

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q/A

AMENDMENT NO. 1 TO QUARTERLY REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 1998

Commission File Number: 1-13293

SunSource Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware 23-2874736  
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)  
Incorporation of Organization)

SunSource Inc.  
3000 One Logan Square  
Philadelphia, Pennsylvania 19103  
(Address of Principal Executive Offices and Zip Code)

(215) 282-1290  
(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 [ x ] No [ ]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: Common Stock, par value \$.01, - - 6,756,163 shares outstanding as of February 5, 1999.

This Amendment No. 1 is filed to amend Item 6(a) of Part II and to file certain exhibits.

ITEM 6. Exhibits and Reports on Form 8-K

(a)

Exhibit Number	Description
3.1	Amendment No. 1 to Bylaws of the Registrant*

\* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

SUNSOURCE INC.

Date: February 5, 1999

/s/ Joseph M. Corvino

-----  
Joseph M. Corvino  
Vice President-Finance  
(Chief Financial Officer)

/s/ John J. Dabrowski

-----  
John J. Dabrowski  
Controller  
(Chief Accounting Officer)

AMENDMENT NO. 1 TO  
BYLAWS OF SUNSOURCE INC.

The Bylaws (the "Bylaws") of SunSource Inc., a Delaware corporation (the "Company"), are amended in accordance with Section 8.06 of the Bylaws as follows pursuant to a resolution adopted at a meeting of the Company's Board of Directors on September 24, 1998:

Section 3.03 is amended and restated in its entirety to read as follows:

SECTION 3.03. Special Meetings. Special meetings of the stockholders of the corporation may be called at any time only by the chairman or a majority of the board of directors.