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

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FORM 10-Q

(Mark One)

[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the quarterly period ended September 30, 1997

or

[ ] Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Commission File Number: 000-21433

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

Delaware (State or other jurisdiction of incorporation or organization)

04-2797789 (I.R.S. Employer Identification Number)

1033 Massachusetts Avenue Cambridge, Massachusetts (Address of principal executive offices)

02138 (Zip Code)

Registrant's telephone number, including area code: (617) 497-7090

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 | |

As of November 5, 1997, 8,386,851 shares of the registrant's common stock were outstanding.

## INDEX TO FORM 10-Q

PART I.	FINANCIAL INFORMATION	PAGE
ITEM 1.	Financial Statements	
	Consolidated Balance Sheets at September 30, 1997 and December 31, 1996	3
	Consolidated Statements of Income for the Three and Nine Months Ended September 30, 1997 and 1996	4
	Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 1997 and 1996	5
	Notes to Consolidated Financial Statements	6
ITEM 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	7
PART II.	OTHER INFORMATION	11
ITEM 1.	Legal Proceedings	11
ITEM 2.	Changes in Securities	11
ITEM 3.	Defaults Upon Senior Securities	11
ITEM 4.	Submission of Matters to a Vote of Security-Holders	11
ITEM 5.	Other Information	11
ITEM 6.	Exhibits and Reports on Form 8-K	11
EXHIBITS	Statement Regarding Computation of Per Share Earnings	13

## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## FORRESTER RESEARCH, INC.

CONSOLIDATED BALANCE SHEETS (In thousands, except share data)

ASSETS	SEPTEMBER 30, 1997	DECEMBER 31, 1996
CURRENT ASSETS:		
Cash and cash equivalents	\$ 1,896	\$34,382
Marketable securities	46,625	10,258
Accounts receivable, net	12,163	8,100
Deferred commissions	1,169	1,341
Prepaid expenses and other current assets	1,134	230
Total current assets	62,987	54,311
Property and equipment, net	4,260	2,471
Total assets	\$67,247	\$56,782
	======	======
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	\$ 1,100	\$ 1,200
Customer deposits	449	139
Accrued expenses	3,230	3,201
Accrued income taxes		227
Deferred revenue	24, 244	17,816
Deferred income taxes	306	437
Total current liabilities	29,329	23,020
STOCKHOLDERS' EQUITY:		
Preferred stock, \$.01 par value		
Authorized500,000 shares		
Issued and outstandingnone		
Common stock, \$.01 par value		
Authorized25,000,000 shares		
Issued and outstanding8,338,575 shares and 8,300,000		
shares at September 30, 1997 and December 31, 1996, respectively	84	83
Additional paid-in capital	33,809	33,211
Retained earnings	3,975	410
Unrealized gain on marketable securities	50	58
Total stackholders! aguity	27 010	22 762
Total stockholders' equity	37,918	33,762
Total liabilities and stockholders' equity	\$67,247	\$56,782
. Teal III III and III	======	======

See accompanying notes.

# CONSOLIDATED STATEMENTS OF INCOME (In thousands, except per share data)

	THREE MONTHS ENDED SEPTEMBER 30,		NINE MONTHS ENDED SEPTEMBER 30,	
	1997	1996	1997	1996
REVENUES: Core research	\$ 8,033	\$ 4,811	\$21,332	\$12,585
Advisory services and other	2,084	1,501	6,082	3,789
Total revenues				
	10,117	6,312	27,414	
OPERATING EXPENSES:				
Cost of services and fulfillment	3,383	2,165	9,381	5,911
Selling and marketing	3,516	2,289	9,942	6,234
General and administrative	1,214	581	9,942 3,049	1,715
Depreciation and amortization	348	148	853	360
Total operating expenses	8,461	5,183	23,225	14,220
2 - 4				
Income from operations	1,656	1,129	4,189	2,154
INTEREST INCOME, NET	586	123	1,813	354
INTEREST INCOME, NET				
Income before income tax provision	2,242	1,252	6,002	2,508
	2.2			
INCOME TAX PROVISION	910	61 	2,437	126 
Net income	\$ 1,332	\$ 1,191	\$ 3,565	\$ 2,382
	======	======	======	======
PRO FORMA INCOME TAX ADJUSTMENT (Note 2)		475		918
PRO FORMA NET INCOME (Note 2)		\$ 716		\$ 1,464
· · ·		======		======
NET INCOME PER COMMON SHARE	\$ .15	\$ .11	\$ .40	\$ .23
	======	======	======	======
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	8,872	6,293	8,844	6,293
	======	======	======	======

See accompanying notes.

## CONSOLIDATED STATEMENTS OF CASH FLOWS (In thousands)

NINE MONTHS ENDED SEPTEMBER 30, CASH FLOWS FROM OPERATING ACTIVITIES: \$ 3,565 \$ 2,382 Net income Adjustments to reconcile net income to net cash provided by operating activities-Depreciation and amortization 853 360 Deferred income taxes (130)--Accretion of discount on marketable securities (429) (149)Unrealized loss on available-for-sale securities (8) (18) Changes in assets and liabilities-Accounts receivable (4,062) (2,779)Deferred commissions 173 (336)Prepaid expenses and other current assets (905) (362)Accounts payable (100)312 Customer deposits `310´ Accrued expenses 29 461 Accrued income taxes (227)Deferred revenue 6,427 4,903 Net cash provided by operating activities 5,496 4,800 CASH FLOWS FROM INVESTING ACTIVITIES: Purchases of property and equipment, net (2,642)(1,450)Purchase of marketable securities (216, 529)(6,874)Proceeds from sales and maturities of marketable securities 3,962 180,591 Net cash used in investing activities (38,580) (4,362)-----CASH FLOWS FROM FINANCING ACTIVITIES: Distributions to stockholder (170) Net proceeds of stock options exercised 598 Net cash provided by financing activities 598 (170) NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS (32,486)268 CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD 34,382 998

\$ 1,896

========

\$ 2,865

=======

\$ 1,266

85

See accompanying notes.

CASH AND CASH EQUIVALENTS, END OF PERIOD

Cash paid for income taxes

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

#### Note 1 -- Interim Consolidated Financial Statements

The accompanying unaudited interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission for reporting on Form 10-Q. Accordingly, certain information and footnote disclosure required for complete financial statements are not included herein. It is recommended that these financial statements be read in conjunction with the consolidated financial statements and related notes of Forrester Research, Inc. (the "Company") as reported in the Company's Annual Report on Form 10-K for the year ended December 31, 1996. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of financial position, results of operations, and cash flows at the dates and for the periods presented have been included. The consolidated balance sheet presented as of December 31, 1996 has been derived from the consolidated financial statements that have been audited by the Company's independent public accountants. The results of operations for the nine months ended September 30, 1997 may not be indicative of the results that may be expected for the year ending December 31, 1997, or any other period.

#### Note 2 -- Pro Forma Income Tax Adjustment and Pro Forma Net Income

The Company was an S corporation under section 1362 of the Internal Revenue Code of 1986, as amended, until prior to the closing of its initial public offering. As an S corporation, the taxable income of the Company was passed through to the sole stockholder and was reported on his individual federal and state income tax returns. The Company is now taxed as a C corporation and accordingly is subject to federal and state income taxes at prevailing corporate rates. The statements of income for the three- and nine-month periods ended September 30, 1996 include a pro forma income tax adjustment to reflect an estimate of the income taxes that would have been recorded if the Company had been a C corporation for that period. The Company has calculated this amount based on the statutory tax rate for 1996.

## Note 3 -- Recent Accounting Pronouncement

In February 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 128, Earnings Per Share. This statement established standards for computing and presenting earnings per share and applies to entities with publicly traded common stock or potential common stock. SFAS No. 128 is effective for periods ending after December 15, 1997 and early adoption is not permitted. When adopted, the statement will require restatement of prior years' earnings per share. The Company will adopt this statement for its quarter and year ending December 31, 1997. Assuming that SFAS No. 128 had been implemented, basic earnings per share and diluted earnings per share would not have materially differed from the net income per share disclosed in the Consolidated Statements of Income.

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

#### OVERVIEW

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "expects," "believes," "anticipates," "intends," "plans," "estimates," or similar expressions are intended to identify these forward-looking statements. These statements are based on the Company's current plans and expectations and involve risks and uncertainties that could cause actual future activities and results of operations to be materially different from those set forth in the forward-looking statements. Important factors that could cause actual future activities and results include, among others, the need to attract and retain professional staff, the Company's ability to manage growth, possible variations in the Company's quarterly operating results, the Company's dependence on renewals of its membership-based research services, dependence on key personnel, risks associated with the Company's ability to anticipate market trends and offer new products and services, and competition. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

Forrester Research, Inc. ("Forrester" or the "Company") is a leading independent research firm offering products and services that help its clients assess the effect of technology on their businesses. The Company provides analysis and insight into a broad range of technology areas such as computing, software, networking, the Internet, and telecommunications, and projects how technology trends will impact businesses, consumers, and society. Forrester's clients, which include senior management, business strategists, and information technology ("IT") and marketing professionals within large enterprises, use Forrester's prescriptive research to understand and benefit from current developments in technology and as support for their development and implementation decisions.

Memberships to Forrester's Strategy Research Services are renewable contracts, typically annual and payable in advance. Accordingly, a substantial portion of the Company's billings are initially recorded as deferred revenue and recognized pro rata on a monthly basis over the contract period. The Company's other revenues are derived from advisory services rendered pursuant to Forrester's Partners Program and Strategy Review Program and from Forrester Forums ("Forums"). The Company's advisory service clients purchase such services in conjunction with the purchase of core research memberships to Strategy Research Services, and the contracts for such purchases are also generally payable in advance. Billings attributable to advisory services are initially recorded as deferred revenues and recognized as revenue when performed. Similarly, Forum billings are initially recorded as deferred revenues and are recognized upon completion of each event.

The Company's operating expenses consist of cost of services and fulfillment, selling and marketing expenses, general and administrative expenses, and depreciation and amortization. Cost of services and fulfillment represent the costs associated with production and delivery of the Company's products and services, and include the costs of salaries, bonuses, and related benefits for research personnel, and all associated editorial, travel, and support services. Selling and marketing expenses include salaries, employee benefits, travel expenses, promotional costs, sales commissions, and other costs incurred in marketing and selling the Company's products and services. General and administrative expenses include the costs of the finance, operations, and corporate IT groups, and other administrative functions of the Company.

The Company believes that the "agreement value" of contracts to purchase core research and advisory services provides a significant measure of the Company's business volume. Forrester calculates agreement value as the annualized fees payable under all core research and advisory service contracts in effect at a given point in time, without regard to the remaining duration of such contracts. Agreement value increased 36% to \$40.8 million at September 30, 1997 from \$30.0 million at December 31, 1996. No single client company accounted for more than 3% of agreement value at September 30, 1997. The Company's experience is that a substantial portion of client companies renew expiring contracts for an equal or higher level of total core research and advisory service fees each year. Approximately 78%

of Forrester's client companies with memberships expiring during the nine months ended September 30, 1997 renewed one or more memberships for the Company's products and services. The renewal rate was 74% for 1996. The increase in retention rate is primarily due to an increased focus by the Company on renewing existing clients. This renewal rate is not necessarily indicative of the rate of future retention of the Company's revenue base.

#### RESULTS OF OPERATIONS

The following table sets forth certain financial data as a percentage of total revenues for the periods indicated:  $\frac{1}{2} \int_{-\infty}^{\infty} \frac{1}{2} \left( \frac{1}{2} \int_{-\infty}^{\infty} \frac{1}{2} \left( \frac{1}{2}$ 

	THREE MONTHS ENDED SEPTEMBER 30, 1997 1996		NINE MONTHS ENDED SEPTEMBER 30, 1997 1996	
Core research Advisory services and other	79% 21	76% 24	78% 22	77% 23
Total revenues	100	100	100	100
Cost of services and fulfillment Selling and marketing General and administrative Depreciation and amortization	34 35 12 3	34 37 9 2	34 37 11 3	36 38 11 2
Income from operations Interest income	16 6 	18 2 	15 7 	13 2
Income before income tax provision Provision for income taxes	22 9 	20 1 	22 9 	15 1 
Net income	13% ===	19% ===	13% ===	14% ===
Pro forma income tax adjustment		8		6
Pro forma net income		11% ===		8% ===

### THREE MONTHS ENDED SEPTEMBER 30, 1997 AND 1996

REVENUES. Total revenues increased 60% to \$10.1 million in the three months ended September 30, 1997 from \$6.3 million in the three months ended September 30, 1996. Revenues from core research increased 67% to \$8.0 million in the three months ended September 30, 1997 from \$4.8 million in the three months ended September 30, 1996. Increases in total revenues and revenues from core research were primarily attributable to an increase in the number of client companies to 982 at September 30, 1997 from 863 at September 30, 1996, sales of additional Strategy Research Services to existing clients, and the introduction of six new Strategy Research Services since January 1, 1996. No single client company accounted for more than 3% of revenues for the three months ended September 30, 1997.

Advisory services and other revenues increased 39% to \$2.1 million in the three months ended September 30, 1997 from \$1.5 million in the three months ended September 30, 1996. This increase was primarily attributable to demand for the Partners and Strategy Review Programs.

Revenues attributable to customers outside the United States increased 58% to \$2.1 million in the three months ended September 30, 1997 from \$1.3 million in the three months ended September 30, 1996

and remained constant as a percentage of total revenues at 21% for the three months ended September 30, 1997 and 1996. The increase in revenues was due primarily to the addition of direct international sales personnel. The Company invoices its international clients in U.S. dollars.

COST OF SERVICES AND FULFILLMENT. Cost of services and fulfillment remained constant as a percentage of total revenues at 34% in the three months ended September 30, 1997 and 1996. These expenses increased 56% to \$3.4 million in the three months ended September 30, 1997 from \$2.2 million in the three months ended September 30, 1996. The expense increase in this period was principally due to increased analyst staffing for Strategy Research Services and related compensation expense.

SELLING AND MARKETING. Selling and marketing expenses decreased as a percentage of total revenues to 35% in the three months ended September 30, 1997 from 37% in the three months ended September 30, 1996. These expenses increased 54% to \$3.5 million in the three months ended September 30, 1997 from \$2.3 million in the three months ended September 30, 1996. The increase in expenses was principally due to the addition of direct salespersons and increased sales commission expense associated with increased revenues. The decrease as a percentage of total revenues was principally due to increased productivity of the Company's sales force.

GENERAL AND ADMINISTRATIVE. General and administrative expenses increased as a percentage of total revenues to 12% in the three months ended September 30, 1997 from 9% in the three months ended September 30, 1996. These expenses increased 109% to \$1.2 million in the three months ended September 30, 1997 from \$581,000 in the three months ended September 30, 1996. The increase in expense was principally due to staffing increases in operations, finance, and IT, and investment in the Company's infrastructure. The increase in expense as a percentage of total revenues was primarily due to investment in the Company's infrastructure, including new financial systems.

DEPRECIATION AND AMORTIZATION. Depreciation and amortization expense increased 136% to \$348,000 in the three months ended September 30, 1997 from \$148,000 in the three months ended September 30, 1996. The increase in expense was principally due to the purchase of computer equipment, software, and office furnishings, and leasehold improvements to support business growth.

INTEREST INCOME. Interest income increased to \$586,000 in the three months ended September 30, 1997 from \$123,000 in the three months ended September 30, 1996. This increase resulted from the Company's higher cash balances resulting from positive cash flows from operations and net proceeds from the Company's initial public offering.

PROVISION FOR INCOME TAXES. During the three months ended September 30, 1997, the Company recorded a tax provision of \$910,000, reflecting an effective tax rate of 40.5%. During the three months ended September 30, 1996, the Company recorded a pro forma tax provision of \$536,000, reflecting an effective tax rate of 42.8%.

NINE MONTHS ENDED SEPTEMBER 30, 1997 AND 1996

REVENUES. Total revenues increased 67% to \$27.4 million in the nine months ended September 30, 1997 from \$16.4 million in the nine months ended September 30, 1996. Revenues from core research increased 70% to \$21.3 million in the nine months ended September 30, 1997 from \$12.6 million in the nine months ended September 30, 1996. Increases in total revenues and revenues from core research were primarily attributable to an increase in the number of client companies to 982 at September 30, 1997 from 863 at September 30, 1996, sales of additional Strategy Research Services to existing clients and the introduction of six new Strategy Research Services since January 1, 1996. No single client company accounted for more than 3% of revenues for the nine months ended September 30, 1997.

Advisory services and other revenues increased 61% to \$6.1 million in the nine months ended September 30, 1997 from \$3.8 million in the nine months ended September 30, 1996. This increase was

primarily attributable to demand for the Partners and Strategy Review Programs and the addition of new Forums held in March and May 1997.

Revenues attributable to customers outside the United States increased 77% to \$6.0 million in the nine months ended September 30, 1997 from \$3.4 million in the nine months ended September 30, 1996. Revenues attributable to customers outside the United States increased as a percentage of total revenues to 22% for the nine months ended September 30, 1997 from 21% for the nine months ended September 30, 1996. The increase in revenues and percentage of total revenues was due primarily to the addition of direct international sales personnel and a Forum held in London in May 1997. The Company invoices its international clients in U.S. dollars.

COST OF SERVICES AND FULFILLMENT. Cost of services and fulfillment decreased as a percentage of total revenues to 34% in the nine months ended September 30, 1997 from 36% in the nine months ended September 30, 1996. These expenses increased 59% to \$9.4 million in the nine months ended September 30, 1997 from \$5.9 million in the nine months ended September 30, 1996. The expense increase in this period was principally due to increased analyst staffing for Strategy Research Services and related compensation expense. The decrease as a percentage of total revenues was principally due to the Company's increased leverage of its core research.

SELLING AND MARKETING. Selling and marketing expenses decreased as a percentage of total revenues to 37% in the nine months ended September 30, 1997 from 38% in the nine months ended September 30, 1996. These expenses increased 59% to \$9.9 million in the nine months ended September 30, 1997 from \$6.2 million in the nine months ended September 30, 1996. The increase in expenses was principally due to the addition of direct salespersons and increased sales commission expense associated with increased revenues. The decrease as a percentage of total revenues was principally due to increased productivity of the Company's sales force.

GENERAL AND ADMINISTRATIVE. General and administrative expenses remained constant as a percentage of total revenues at 11% in the nine months ended September 30, 1997 and 1996. These expenses increased 78% to \$3.0 million in the nine months ended September 30, 1997 from \$1.7 million in the nine months ended September 30, 1996. The increase in expenses was principally due to staffing increases in operations, finance, and IT and investment in the Company's infrastructure.

DEPRECIATION AND AMORTIZATION. Depreciation and amortization expense increased 137% to \$853,000 in the nine months ended September 30, 1997 from \$360,000 in the nine months ended September 30, 1996. The increase in this expense was principally due to the purchase of computer equipment, software, and office furnishings, and leasehold improvements to support business growth.

INTEREST INCOME. Interest income increased to \$1.8 million in the nine months ended September 30, 1997 from \$354,000 in the nine months ended September 30, 1996. This increase resulted from the Company's higher cash balances resulting from positive cash flows from operations and net proceeds from the Company's initial public offering.

PROVISION FOR INCOME TAXES. During the nine months ended September 30, 1997, the Company recorded a tax provision of \$2.4 million, reflecting an effective tax rate of 40.5%. During the nine months ended September 30, 1996, the Company recorded a pro forma tax provision of \$1.0 million, reflecting an effective tax rate of 41.6%.

#### LIQUIDITY AND CAPITAL RESOURCES

The Company has financed its operations to date through funds generated from operations. Memberships for core research, which constituted approximately 78% of the Company's revenues for the nine months ended September 30, 1997, are annually renewable and are generally payable in advance. The Company generated \$5.5 million in cash from operating activities during the nine-month period ended September 30, 1997.

During the nine-month period ended September 30, 1997, the Company used \$38.6 million of cash in investing activities, consisting of \$2.6 million for the purchase of property and equipment and \$36.0 million for net purchases of marketable securities. The Company regularly invests excess funds in short- and intermediate-term interest-bearing marketable securities of investment grade.

As of September 30, 1997, the Company had cash and cash equivalents of \$1.9 million and \$46.6 million in marketable securities. The Company does not have a line of credit and does not anticipate the need for one in the foreseeable future. The Company currently plans to introduce new Strategy Research Services, open an office in Europe, and invest in infrastructure over the next six to 18 months. The Company believes that its current cash balance, marketable securities, and cash flows from operations will satisfy working capital, financing activities, and capital expenditure requirements for at least the next two years.

#### PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS
The Company is not currently a party to any material legal proceedings.

ITEM 2. CHANGES IN SECURITIES None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY-HOLDERS
The Company did not submit any matters during the third quarter of the fiscal year covered by this report to a vote of the stockholders through solicitation or otherwise.

ITEM 5. OTHER INFORMATION None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

11 Statement Regarding Computation of Per Share Earnings

(b) Reports on Form 8-K

None.

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Forrester Research, Inc.

By:/s/ GEORGE F. COLONY

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George F. Colony Chairman of the Board, President, and Chief Executive Officer

Date: November 10, 1997

By:/s/ DAVID H. RAMSDELL

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David H. Ramsdell Vice President, Finance, and Treasurer (principal financial and accounting officer)

Date: November 10, 1997

12

# STATEMENT REGARDING COMPUTATION OF PER SHARE EARNINGS (In thousands, except per share data)

	THREE MONTHS ENDED SEPTEMBER 30,		SEPTE	NINE MONTHS ENDED SEPTEMBER 30,	
	1997	1996	1997	1996	
Computation of income per common share:					
Net income (pro forma for 1996)	\$1,332 =====	\$ 716 =====	\$3,565 =====	\$1,464 =====	
Shares:					
Weighted average shares outstanding	8,359	6,000	8,324	6,000	
Add:					
Shares issuable from assumed exercise of options as determined by the application of the treasury stock					
method	513	293	520	293	
Weighted average common and common equivalent					
shares outstanding	8,872	6,293	8,844	6,293	
	=====	=====	=====	=====	
Net income per common share (pro forma for 1996)	\$ .15 =====	\$ .11 =====	\$ .40 =====	\$ .23 =====	

THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM FORRESTER RESEARCH, INC.'S SEPTEMBER 30, 1997 CONSOLIDATED FINANCIAL STATEMENTS AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS CONTAINED IN FORM 10-K.

US DOLLARS

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3-M0S
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             JUL-01-1997
               SEP-30-1997
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                46,624,670
               12,512,916
                   350,000
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                0
                         0
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                  37,834,132
67,246,623
                              0
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             5,078,739
                  0
              2,242,269
                  910,000
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                      0
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                      .15
                        0
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