

This report (including all exhibits) consists of a total of 17 pages, of which this page is number 1. The exhibit index is on page 14.

FORM 10-Q  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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

For the Quarterly  
Period Ended July 2, 1995 Commission File Number 1-6714

-----  
THE WASHINGTON POST COMPANY

-----  
(Exact name of registrant as specified in its charter)

Delaware

53-0182885

-----  
(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

1150 15th Street, N.W.

Washington, D.C.

20071

-----  
(Address of principal executive offices)

(Zip Code)

(202) 334-6000

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

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  No

Shares outstanding at August 6, 1995:

Class A Common Stock  
Class B Common Stock

1,843,250 Shares  
9,160,023 Shares

THE WASHINGTON POST COMPANY

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PART I. FINANCIAL INFORMATION  
Item 1. Financial Statements

The Washington Post Company  
Consolidated Statements of Income (Unaudited)

(In thousands, except per share amounts)	Thirteen Weeks Ended		Twenty-six Weeks Ended	
	July 2, 1995	July 3, 1994	July 2, 1995	July 3, 1994
Operating revenues				
Advertising	\$284,954	\$261,682	\$537,163	\$473,877
Circulation and subscriber	114,079	110,098	222,546	219,263
Other	37,961	33,033	78,836	70,127
	-----	-----	-----	-----
	436,994	404,813	838,545	763,267
	-----	-----	-----	-----
Operating costs and expenses				
Operating	226,879	216,229	448,037	415,782
Selling, general and administrative	106,053	97,160	204,066	186,117
Depreciation and amortization of property, plant and equipment	16,370	15,360	32,744	30,070
Amortization of goodwill and other intangibles	8,956	6,502	16,629	10,533
	-----	-----	-----	-----
	358,258	335,251	701,476	642,502
	-----	-----	-----	-----
Income from operations	78,736	69,562	137,069	120,765
Other income (expense)				
Equity in earnings (losses) of affiliates	8,858	2,211	9,630	(3,174)
Interest income	2,032	2,030	4,366	5,595
Interest expense	(1,368)	(1,413)	(2,799)	(2,848)
Other	(869)	2	13,526	2,606
	-----	-----	-----	-----
Income before income taxes	87,389	72,392	161,792	122,944
	-----	-----	-----	-----
Provision for income taxes				
Current	35,844	31,763	64,343	54,725
Deferred	31	(628)	2,037	(1,850)
	-----	-----	-----	-----
	35,875	31,135	66,380	52,875
	-----	-----	-----	-----
Net income	\$ 51,514	\$ 41,257	\$ 95,412	\$ 70,069
	=====	=====	=====	=====
Earnings per share	4.65	3.54	8.56	5.99
	=====	=====	=====	=====
Dividends declared per share	-	\$ -	\$ 2.20	\$ 2.10
	=====	=====	=====	=====
Average number of shares outstanding	11,084	11,667	11,152	11,693

The Washington Post Company  
Consolidated Balance Sheets (Unaudited)

(In thousands)

Assets	July 2, 1995	January 1, 1995
	-----	-----
Current assets		
Cash and cash equivalents	\$ 90,310	\$ 117,269
Marketable securities	9,312	24,570
Accounts receivable, less estimated returns, doubtful accounts and allowances	194,466	175,441
Inventories	25,344	20,378
Program rights	13,479	18,972
Other current assets	16,800	19,249
	-----	-----
	349,711	375,879
Investments in affiliates	180,190	170,754
Property, plant and equipment		
Buildings	184,822	185,193
Machinery, equipment and fixtures	617,207	629,043
Leasehold improvements	33,004	33,287
	-----	-----
	835,033	847,523
Less accumulated depreciation and amortization	(510,402)	(499,172)
	-----	-----
	324,631	348,351
Land	32,459	32,562
Construction in progress	101,944	30,483
	-----	-----
	459,034	411,396
Goodwill and other intangibles, less accumulated amortization	496,052	512,405
Deferred charges and other assets	233,078	226,434
	-----	-----
	\$1,718,065	\$1,696,868
	=====	=====
Liabilities and Shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities	\$ 182,989	\$ 186,129
Federal and state income taxes	17,012	6,593
Deferred subscription revenue	79,727	80,351
Current portion of long-term debt	50,259	-
	-----	-----
	329,987	273,073
Other liabilities	232,298	217,461
Long-term debt	-	50,297
Deferred income taxes	31,739	29,104
	-----	-----
	594,024	569,935
Shareholders' equity		
Capital stock	20,000	20,000
Capital in excess of par value	24,262	21,273
Retained earnings	1,762,228	1,691,497
Unrealized gain on available-for-sale securities	4,088	2,933
Cumulative foreign currency translation adjustment	5,858	5,328
Cost of Class B common stock held in Treasury	(692,395)	(614,098)
	-----	-----
	1,124,041	1,126,933

-----  
\$1,718,065  
=====

-----  
\$1,696,868  
=====

The Washington Post Company  
Consolidated Statements of Cash Flows (Unaudited)

(In thousands)	Twenty-six Weeks Ended	
	July 2, 1995	July 3, 1994
Cash flows from operating activities:		
Net income	\$ 95,412	\$ 70,069
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property, plant and equipment	32,744	30,070
Amortization of goodwill and other intangibles	16,629	10,533
Amortization of program rights	11,657	10,195
Provision for doubtful accounts	26,913	29,428
Gain from sale of business	(14,253)	-
Increase (decrease) in interest and income taxes payable	7,891	(1,082)
Provision for deferred income taxes	2,037	(1,850)
Change in assets and liabilities:		
(Increase) in accounts receivable	(45,938)	(60,837)
(Increase) in inventories	(4,966)	(1,784)
(Decrease) increase in accounts payable and accrued liabilities	(610)	12,556
(Increase) in other assets and other liabilities, net	(5,151)	-
Other	(4,732)	2,565
	-----	-----
Net cash provided by operating activities	117,633	99,863
Cash flows from investing activities:		
Net proceeds from sale of business	32,743	-
Purchases of property, plant and equipment	(81,971)	(44,108)
Purchases of marketable securities	(43,116)	(14,657)
Proceeds from sales of marketable securities	58,498	256,617
Investments in certain businesses	-	(284,207)
Payments for program rights	(6,571)	(9,867)
Other	85	405
	-----	-----
Net cash (used) by investing activities	(40,332)	(95,817)
Cash flows from financing activities:		
Principal payments on debt	-	(1,400)
Dividends paid	(24,680)	(24,598)
Common shares repurchased	(79,580)	(52,303)
	-----	-----
Net cash (used) by financing activities	(104,260)	(78,301)
	-----	-----
Net (decrease) in cash and cash equivalents	(26,959)	(74,255)
Beginning cash and cash equivalents	117,269	171,512
	-----	-----
Ending cash and cash equivalents	\$ 90,310	\$ 97,257
	=====	=====

The Washington Post Company  
Notes to Condensed Consolidated Financial Statements (Unaudited)

Note 1: Results of operations, when examined on a quarterly basis, reflect the seasonality of advertising that affects the newspaper, magazine and broadcasting operations. Advertising revenues in the second and fourth quarters are typically higher than first and third quarter revenues. All adjustments reflected in the interim financial statements are of a normal recurring nature.

Note 2: Summarized combined (unaudited) results of operations for the second quarter and year-to-date of 1995 and 1994 for the company's affiliates are as follows (in thousands):

	Second Quarter		Year-to-Date	
	1995	1994	1995	1994
Operating revenues	\$229,850	\$199,742	\$430,660	\$360,661
Operating income	31,427	19,111	46,841	16,670
Net income (loss)	19,909	6,152	27,679	(240)

Note 3: In April 1994 the company acquired substantially all of the assets comprising the businesses of television stations KPRC-TV, an NBC affiliate in Houston, Texas, and KSAT-TV, an ABC affiliate in San Antonio, Texas, for \$253 million in cash. The transaction was accounted for as a purchase and the results of operations of the television stations were included with those of the company for the period subsequent to the date of acquisition.

The following statement presents the company's unaudited pro forma condensed consolidated income statement for the six months ended July 3, 1994, as if the acquisition of the television stations had occurred at the beginning of the six month period. Amounts reflect an allocation of the purchase price to the acquired net tangible assets, with the excess being amortized over a period of 20 years. The revenues and results of operations presented in the pro forma income statement do not necessarily reflect the results of operations that would actually have been obtained if the acquisition had occurred at the beginning of the six month period.

Pro Forma Income Statement  
For the Six-months Ended  
July 3,  
1994

(in thousands, except per share amounts)

	-----
Operating revenues	\$782,634
Net income	\$69,605
Earnings per share	\$5.95

In January 1995 the company sold substantially all of its 70 percent limited partnership interest in American Personal Communications (APC) to its partner APC, Inc., and others, for approximately \$33 million. The proceeds approximate the amounts The Washington Post Company had cumulatively invested in the partnership since it was formed in August 1990. The company's 1995 net income includes \$8.4 million (\$0.75 per share) from the sale.

Note 4: During the first six months of 1995 the company repurchased 322,606 shares of its Class B common stock at a cost of \$79.6 million.



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

This analysis should be read in conjunction with the consolidated financial statements and the notes thereto.

Revenues and expenses in the first and third quarters are customarily lower than those in the second and fourth quarters because of significant seasonal fluctuations in advertising volume. For that reason, the results of operations for each quarter are compared with those of the corresponding quarter in the preceding year.

SECOND QUARTER COMPARISONS

Net income for the second quarter of 1995 was \$51.5 million, an increase of 24.9 percent from net income of \$41.3 million in the second quarter last year. Earnings per share increased 31.4 percent to \$4.65 per share, from \$3.54 per share in the second quarter of 1994, with a smaller number of shares outstanding.

Revenues for the second quarter of 1995 rose 7.9 percent to \$437.0 million, from \$404.8 million in the same period last year. Advertising revenues rose 8.9 percent and circulation and subscriber revenues increased 3.6 percent. Other revenues increased 14.9 percent over the second quarter of 1994. All divisions posted higher revenue in the second quarter this year. The broadcast division had exceptionally strong revenue gains, reflecting the results of the two television stations acquired on April 22, 1994, as well as improved network compensation.

Costs and expenses for the second quarter of 1995 increased 6.9 percent to \$358.3 million, from \$335.3 million in the second quarter of 1994. Operating expenses increased 4.9 percent, while selling, general and administrative expenses increased 9.2 percent. Depreciation expense increased 6.6 percent compared to the second quarter of 1994, while amortization expense increased 37.7 percent. Approximately 35 percent of the total increase in costs and expenses (and all of the amortization increase) relates to additional expenses associated with newly acquired businesses, principally the two Texas stations acquired in April 1994. In addition, a 28.6 percent increase in newsprint expense accounted for approximately 30 percent of the increase in total expense. The remainder reflects normal increases in the costs of operations.

In the second quarter of 1995 operating income rose to \$78.7 million, a 13.2 percent increase over \$69.6 million in 1994.

NEWSPAPER DIVISION. At the newspaper division revenues increased 2.4 percent in the second quarter of 1995. Although advertising volume at The Washington Post fell 5.0 percent, advertising revenues for the

division rose 1.6 percent for the quarter due mainly to rate increases for retail and classified advertising. Classified volume declined 4.3 percent in the quarter, though recruitment advertising volume remained strong. Retail linage was down 6.4 percent, while general remained essentially unchanged compared with the same period last year. Preprint volume increased 5.7 percent over the second quarter of 1994. Circulation revenues for the division increased 1.9 percent compared with the second quarter of 1994.

**BROADCAST DIVISION.** Revenues at the broadcast division, which include the results of the two Texas television stations purchased on April 22, 1994, increased 26.3 percent in the second quarter of 1995. Local advertising revenues increased 19.4 percent and national advertising revenues rose 6.6 percent over the second quarter of 1994. Approximately 53 percent of the increase in total revenues is attributable to the newly acquired stations.

**MAGAZINE DIVISION.** Newsweek revenues in the second quarter of 1995 increased 5.9 percent. Advertising revenues rose 7.8 percent, primarily due to higher rates at the domestic edition and increased volume at the international editions. Circulation revenues were up 2.8 percent, with higher subscription rates being the major contributor to the improvement. In the second quarter Newsweek published the same number of weekly issues (13) and newsstand-only issues (1) as in 1994.

**CABLE DIVISION.** At the cable division, second quarter 1995 revenues were 5.6 percent higher than 1994, due primarily to an increase in basic subscribers. At the end of second quarter, the number of basic subscribers totaled almost 507,000, 3.8 percent higher than at the same time last year.

**OTHER BUSINESSES.** In the second quarter of 1995, revenues from other businesses -- principally Kaplan Educational Centers, PASS Sports, Legi-Slate, Digital Ink, Mammoth Micro Productions, and Moffet, Larson, & Johnson (MLJ) -- increased 10.6 percent. At Kaplan, revenues were up 4.3 percent in the quarter reflecting improved results in the company's core courses, while at MLJ, increased demand for engineering services to the expanding PCS industry generated a three-fold jump in revenues.

**EQUITY IN EARNINGS AND LOSSES OF AFFILIATES.** The company's equity in earnings of affiliates in the second quarter of 1995 was \$8.9 million, compared with \$2.2 million in the second quarter of 1994. The improvement was due to better results at the company's affiliated newsprint mills, which are benefiting from higher newsprint prices.

**NON-OPERATING ITEMS.** Interest income, net of interest expense, was \$0.6 million, unchanged over the comparable period in 1994.

INCOME TAXES. The effective tax rate in 1995 decreased to 41 percent, from 43 percent in 1994.

#### SIX MONTH COMPARISONS

Net income for the first six months of 1995 was \$95.4 million (\$8.56 per share), compared with net income of \$70.1 million (\$5.99 per share) in the first half of 1994. The company's net income for the first half of 1995 includes \$8.4 million (\$0.75 per share) from the sale, at its original cost, of substantially all of the company's investment in American PCS, L.P. Excluding the effect of the sale, net income increased \$16.9 million, or 24.2 percent, in the first six months of 1995.

Revenues for the first half of 1995 increased 9.9 percent to \$838.5 million, from \$763.3 million in the comparable period last year. Advertising revenues increased 13.4 percent, circulation and subscriber revenues increased 1.5 percent and other revenues increased 12.4 percent.

Costs and expenses increased 9.2 percent during the first half of 1995 to \$701.5 million, from \$642.5 million in the corresponding period of 1994. Operating expenses and selling, general and administrative expenses increased 7.8 and 9.6 percent, respectively. Depreciation expense increased 8.9 percent while amortization expense increased 57.9 percent. Approximately 43 percent of the total increase in costs and expenses (and all of the amortization increase) relates to additional expenses associated with new businesses. In addition, a 25.7 percent increase in newsprint expense accounted for approximately 20 percent of the increase in total expense. The remainder of the increases reflect normal growth in operating expenses.

In the first half of 1995 operating income rose to \$137.1 million, an increase of 13.5 percent over \$120.8 million in the same period last year.

NEWSPAPER DIVISION. Newspaper division revenues were up 4.6 percent in the first half of 1995 over the comparable period of 1994. Although advertising volume at The Washington Post fell 3.0 percent, advertising revenues for the division rose 4.3 percent in the period due mainly to rate increases for retail and classified advertising, as well as improvement in recruitment and preprint volume at The Post. Circulation revenues for the division increased 2.0 percent compared with the first half of 1994. Daily circulation at The Post declined 2.0 percent from the prior year, and Sunday circulation dropped 1.1 percent.

BROADCAST DIVISION. Revenues at the broadcast division, which include the results of the two Texas television stations purchased on April

22, 1994, increased 39.8 percent over the first six months of 1994. In the first half of 1995 local advertising revenues rose 34.3 percent and national advertising revenues increased 22.2 percent. Approximately 64 percent of the increase in total revenues is attributable to the newly acquired stations.

**MAGAZINE DIVISION.** At Newsweek revenues increased 4.3 percent in the first half of 1995. A major contributor to the improvement was a 9.2 percent increase in advertising revenues, which resulted primarily from higher advertising page volume, despite one less regular and one less newsstand-only issue published in 1995. In the first six months of 1995, circulation revenues decreased 1.6 percent, primarily due to the publication of one less issue in 1995. Stronger subscription and foreign currency rates at the international editions partially offset this decline.

**CABLE DIVISION.** Cable division revenues increased 4.1 percent in the first half of 1995. Subscriber revenues grew 3.9 percent in the first six months of 1995, due to a 3.8 percent increase in the number of basic subscribers.

**OTHER BUSINESSES.** At the company's other businesses, revenues rose 10.7 percent in the first half of 1995. Improved results at Kaplan Educational Centers and Moffet, Larson, & Johnson were the major contributors to the increase over 1994.

**EQUITY IN EARNINGS AND LOSSES OF AFFILIATES.** The company's equity in earnings of affiliates during the first half of 1995 was income of \$9.6 million, compared with a loss of \$3.2 million in the first six months of 1994. Improved results from the company's newsprint mill affiliates were the major contributors to the increase.

**NON-OPERATING ITEMS.** Interest income, net of interest expense, was \$1.6 million in the first six months of 1995, compared to \$2.8 million in 1994. The company had lower invested cash balances due mainly to the acquisition of two television stations in April 1994 and the repurchase of company stock.

Other income in the first half of 1995 was \$13.5 million, compared with \$2.6 million in the comparable period of 1994. The increase is due to the sale of substantially all of the company's interest in American PCS, L.P. in January 1995. In 1994 other income included a gain of \$2.5 million resulting from a change in the company's ownership interest in one of its affiliates.

**INCOME TAXES.** The effective tax rate in 1995 decreased to 41 percent, from 43 percent in 1994.

## FINANCIAL CONDITION

The company has completed its assessment of the need for a new production facility at The Washington Post newspaper. On May 17, 1995, the company announced a contract to purchase new press equipment as part of an estimated three year \$250 million capital project which it anticipates completing by 1998.

On August 8, the company announced it had reached agreements in principle to acquire three cable systems serving approximately 65,000 subscribers in four states from Time Warner and from Cox Communications. The combined purchase price is approximately \$120 million in cash.

The company expects to fund both the new plant construction and the cable system acquisitions through internally generated funds and short-term borrowings.

As indicated previously, the newspaper division has experienced significant increases in newsprint prices in the first half of 1995 and anticipates further increases during the year. These increases have had and will continue to have a negative impact on the company's operating results. As a result of the company's investment in newsprint paper mills, which are included in equity in income of affiliates, the company expects that a significant portion of the increased costs will be offset by its share of increased profits at the newsprint affiliates.

As of the end of 1994, the company had repurchased approximately 885,000 shares of the one million Class B shares authorized for repurchase by the Board of Directors in May 1990. In January 1995 the Board of Directors authorized the company to repurchase an additional one million Class B shares, primarily through block purchases. In the first six months of 1995, the company repurchased 322,606 shares of its Class B common stock for \$79.6 million. This completed the repurchase under the May 1990 authorization; approximately 790,000 Class B shares remain to be repurchased under the January 1995 authorization.

The company has experienced no other significant changes in its financial condition since the end of 1994.

## PART II - OTHER INFORMATION

## ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

At the Company's May 11, 1995, Annual Meeting of Stockholders, the stockholders elected each of the nominees to its Board of Directors named in the Company's proxy statement dated March 31, 1995. The voting results are set forth below:

Election of the nominees to the Board of Directors:

## CLASS A DIRECTORS

NOMINEE -----	FOR ---	WITHHELD -----	BROKER NON-VOTES -----
Cohen	1,843,250	- 0 -	- 0 -
Gillespie	1,843,250	- 0 -	- 0 -
D. Graham	1,843,250	- 0 -	- 0 -
K. Graham	1,843,250	- 0 -	- 0 -
Ruane	1,843,250	- 0 -	- 0 -
Simmons	1,843,250	- 0 -	- 0 -
Spoon	1,843,250	- 0 -	- 0 -
Wilson	1,843,250	- 0 -	- 0 -

## CLASS B DIRECTORS

NOMINEE -----	FOR ---	WITHHELD -----	BROKER NON-VOTES -----
Burke	7,934,697	35,060	- 0 -
Gomory	7,934,747	35,010	- 0 -
Keough	7,934,707	35,050	- 0 -
Preiskel	7,931,962	37,795	- 0 -

## ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) The following documents are filed as exhibits to this report:

EXHIBIT NUMBER	DESCRIPTION	FILING PAGE NUMBER
11	Calculation of average number of shares outstanding.....	16
27	Financial Data Schedule (Electronic Filing Only).	17

(b) No reports on Form 8-K were filed during the period covered by this report.

## 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.

THE WASHINGTON POST COMPANY  
(Registrant)

Date: August 16, 1995  
-----

/s/ Donald E. Graham  
-----

Donald E. Graham, Chairman &  
Chief Executive Officer  
(Principal Executive Officer)

Date: August 16, 1995  
-----

/s/ John B. Morse, Jr.  
-----

John B. Morse, Jr., Vice President-Finance  
(Principal Financial Officer)



## Exhibit 11

CALCULATION OF AVERAGE  
NUMBER OF SHARES OUTSTANDING  
(In thousands of shares)

	Thirteen Weeks Ended		Twenty-Six Weeks Ended	
	July 2, 1995	July 3, 1994	July 2, 1995	July 3, 1994
Number of shares of Class A and Class B stock outstanding at beginning of period	11,109	11,713	11,346	11,713
Issuance of shares of Class B common stock (weighted), net of forfeiture of restricted stock awards	--	--	18	--
Repurchase of Class B common stock (weighted)	(34)	(50)	(219)	(25)
Unexercised stock option equivalent shares computed under the "treasury stock method"	9	4	7	5
Average number of shares outstanding during the period	<u>11,084</u>	<u>11,667</u>	<u>11,152</u>	<u>11,693</u>

This schedule contains summary financial information extracted from the Consolidated Statement of Income for the six months ended July 2, 1995 and the Consolidated Balance Sheet as of July 2, 1995 and is qualified in its entirety by reference to such financial statements.

1,000

6-MOS		
	DEC-31-1995	
	JUL-2-1995	
		90,310
		9,312
		234,494
		40,028
		25,344
		349,711
		969,436
		510,402
		1,718,065
	329,987	
		50,259
		20,000
	0	
		0
		1,104,041
1,718,065		0
	838,545	0
		0
	448,037	
	0	
	26,913	
	2,799	
	161,792	
	66,380	
	95,412	
	0	
	0	
		0
	95,412	
	\$8.56	
	\$8.56	