for income taxes for the nine months ended June 30, 1998 consisted of state and federal income tax based on an estimated annual income tax rate of 40%. Tax expense for the nine months ended June 30, 1997 included a deferred tax charge of $2.6 million for the cumulative differences between the financial reporting and income tax basis of certain assets and liabilities at June 12, 1997 and a deferred tax benefit of $2.1 million related to stock option compensation expense for options given to employees.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash used in operations for the nine months ended June 30, 1998 was $9.6 million as compared to $14.2 million cash provided by operations for the nine months ended June 30, 1997. The decrease in cash provided by operations during the nine months ended June 30, 1998 compared to the nine months ended June 30, 1997 was primarily due to increases in accounts

receivable totalling $18.0 million caused by the increase in revenue volume, the payment of income taxes totaling $4.4 million for the year ended September 30, 1997, and the payment by DMG of deferred compensation to employees totalling $4.4 million, offset by other net changes in working capital.

Certain marketable securities were sold during the nine months ended June 30, 1998, generating $27.6 million in proceeds. These investments were sold to provide general operating capital and the necessary cash to fund the cash used in operations discussed previously and to pay the final S corporation distribution discussed below.

During the three months ended December 31, 1997, the Company made final S corporation distributions totaling $5.7 million. The distributions to shareholders were based upon the income previously taxed to the S corporation

shareholders and the fiscal 1997 income taxable to the S corporation shareholders. The amount of the fiscal 1997 taxable income was determined during the finalization of the Company's income for the full fiscal year ended September 30, 1997, and the liability for the $5.7 million distribution was recognized on the September 30, 1997 balance sheet. Also, during the three months ended March 31, 1998, Spectrum paid S Corporation Dividends totaling $620 based upon estimated taxable income through March 15, 1998.

The Company has a $10.0 million revolving credit facility (the "Credit Facility") with a bank, which may be used for borrowing and the issuance of letters of credit. Outstanding letters of credit totaled $0.4 million at June 30, 1998. The Credit Facility bears interest at a rate equal to LIBOR plus an amount which ranges from 0.65% to 1.25% depending on the Company's debt to equity ratio. The Credit Facility contains certain restrictive covenants and financial ratio requirements, including a minimum net worth requirement of $60 million. The Company has not used the Credit Facility to finance its working capital needs and, at June 30, 1998, the Company had $9.6 million available under the Credit Facility.

Management believes that the Company will have sufficient resources to meet its cash needs over the next 12 months, which may include start-up costs associated with new contract awards, obtaining additional office space, establishing new offices, investment in upgraded systems infrastructure or acquisitions of other businesses and technologies. Cash requirements beyond the next 12 months will depend on the Company's profitability, its ability to manage working capital requirements and its rate of growth.

IMPACT OF YEAR 2000

The Company is aware of the issues that many computer systems will face as the millennium ("Year 2000") approaches. The Company believes that its own internal software and hardware is Year 2000 compliant. In addition, in order to perform on its government contracts, the Company relies to varying extents on information processing performed by the governmental agencies and entities with which it contracts. The Company has inquired where necessary of such agencies and entities of potential Year 2000 problems, and, based on responses to such inquiries, management believes that the Company will be able to continue to perform on such contracts without material negative financial impact.

FORWARD LOOKING STATEMENTS

Statements that are not historical facts, including statements about the Company's confidence and strategies and the Company's expectations about future contracts, market opportunities, market demand or acceptance of the Company's products are forward looking statements that involve risks and uncertainties. These uncertainties include reliance on government clients; risks associated with government contracting; risks involved in managing government projects; legislative change and political developments; opposition from government unions; challenges resulting from growth; adverse publicity; and legal, economic and other risks detailed in Exhibit 99 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1998.

Part II. Other Information.

Item 1. Litigation.

On May 12, 1998, the Company acquired DMG, which currently operates as a wholly-owned subsidiary of the Company. DMG is defending against two lawsuits. In 1994, DMG was engaged as a consultant by underwriters of revenue bonds issued by Superstition Mountains Community Facilities District No. 1 (the "District") to finance construction of a waste water treatment plant in Arizona. The bonds were later defaulted upon when the District declared bankruptcy. Two actions arising out of those events were filed against Griffth in the U.S. District Court for the District of Arizona, one filed on January 20, 1997 by Allstate Insurance Company (the "Allstate") against DMG and 13 other named defendants, and another filed on December 2, 1996 by the District against DMG and nine other named defendants. The complaints allege that DMG made false and misleading representations in the bond offering memorandum with respect to the accuracy of certain financial projections made by the District regarding its ability to service the bonds. Allstate seeks as damages the principal amount of the face value of the bonds it purchased together with accrued and unpaid interest; the District seeks actual and special damages, prejudgment interest and costs. MAXIMUS intends to defend both of these actions vigorously. However, a decision by the court in favor of either or both plaintiffs could have a material adverse effect on MAXIMUS's business, financial condition and results of operations.

Item 2. Use of Proceeds from Registered Securities.

A Registration Statement on Form S-1 (File No. 333-29115) registering 6,037,500 shares of the Company's Common Stock, filed in connection with the Company's IPO, was declared effective by the Securities and Exchange Commission on June 12, 1997. The IPO closed on June 18, 1997 and the offering has terminated. The Company's net proceeds from the IPO were $53,804,000. The Company used $9,300,000 of the net proceeds from the IPO during the three months ended June 30, 1998 to fund the cash needs of DMG including the liquidation of deferred compensation liabilities of approximately $4,400,000, the discharge of a note payable to a bank in the amount of $1,400,000, payment of current accounts payable totalling approximately $2,000,000, and general operating capital.

Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits. The Exhibits filed as part of this Form 10-Q are listed on the Exhibit Index immediately preceding such Exhibits, which Exhibit Index is incorporated herein by reference.

(b) Reports on Form 8-K. The Company filed a Current Report on Form 8-K dated May 12, 1998 reporting on the completion of the merger of DMG with and into the Company and providing certain financial information in connection therewith.

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.

<TABLE>
<S> <C> <C>

MAXIMUS, INC.

Date: August 13, 1998 By: /s/ F. Arthur Nerret

F. Arthur Nerret
Vice President, Finance and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

</TABLE>

EXHIBIT INDEX

<TABLE>
<CAPTION>
Exhibit No. Description

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<S> <C>

10	Amendment No. 1, dated June 23, 1998, to the 1997 Employee Stock Purchase Plan.
27	Financial Data Schedules (EDGAR).
99	Important Factors Regarding Forward Looking Statements.

</TABLE>

EXHIBIT 10

MAXIMUS, INC. 1997 EMPLOYEE STOCK PURCHASE PLAN

First Amendment

The MAXIMUS, Inc. 1997 Employee Stock Purchase Plan is hereby amended by the First Amendment effective July 1, 1998 as follows:

1. Section 2 is amended in its entirety as follows:

"Subject to the provisions of Sections 7, 8 and 9 below, any individual who is an eligible employee (as defined below) of the Company, or any of its subsidiaries (as defined in Section 424(f) of the Code), the employees of which are designated by the Board of Directors as eligible to participate in the Plan, is eligible to participate in any Offering of Shares (as defined in Section 3 below), made by the Company hereunder. Eligible employees shall include each employee of the Company or participating subsidiary who:

(a) has completed at least six months of employment,
(b) is a "full-time employee," and
(c) who is not a "highly compensated employee."

For purposes of this Plan, a "full-time employee" is any employee whose customary employment is 20 hours or more per week and five months per year in the calendar year during which said Offering Date (as defined in Section 3) occurs or in the calendar year immediately preceding such year. A "highly compensated employee" is any employee who is a 5% owner (as defined in Section 416(i)(1) of the Code) of the Company or participating subsidiary during the calendar year during which the Offering Date occurs or the immediately preceding calendar year or an employee who earned more than $80,000 (as adjusted for inflation) in the calendar year immediately preceding the Offering Date."

2. Section 4 is hereby amended in its entirety as follows:

"The price per share for each grant of rights hereunder shall be eighty-five percent (85%) of the fair market value of a Share on the date such right is exercised. At its discretion, the Board of Directors may determine a higher price for a grant of rights."

3. Section 5(b) is hereby amended in its entirety as follows:

"(b) The method of payment for Shares purchased upon exercise of rights granted hereunder shall be through regular payroll deductions, as determined by the Board of Directors. All payments for Shares purchased upon exercise of rights hereunder shall be from an eligible employee's basic or regular compensation, and shall not be permitted from lump sum payments, bonuses, overtime, vacation payouts, severance pay. No interest shall be paid upon payroll deductions unless specifically provided for by the Board of Directors."

4. Section 5(c) is hereby amended in its entirety as follows:

"(c) Any payments received by the Company from a participating employee and not utilized for the purchase of Shares upon exercise of a right granted hereunder shall be promptly returned to such employee by the Company after termination of the right to which the payment relates or, if the participating employee, elects to participate in the next Offering of Shares, applied toward of the purchase of shares in the next Offering."

Executed this 23rd day of June, 1998.

MAXIMUS, INC.

By: /s/ F. Arthur Nerret

Vice President, Finance

<TABLE> <S> <C>

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EXHIBIT 99

IMPORTANT FACTORS REGARDING FORWARD LOOKING STATEMENTS

From time to time, the Company, through its management, may make forward-looking public statements, such as statements concerning then expected future revenues or earnings or concerning projected plans, performance, contract procurement as well as other estimates relating to future operations. Forward-looking statements may be in reports filed under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), in press releases or informal statements made with the approval of an authorized executive officer. The words or phrases "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," or similar expressions are intended to identify "forward-looking statements" within the meaning of Section 21E of the Exchange Act and Section 27A of the Securities Act of 1933, as amended, as enacted by the Private Securities Litigation Reform Act of 1995.

The Company wishes to caution readers not to place undue reliance on these forward-looking statements which speak only as of the date on which they are made. In addition, the Company wishes to advise readers that the factors listed below, as well as other factors not currently identified by management, could affect the Company's financial or other performance and could cause the Company's actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods or events in any current statement.

The Company will not undertake and specifically declines any obligation to publicly release any revisions which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events which may cause management to re-evaluate such forward-looking statements.

In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company is hereby filing cautionary statements identifying important factors that could cause the Company's actual results to differ materially form those projected in forward-looking statements of the Company made by or on behalf of the Company.

RELIANCE ON GOVERNMENT CLIENTS

Substantially all of the Company's clients are federal, state or local government authorities. Effective marketing of the Company's services to government clients requires the ability to respond to government requests for proposals ("RFPs"). To succeed in the RFP process, the Company must estimate its cost structure for servicing the proposed contract, the time required to establish operations and the likely terms of the proposals submitted by competitors. The Company must assemble and submit a large volume of information on a rigid timetable set forth in the RFP. The Company's ability to successfully respond to the RFP process in the future will have an important impact on the Company's business, financial condition and results of operations. No assurance can be given that the Company will be awarded contracts through the RFP process.

RISKS ASSOCIATED WITH GOVERNMENT CONTRACTING

Contracts awarded to the Company typically contain provisions that permit the government client to terminate the contract on short notice, with or without cause. The expiration of large contracts presents additional management challenges. Many contracts contain base periods of one or more years as well as one or more option periods that may cover more than half of the potential contract duration. Government agencies generally have the right not to exercise option periods and the failure to exercise such option periods could impact the profitability of certain of the Company's contracts. While the Company has experienced a limited number of early terminations since inception, the unexpected termination of one or more of the Company's more significant contracts could result in severe revenue shortfalls which, without corresponding reductions in expenses, could adversely affect the business, financial condition and results of operations of the Company. There can be no assurance that such government authorities will not terminate any or all of the Company's contracts to administer and manage health and human services programs.

In order to establish and maintain relationships with members of government agencies, the Company occasionally engages marketing consultants, including lobbyists. In the event of a significant political change, such

consultants may lose their ability to effectively assist the Company. In addition, the implementation of term limits on certain elected officials will require the Company to confront political change on a regular basis. If the Company fails to manage its relationships effectively with political consultants, its business, financial condition and results of operations could be materially and adversely affected. No assurance can be given that the Company will be successful in managing such relationships.

To avoid experiencing higher than anticipated demands for federal funds, federal government officials on occasion advise state and local authorities not to engage private consultants to advise on maximizing federal revenues. There can be no assurance that state and local officials will not be influenced by federal government officials and, therefore, not engage the Company for such services. To the extent that state and local officials determine not to seek the Company's services, the business, financial condition and results of operations of the Company could be adversely affected.

Government contracts generally are subject to audits and investigations by government agencies, including audits by the Defense Contract Audit Agency ("DCAA"). These audits and investigations involve a review of the government contractor's performance of its contracts as well as its pricing practices, cost structure and compliance with applicable laws, regulations and standards. A substantial portion of payments to the Company from U.S. Government agencies is subject to adjustment upon audit by the DCAA. Audits through 1993 have been completed with no material adjustments and the Company believes that adjustments resulting from audits of subsequent years will not have a material adverse effect on the Company's business, financial condition and results of operations. If any costs are improperly allocated to a contract, such costs are not reimbursable and, if already reimbursed, will be required to be refunded to the government. Furthermore, if improper or illegal activities are discovered in the course of any audits or investigations, the contractor may be subject to various civil and criminal penalties and administrative sanctions, including termination of contracts, forfeitures of profits, suspension of payments, fines and suspension or disqualification from doing business with the government. If the Company becomes subject to penalties or sanctions, such penalties or sanctions could have a material adverse effect on the Company's business, financial condition and results of operations.

RISKS INVOLVED IN MANAGING GOVERNMENT PROJECTS

Upon the receipt of a contract for the management of a health and human services program, the Company's Government Operations Group may incur significant start-up expenses prior to the receipt of any payments under such contract. Such expenses include the costs of leasing office space, purchasing necessary office equipment and hiring sufficient personnel. As a result, for large contracts, the Company may be required to make significant investments prior to the receipt of related contract payments.

Approximately 45% of the Company's total revenues for the quarter ended June 30, 1998 resulted from fixed price contracts pursuant to which the Company received its fee for meeting specified objectives or upon the achievement of specified units of work, such as the placement of welfare recipients into jobs, the collection of child support payments or the completion of managed care enrollment transfers. The Company's ability to earn a profit on these contracts is dependent upon accurate estimates of the costs involved as well as the probability of meeting the specified objectives or realizing the expected units of work within a certain period of time. In addition, the Company recognizes revenues on fixed price contracts based on costs incurred. The Company periodically reviews such contracts and adjusts revenues to reflect current expectations. Such adjustments will affect the timing and amount of revenue recognized and could have a material adverse effect on the Company's business, financial condition and results of operations. The Company's failure to accurately estimate the factors on which contract pricing is based could result in the Company reporting a decrease in revenues or incurring losses on such contracts and could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's inability or failure to satisfy its contractual obligations in a manner consistent with the terms of any contract could have a material adverse effect on the Company's financial condition because the Company is often required to indemnify clients for its failure to meet performance standards. Certain of the Company's contracts have liquidated damages provisions and financial penalties related to performance failures. In addition, in order for the Company's Government Operations Group to bid for certain contracts, the Company has been and will continue to be required to secure its indemnification obligations by obtaining a performance bond from an insurer, posting a cash

performance bond or obtaining a letter of credit from a suitable financial institution. In the event that a government entity makes a claim against such performance bond or letter of credit, the premiums demanded by the insurers for such bonds could increase, thereby limiting the Company's ability to bid for contracts in the future. In addition, the Company's failure to meet a client's expectations in the performance of its contractual obligations could have a material adverse effect on the Company's reputation, thereby adversely affecting its business, financial condition and results of operations.

When contracts between the Company's Government Operations Group and a state or local government expire or otherwise terminate, unless the Company can successfully enter into a new contract using the services of employees formerly engaged in servicing the terminated contract or otherwise re-assign such employees, the Company will need to terminate the employment of such employees. The termination of large Government Operations Group contracts and the subsequent re-assignment or termination of employees places significant demands on the Company's management and its administrative resources. If the Company is unable to manage these challenges, the Company's business could materially and adversely be affected.

LEGISLATIVE CHANGE AND POLITICAL DEVELOPMENTS

The market for the Company's services is largely dependent on federal and state legislative programs, any of which may be modified or terminated by acts of the legislative or executive branches of federal and state government. There can be no assurance that such legislative change will not occur or that the Company will be able to anticipate and respond in a timely manner to any such legislative change. The Company's failure to manage effectively its business in light of anticipated or unanticipated legislative change could have a material adverse effect on the Company's business, operating results and financial condition.

The Welfare Reform Act is expected to be a catalyst for sweeping changes in the administration and management of the welfare system in the United States. As part of its growth strategy, the Company plans to aggressively pursue the opportunities created by this legislation by seeking new contracts to administer and manage welfare programs of state and local government agencies. However, opponents of welfare reform continue to criticize the advances made by the current administration and continued progress in the welfare reform area is uncertain. The repeal of the Welfare Reform Act, in whole or in part, could have a material adverse effect on the future business, financial condition and results of operations of the Company. There can be no assurance that additional reforms will be proposed or enacted, or that previously enacted reforms will not be challenged, repealed or otherwise invalidated.

The adverse impact that legislative changes can have on the Company was recently evidenced by the termination of a significant contract with the federal Social Security Administration. This contract related to the referral and treatment monitoring of social security or supplemental income beneficiaries with drug or alcohol-related disabilities (the "SSA Contract"). In the first two quarters of the fiscal year ended September 30, 1997, the Company earned revenues of $31.6 million from the SSA Contract, representing approximately 46% of the Company's total revenues for such fiscal quarters. In October 1996, the President signed into law an amendment to the Social Security Act of 1935, effective January 1, 1997, that eliminated social security and supplemental income benefits based solely on drug and alcohol disabilities. As a result of this amendment, the SSA Contract was terminated and no revenues were earned thereunder after June 30, 1997.

In addition, under current law the privatization of certain functions of government programs, such as determining eligibility for Food Stamps and Medicaid, requires the consent and/or waiver of the executive branch acting through the applicable administering government agency. In May 1997, in response to a request by the State of Texas for a waiver to allow private corporations to decide the eligibility of applicants for Food Stamps and Medicaid benefits, the Department of Health and Human Services determined not to grant a waiver to the existing requirement in these programs that only public employees may make such decisions. The Company did not bid for any contracts for these Texas projects, and the determination will not affect any of the Company's existing contracts. However, there can be no assurance that the Department of Health and Human Services or other health and human services agencies will not in the future narrow or eliminate certain future markets for health and human services contracts in which the Company intends to compete.

OPPOSITION FROM GOVERNMENT UNIONS

The Company's success depends in part on its ability to obtain contracts to profitably administer and manage health and human services programs that traditionally have been administered and managed by government employees.

Many of these government employees are members of labor unions which have considerable financial resources and established lobbying networks that are effective in applying political pressure to legislators and other government officials who seek to contract with private companies to administer and manage government programs. Successful efforts to oppose private management of government programs by these unions may slow welfare reform and ultimately result in fewer opportunities for the Company to provide services to government agencies, thereby adversely affecting the business, financial condition and results of operations of the Company. A recent example of the influence of government unions is the role played by union lobbyists in promoting a May 1997 determination by the Department of Health and Human Services, in response to a waiver request by the State of Texas, that only public employees may make decisions on eligibility of applicants for Food Stamps and Medicaid benefits. There can be no assurance that these unions will not succeed in whole or in part in their efforts to oppose the outsourcing of government programs.

VARIABILITY OF QUARTERLY OPERATING RESULTS

Variations in the Company's revenues and operating results occur from quarter to quarter as a result of a number of factors, including the progress of contracts, levels of revenues earned on contracts (including any adjustments in expectations on revenue recognition on fixed price contracts), the commencement, completion or termination of contracts during any particular quarter, the schedules of government agencies for awarding contracts, the term of each contract that the Company has been awarded and general economic conditions. Because a significant portion of the Company's expenses are relatively fixed, successful contract performance and variation in the volume of activity as well as in the number of contracts commenced or completed during any quarter may cause significant variations in operating results from quarter to quarter. Furthermore, the Company has on occasion experienced a pattern in its results of operations in which it incurs greater operating expenses during the start-up and early stages of significant contracts. In addition, the Company's SSA Contract contributed $31.6 million, $56.5 million, $14.3 million and $2.9 million to the Company's revenues in the fiscal years 1997, 1996, 1995 and 1994, respectively. While the Company was able to generate additional revenues to replace the revenues received under the SSA Contract, no assurance can be given that the Company will be able to generate additional revenues in future periods in amounts sufficient to replace current contracts, if canceled.

RELIANCE ON KEY EXECUTIVES

The success of the Company is highly dependent upon the efforts, abilities, business generation and project execution capabilities of certain of its executive officers and senior managers. While the Company entered into executive employment agreements with each of David V. Mastran, President and Chief Executive officer of the Company, Raymond B. Ruddy, Chairman of the Board of Directors and President of the Consulting Group, Russell A. Beliveau, President of the Government Operations Group, Ilene R. Baylinson, President of the Federal Services Division, Louis E. Chappuie, President of the Company's DMG-MAXIMUS subsidiary, Susan D. Pepin, President of the Systems Planning and Integration Division, Lynn P. Davenport, President of the Human Services Division, George C. Casey, President of the Spectrum Division, and John Parker, an Executive Vice President of the Company, such agreements are terminable under certain conditions. Other than these nine agreements with executive officers, the Company does not have employment agreements with any other senior employees. The loss of the services of any of these key executives could have a material adverse effect upon the Company's business, financial condition and results of operations, including its ability to secure and complete engagements. The Company maintains key-man life insurance policies on David V. Mastran and Raymond B. Ruddy in the amounts of $6,100,000 and $3,950,000, respectively, with proceeds payable to the Company.

ATTRACTION AND RETENTION OF EMPLOYEES

The Company's business involves the delivery of professional services and is labor-intensive. When the Company's Government Operations Group is awarded a contract by a government agency, the Company is often under a tight timetable to hire project leaders and case management personnel to meet the needs of the new project. In addition, the resulting large increases in the number of the Company's employees create demand for increased administrative personnel at the Company's headquarters. The Company's success in both the Government Operations Group and the Consulting Group depends in large part upon its ability to attract, develop, motivate and retain experienced and innovative executive officers, senior managers who have successfully managed or designed health and human services programs in the public sector and information technology professionals who have designed or implemented complex information technology projects. Such innovative, experienced and technically proficient individuals are in great demand and are

likely to remain a limited resource for the foreseeable future. There can be no assurance that the Company will be able to continue to attract and retain desirable executive officers and senior managers in the future. The inability to hire sufficient personnel on a timely basis or the loss of a significant number of executive officers and senior manages could have a material adverse effect on the Company's business, financial condition and results of operations, including its ability to obtain and successfully complete service contracts.

CHALLENGES RESULTING FROM GROWTH

The Company's continued growth has placed significant demands on the Company's management as well as its administrative, operational and financial resources. The Company's ability to manage its growth will require the Company to continue to implement new and to improve existing operational, financial and management information systems and to continue to expand, motivate and manage its workforce. In addition, the Company's growth will depend in large part on its ability to manage large-scale health and human services programs while continuing to ensure quality service and reasonable profits. If the Company is unable to manage effectively any of these factors, the quality of the Company's services, its financial condition and results of operations could be materially and adversely affected. No assurance can be given that the Company will continue to experience growth or that the Company will be successful in managing its growth, if any.

ADVERSE PUBLICITY

The Company has received and expects to continue to receive media attention as a result of its contracts with state and local government authorities. In particular, the management of health and human services programs by the Company's Government Operations Group and the establishment of revenue maximization programs by the Company's Consulting Group have been the subject of highly controversial media coverage. Negative coverage of the types of program management services provided by the Company could influence government officials and slow the pace of welfare reform, thereby reducing the Company's growth prospects. In addition to media attention arising out of the types of services provided by the Company, the Company is also vulnerable to media attention as a result of the activities of political consultants engaged by the Company, even when such activities are unrelated to the Company. Such an event occurred in connection with a marketing representative hired by the Company to assist in responding to an RFP promulgated by the State of West Virginia. After learning that the marketing representative was also a state employee, the Company voluntarily withdrew from the bidding. Certain media coverage relating to this incident was inaccurate and incorrectly suggested wrongdoing by the Company. The Company has become aware that certain of its competitors have sought to exploit such suggestions in connection with other competitive-bidding situations. There can be no assurance that the Company will not receive adverse media attention as the result of activities of individuals not under the Company's control. In addition, there can be no assurance that media attention focused on the Company will be accurate or that the Company will be able to anticipate and respond in a timely manner to all media contacts. Inaccurate or misleading media coverage or the Company's failures to manage such coverage could have a material adverse effect on the Company's reputation, thereby adversely affecting its business, financial condition and results of operations.

RISKS OF ACQUISITION STRATEGY; RISKS OF COMPLETED ACQUISITIONS

The Company has expanded and intends to continue to expand its operations, breadth of service offerings and geographic scope through the acquisition of related businesses. The Company has a limited history of making such acquisitions. To date, the Company has acquired Spectrum and DMG in March and May 1998, respectively, and is in the process of integrating the operations of these companies. There can be no assurance that the Company will be able to continue to identify, acquire and manage additional businesses profitably or integrate successfully any acquired businesses into the Company without incurring substantial expenses, delays or other operational or financial problems, if at all. Furthermore, acquisitions may involve a number of special risks, including diversion of management's attention, failure to retain key personnel, unanticipated events or circumstances, legal liabilities and amortization of acquired intangible assets, some or all of which could have a material adverse effect on the Company's business, financial condition and results of operations. Client dissatisfaction or performance problems at a single acquired firm could have a material adverse effect on the reputation of the Company as a whole. In addition, there can be no assurance that acquired businesses will achieve anticipated revenues and earnings. The failure of the Company to manage its acquisition strategy successfully could have a material adverse effect on the Company's business, financial condition and results of operations.

LITIGATION

DMG-MAXIMUS litigation. On May 12, 1998, the Company acquired DMG, which currently operates as a wholly-owned subsidiary of the Company. DMG is defending against two lawsuits. In 1994, DMG was engaged as a consultant by underwriters of revenue bonds issued by Superstition Mountains Community Facilities District No. 1 (the "District") to finance construction of a waste water treatment plant in Arizona. The bonds were later defaulted upon when the District declared bankruptcy. Two actions arising out of those events were filed against Griffth in the U.S. District Court for the District of Arizona, one filed on January 20, 1997 by Allstate Insurance Company (the "Allstate") against DMG and 13 other named defendants, and another filed on December 2, 1996 by the District against DMG and nine other named defendants. The complaints allege that DMG made false and misleading representations in the bond offering memorandum with respect to the accuracy of certain financial projections made by the District regarding its ability to service the bonds. Allstate seeks as damages the principal amount of the face value of the bonds it purchased together with accrued and unpaid interest; the District seeks actual and special damages, prejudgment interest and costs. MAXIMUS intends to defend both of these actions vigorously. However, a decision by the court in favor of either or both plaintiffs could have a material adverse effect on MAXIMUS's business, financial condition and results of operations.

Suit by Former Officer. The Company is currently defending a lawsuit brought by a former officer, director and shareholder of the Company alleging that at the time he resigned from the Company in 1996, thereby triggering the repurchase of his shares, the Company and certain of its officers and directors failed to disclose material information to him regarding the potential value of his shares. The claimant seeks damages in excess of $10 million. The Company does not believe that this action will have a material adverse effect on its business and intends to defend this action vigorously. However, given the early stage of this litigation, no assurance may be given that the Company will be successful in its defense.

Suit by Network Six. The Company is currently defending a lawsuit that was commenced against it and other third party defendants by Network Six, Inc. ("Network Six"). The complaint alleges, among other things, that the Company, which had been engaged by the State of Hawaii to monitor the implementation of a statewide automated child support system, tortiously interfered with and abetted Hawaii in the alleged breach of the state's development and implementation services contract with Network Six. The Company believes that Network Six's claims are without factual or legal merit and intends to defend this action vigorously . However, given the early stage of this litigation, no assurance may be given that the Company will be successful in its defense and, a decision by the court in Network Six's favor, could have a material adverse effect on the Company's business, financial condition and results of operations.