

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K/A

Annual report pursuant to section 13 and 15(d) [amend]

Filing Date: **1994-12-27** | Period of Report: **1994-06-30**
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FILER

BOLT BERANEK & NEWMAN INC

CIK: **13021** | IRS No.: **042164398** | State of Incorporation: **MA** | Fiscal Year End: **0630**
Type: **10-K/A** | Act: **34** | File No.: **001-06435** | Film No.: **94566369**
SIC: **7373** Computer integrated systems design

Business Address
150 CAMBRIDGE PARK DR
CAMBRIDGE MA 02140
6178732000

FORM 10-K/A

Amendment No. 1 to Form 10-K, filed December 27, 1994

Securities and Exchange Commission

Washington, D.C. 20549

Commission File No. 1-6435

(Mark One)

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

For the fiscal year ended June 30, 1994

or

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

For the Transition Period From _____ to _____

BOLT BERANEK AND NEWMAN INC.

(Exact name of registrant as specified in its charter)

Massachusetts

04-2164398

(State of Incorporation)

(IRS Employer Identification Number)

150 CambridgePark Drive, Cambridge, Massachusetts 02140

(Address of principal executive offices) (Zip Code)

(617) 873-2000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of each exchange on which registered
Common Stock, \$1.00 par value	New York Stock Exchange
6% Convertible Subordinated Debentures	New York Stock Exchange
Common Stock Purchase Rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

The undersigned registrant hereby amends its Annual Report for the year ended June 30, 1994 on Form 10-K, as set forth in the pages attached hereto,

By adding Exhibits 23.1, Consent of Independent Accountants, and 99.1 containing information, financial statements, and exhibits required by Form 11-K with respect to the Bolt Beranek and Newman Inc. Retirement Trust.

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

BOLT BERANEK AND NEWMAN INC.

By: Ralph A. Goldwasser
Senior Vice President and
Chief Financial Officer

December 27, 1994

Exhibit Index

Exhibit

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23.1 Consent of Independent Accountants

99.1 Form 11-K with respect to the Bolt Beranek and Newman
 Inc. Retirement Trust

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the registration statement of Bolt Beranek and Newman Inc. on Form S-8 (File No. 33-31385) of our report dated December 21, 1994 on our audits of the statement of net assets available for plan benefits of the Bolt Beranek and Newman Inc. Retirement Trust as of June 30, 1994 and 1993 and related statement of changes in net assets available for Plan Benefits for the year ended June 30, 1994 which are included on Form 11-K.

COOPERS & LYBRAND

Boston, Massachusetts
December 27, 1994

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended June 30, 1994

OR

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

For the transition period from _____ to _____ .

Commission File No. 1-6435

A. BOLT BERANEK AND NEWMAN INC. RETIREMENT TRUST
(Full title of plan)

B. Bolt Beranek and Newman Inc.
150 CambridgePark Drive
Cambridge, MA 02140
(Name and address of issuer)

Pursuant to the requirements of the Securities Exchange Act of 1934, the
trustees have duly caused the annual report to be signed on its behalf by the
undersigned thereunto duly authorized.

BOLT BERANEK AND NEWMAN INC.
RETIREMENT TRUST

Stephen P. Heinrich
Trustee
Bolt Beranek and Newman Inc.
Retirement Trust

Vice President
Bolt Beranek and Newman Inc.

December 27, 1994

BOLT BERANEK AND NEWMAN INC. RETIREMENT TRUST
FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULES

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Notes to Financial Statements	*
Supplemental Schedules:	
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Item 27d - Schedule of Reportable Transactions for the year ended June 30, 1994	*

NOTE: Certain supplemental schedules required by the Employee Retirement

Income Security Act of 1974 have not been included herein, as they are not applicable to the Bolt Beranek and Newman Inc. Retirement Trust.

NOTE: Page references relate solely to this document in its traditional filing format.

NOTE: * - Financial statements and schedules prepared in accordance with the financial reporting requirements of ERISA for the Bolt Beranek and Newman Inc. Retirement Trust are being filed in paper under cover of Form SE.

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Trustees and Plan Administrators of
Bolt Beranek and Newman Inc. Retirement Trust:

We have audited the statements of net assets available for plan benefits of the Bolt Beranek and Newman Inc. Retirement Trust (the "Plan") as of June 30, 1994 and 1993 and the related statement of changes in net assets available for plan benefits for the year ended June 30, 1994. These financial statements are the responsibility of the Board of Trustees and the Plan Administrators. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of June 30, 1994 and 1993, and the changes in net assets available for plan benefits for the year ended June 30, 1994 in conformity with generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and

Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects, in relation to the basic financial statements taken as a whole.

Coopers & Lybrand

Boston, Massachusetts
December 21, 1994