

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: **1996-08-26**
SEC Accession No. **0000896058-96-000155**

(HTML Version on secdatabase.com)

SUBJECT COMPANY

PARACELSUS HEALTHCARE CORP

CIK: **758722** | IRS No.: **953565943** | State of Incorporation: **CA** | Fiscal Year End: **0930**
Type: **SC 13D** | Act: **34** | File No.: **005-46747** | Film No.: **96620579**
SIC: **8062** General medical & surgical hospitals, nec

Business Address
515 W GREENS RD
STE 800
HOUSTON TX 77067
8187928600

FILED BY

DONALDSON LUFKIN & JENRETTE INC /NY/

CIK: **29646** | IRS No.: **131898818** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D**
SIC: **6200** Security & commodity brokers, dealers, exchanges & services

Mailing Address
277 PARK AVE
NEW YORK NY 10172

Business Address
277 PARK AVENUE
NEW YORK NY 10172
2128923000

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Paracelsus Healthcare Corporation

(Name of Issuer)

Common Stock, no stated value per share

(Title of Class of Securities)

698891108

(CUSIP Number of Class of Securities)

Thomas E. Siegler
c/o Donaldson, Lufkin & Jenrette, Inc.
277 Park Avenue
New York, New York 10172
(212) 892-3000

(Name, Address and Telephone Number of Persons Authorized
to Receive Notices and Communications)

August 16, 1996

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on
Schedule 13G to report the acquisition which is the subject of this
Schedule 13D, and is filing this Schedule because of Rule 13d-1(b) (3)
or (4), check the following box:

Check the following box if a fee is being paid with this
Statement:

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DLJ Venture Capital Fund II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |

(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

SC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

37,606

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,606 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1% -- See Item 5

14. TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP NO. 698891108

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DLJ Fund Associates II

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

37,606

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

37,606 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1% -- See Item 5

14. TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sprout Growth, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |

(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

SC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARES VOTING POWER

0

9. SOLE DISPOSITIVE POWER

773,909

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

773,909 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.4% -- See Item 5

14. TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP NO. 698891108

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DLJ Growth Associates

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7. SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARES VOTING POWER

0

9. SOLE DISPOSITIVE POWER

773,909

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

773,909 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.4% -- See Item 5

14. TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sprout Capital VI, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |

(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

SC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

1,170,109

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,170,109 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1% -- See Item 5

14. TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP NO. 698891108

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Sprout Growth II, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

635,652

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

635,652 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.2% -- See Item 5

14. TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DLJ Capital Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

SC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

2,681,972

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,681,972 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.9% -- See Item 5

14. TYPE OF REPORTING PERSON

CO

Page 8 of 38 Pages

SCHEDULE 13D

CUSIP NO. 698891108

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DLJ First ESC L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

1,969

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,969 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1% -- See Item 5

14. TYPE OF REPORTING PERSON

IV

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DLJ LBO Plans Management Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |

(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

1,969

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,969

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1% -- See Item 5

14. TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP NO. 698891108

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

DLJ Capital Investors, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

1,969

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,969

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 0.1% -- See Item 5

14. TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Donaldson, Lufkin & Jenrette Securities Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

SC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

101,512

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

101,512 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2% -- See Item 5

14. TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP NO. 698891108

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Donaldson, Lufkin & Jenrette, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14. TYPE OF REPORTING PERSON

CO, HC

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Equitable Companies Incorporated

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |

(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14. TYPE OF REPORTING PERSON

CO, HC

SCHEDULE 13D

CUSIP NO. 698891108

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) | |

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14. TYPE OF REPORTING PERSON

HC

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Finaxa

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |

(b) | |

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14. TYPE OF REPORTING PERSON

HC

SCHEDULE 13D

CUSIP NO. 698891108

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances I.A.R.D. Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14. TYPE OF REPORTING PERSON

IC

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances Vie Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |

(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

| |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14. TYPE OF REPORTING PERSON

IC

SCHEDULE 13D

CUSIP NO. 698891108

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Uni Europe Assurance Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14. TYPE OF REPORTING PERSON

IC

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Alpha Assurances Vie Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |

(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14. TYPE OF REPORTING PERSON

IC

SCHEDULE 13D

CUSIP NO. 698891108

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Alpha Assurances I.A.R.D. Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) |X|

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14. TYPE OF REPORTING PERSON

IC

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Claude Bebear, as AXA Voting Trustee

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) | |

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14. TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP NO. 698891108

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Patrice Garnier, as AXA Voting Trustee

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |
(b) | |

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453 -- See Item 5

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES | |

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

14. TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP NO. 698891108

=====

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Henri de Clermont-Tonnerre, as AXA Voting Trustee

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) | |

(b) | |

3. SEC USE ONLY

4. SOURCE OF FUNDS

N/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) | |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

France

7. SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,785,453

10. SHARED DISPOSITIVE POWER

 11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,785,453 -- See Item 5

 12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES | |

 13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.1%

 14. TYPE OF REPORTING PERSON

IN
 =====

Page 24 of 38 Pages

ITEM 1. SECURITY AND ISSUER

The class of equity securities to which this statement on Schedule 13D relates is the common stock, no stated value per share (the "Common Stock"), of Paracelsus Healthcare Corporation (the "Company"), a California corporation. The principal executive offices of the Company are located at 515 West Greens Road, Suite 800, Houston, Texas 77067.

ITEM 2. IDENTITY AND BACKGROUND

This statement on Schedule 13D is being filed jointly on behalf of the following persons (collectively, the "Reporting Persons") (1) DLJ Venture Capital Fund II, L.P., a Delaware limited partnership ("DLJ II"), (2) DLJ Fund Associates II, a New York partnership ("Associates II"), (3) Sprout Growth, L.P., a Delaware limited partnership ("Growth"), (4) DLJ Growth Associates, a New York partnership ("Associates"), (5) Sprout Capital VI, L.P., a Delaware limited partnership ("Sprout VI"), (6) Sprout Growth II, L.P., a Delaware limited partnership ("Growth II"), (7) DLJ Capital Corporation, a Delaware corporation ("DLJCC"), (8) DLJ First ESC L.L.C., a Delaware limited liability company ("ESC"), (9) DLJ LBO Plans Management Corporation, a Delaware corporation ("LBO"), (10) DLJ Capital Investors, Inc., a Delaware corporation ("DLJCI"), (11) Donaldson, Lufkin & Jenrette Securities Corporation, a Delaware

corporation ("DLJSC"), (12) Donaldson, Lufkin & Jenrette, Inc., a Delaware corporation ("DLJ"), (13) The Equitable Companies Incorporated, a Delaware corporation ("Equitable"), (14) AXA, a societe anonyme organized under the laws of France, (15) Finaxa, a societe anonyme organized under the laws of France, (16) AXA Assurances I.A.R.D. Mutuelle, a mutual insurance company organized under the laws of France, (17) AXA Assurances Vie Mutuelle, a mutual insurance company organized under the laws of France, (18) Uni Europe Assurance Mutuelle, a mutual insurance company organized under the laws of France, (19) Alpha Assurances Vie Mutuelle, a mutual insurance company organized under the laws of France, (20) Alpha Assurances I.A.R.D. Mutuelle, a mutual insurance company organized under the laws of France, and (21) Claude Bebear, Patrice Garnier, and Henri de Clermont-Tonnerre, trustees (the "AXA Voting Trustees") of a voting trust (the "AXA Voting Trust") established pursuant to a Voting Trust Agreement by and among AXA and the AXA Voting Trustees dated as of May 12, 1992.

DLJ II is a Delaware limited partnership formed to invest in securities for long-term appreciation. Associates II is the general partner of DLJ II and makes all of the investment and voting decisions on the part of DLJ II.

Page 25 of 38 Pages

Associates II is a New York partnership formed to serve as the general partner of DLJ II.

Growth is a Delaware limited partnership formed to invest in securities for long-term appreciation. Associates is the general partner of Growth and makes all of the investment and voting decisions on the part of Growth.

Associates is a New York partnership formed to serve as the general partner of Growth. DLJCC is a general partner of Associates.

Sprout VI is a Delaware limited partnership formed to invest in securities for long-term appreciation. DLJCC is the managing general partner of Sprout VI and makes all of the investment and voting decisions on the part of Sprout VI.

Growth II is a Delaware limited partnership formed to invest in securities for long-term appreciation. DLJCC is the managing general partner of Growth II and makes all of the investment and voting decisions on the part of Growth II.

DLJCC is a Delaware corporation formed to make investments in industrial and other companies and to participate in the management of venture

capital investment pools. DLJCC is a wholly owned subsidiary of DLJ.

ESC is a Delaware limited liability company and an "employee securities corporation" as defined in the Investment Company Act of 1940, as amended. LBO is the Manager of ESC and makes all of the investment and voting decisions on the part of ESC.

LBO is a Delaware corporation and registered investment adviser under the Investment Advisers Act of 1940, as amended. LBO is a wholly owned subsidiary of DLJCI.

DLJCI is a Delaware corporation and a holding company. DLJCI is a wholly owned subsidiary of DLJ.

DLJSC is a Delaware corporation and a registered broker/dealer. DLJSC is a wholly owned subsidiary of DLJ.

DLJ is a publicly-held Delaware corporation. DLJ directly owns all of the capital stock of DLJCC, DLJSC and DLJCI. DLJ, acting on its own behalf or through its subsidiaries, is a registered broker/dealer and registered investment adviser engaged in investment banking, institutional trading and research, investment management and financial and correspondence brokerage services.

Equitable is a Delaware corporation and is a holding company. Equitable owns, directly or indirectly, 80.2% of DLJ.

Page 26 of 38 Pages

AXA is a societe anonyme organized under the laws of France and a holding company for an international group of insurance and related financial services companies. As of July 1, 1996, approximately 60.7% of the outstanding common stock as well as certain convertible preferred stock of Equitable was beneficially owned by AXA. For insurance regulatory purposes, to insure that certain indirect minority shareholders of AXA will not be able to exercise control over Equitable and certain of its insurance subsidiaries, the voting shares of Equitable capital stock beneficially owned by AXA and its subsidiaries have been deposited into the AXA Voting Trust. For additional information regarding the AXA Voting Trust, reference is made to the Schedule 13D filed by AXA with respect to Equitable.

Finaxa is a societe anonyme organized under the laws of France and is a holding company. As of July 18, 1996, Finaxa controlled approximately 30.4% of the issued shares (representing approximately 39.4% of the voting power) of AXA.

Each of AXA Assurances I.A.R.D. Mutuelle, AXA Assurances Vie Mutuelle, Uni Europe Assurance Mutuelle, Alpha Assurances Vie Mutuelle, and Alpha Assurances I.A.R.D. Mutuelle (collectively, the "Mutuelles AXA") is a mutual insurance company organized under the laws of France. The Mutuelles AXA are owned by approximately 1.5 million policy holders. As of July 18, 1996, the Mutuelles AXA, as a group, control, directly and indirectly, through intermediate holding companies, approximately 38.1% of the issued shares (representing approximately 45.5% of the voting power) of AXA. AXA is indirectly controlled by the Mutuelles AXA, acting as a group.

Claude Bebear, Patrice Garnier and Henri de Clermont-Tonnerre, the AXA Voting Trustees, exercise all voting rights with respect to the shares of Equitable capital stock beneficially owned by AXA and its subsidiaries that have been deposited in the AXA Voting Trust. The business address, citizenship and present principal occupation of each of the AXA Voting Trustees are set forth on Schedule G attached hereto.

The address of the principal business and principal office of each of DLJ II, Associates II, Growth, Associates, Sprout VI, Growth II, DLJCC, ESC, LBO, DLJCI, DLJSC, and DLJ is 277 Park Avenue, New York, New York 10172. The address of the principal business and principal office of Equitable is 787 Seventh Avenue, New York, New York 10019.

The address of the principal business and principal office of each of AXA, Finaxa and the AXA Voting Trustees is 23, avenue Matignon, 75008 Paris, France; of each of AXA Assurances I.A.R.D. Mutuelle and AXA Assurances

Page 27 of 38 Pages

Vie Mutuelle is 21, rue de Chateaudun, 75009, Paris, France; of Uni Europe Assurance Mutuelle is 24, rue Drouot, 75009 Paris, France; and of each of Alpha Assurances I.A.R.D. Mutuelle and Alpha Assurances Vie Mutuelle is Tour Franklin, 100/101 Terrasse Boieldieu, Cedex 11, 92042 Paris La Defense, France.

The name, business address, citizenship, present and principal occupation or employment, and the name, principal business and address of any corporation or organization in which each such employment is conducted, of each executive officer or member, as applicable, of the Board of Directors or the Conseil d'Administration (French analogue of a board of directors) of DLJCC, LBO, DLJCI, DLJSC, DLJ, Equitable, AXA, Finaxa, and the Mutuelles AXA are set forth on Schedules A through M, respectively, attached hereto.

During the past five (5) years, neither any of the Reporting Persons nor, to the best knowledge of any of the Reporting Persons, any of the

other persons listed on Schedules A through M attached hereto, has been (i) convicted in a criminal proceedings (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to United States federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

On April 15, 1996, the Company and Champion Healthcare Corporation ("Champion"), a Delaware corporation, announced that they had entered into an Agreement and Plan of Merger, dated as of April 12, 1996, as amended and restated on May 29, 1996 (the "Merger Agreement"). The Merger Agreement provides for, among other things, the merger (the "Merger") of PC Merger Sub, Inc., a newly organized Delaware corporation and a wholly-owned subsidiary of the Company, with and into Champion upon the terms and subject to the conditions contained in the Merger Agreement. Pursuant to the Merger Agreement, prior to the Merger each share of Common Stock was split into 66,159.426 shares of Common Stock. In the Merger, each share of the common stock of Champion, par value \$.01 per share (the "Champion Common Stock") (other than shares owned by Champion or any of its subsidiaries or the Company or any of its subsidiaries), was exchanged for one share of Common Stock and each share of Series C Preferred Stock and of Series D Preferred Stock, par value \$.10 per share, of Champion (other than shares of Common Stock owned by Champion or any of its subsidiaries or the Company or any of its subsidiaries or by holders who

Page 28 of 38 Pages

perfect their appraisal rights under Delaware law) was exchanged for two shares of Common Stock.

The information set forth in Exhibit 2 hereto is hereby expressly incorporated herein by reference and the response to Item 3 of this statement on Schedule 13D is qualified in its entirety by the provisions of such exhibit.

ITEM 4. PURPOSE OF TRANSACTION

DLJ II, Growth, Sprout VI, Growth II, DLJCC, ESC and DLJSC

each acquired the Common Stock pursuant to the Merger Agreement and continue to hold the Common Stock for investment purposes. None of the Reporting Persons has any intention of acquiring control over the Company; however depending upon market and other conditions, DLJ II, Growth, Sprout VI, Growth II, DLJCC, ESC and DLJSC may acquire additional shares of Common Stock for investment purposes if such shares of Common Stock become available at prices that are attractive to them, or may dispose of all or a portion of the Common Stock that they currently own or may hereinafter acquire. Except as disclosed above, the Reporting Persons do not have any plans or proposals of the type set forth in Paragraphs (a) through (j) of Item 4 of Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

DLJ II may be deemed to be the beneficial owner of the 37,606 shares of Common Stock (the "DLJ II Shares") directly owned by it, or less than 0.1% of the Common Stock outstanding. DLJ II has the sole power to vote and the sole power to dispose of the DLJ II Shares.

Associates II, as the general partner of DLJ II, may be deemed for the purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Act"), to beneficially own indirectly the DLJ II Shares, or less than 0.1% of the Common Stock outstanding.

Growth may be deemed to be the beneficial owner of the 773,909 shares of Common Stock (the "Growth Shares") directly owned by it, or approximately 1.4% of the Common Stock outstanding. Growth has the sole power to vote and the sole power to dispose of the Growth Shares.

Associates, as the general partner of Growth, may be deemed for the purposes of Rule 13d-3 under the Act, to beneficially own indirectly the Growth Shares, or approximately 1.4% of the Common Stock outstanding.

Sprout VI may be deemed to be the beneficial owner of the 1,170,109 shares of Common Stock (the "Sprout VI Shares") directly owned by it,

Page 29 of 38 Pages

or approximately 2.1% of the Common Stock outstanding. Sprout VI has the sole power to vote and the sole power to dispose of the Sprout VI Shares.

Growth II may be deemed to be the beneficial owner of the 635,652 shares of Common Stock (the "Growth II Shares") directly owned by it, or approximately 1.2% of the Common Stock outstanding. Growth II has the sole power to vote and the sole power to dispose of the Growth II Shares.

DLJCC may be deemed to be the beneficial owner 64,696 shares of Common Stock directly owned by it, or approximately 0.1% of the Common Stock outstanding. DLJCC, because of its relationship with DLJ II and Associates II, as the general partner of Associates, and as the managing general partner of each of Sprout VI and Growth II, also may be deemed, for the purposes of Rule 13d-3 under the Act, to beneficially own indirectly the DLJ II Shares, the Growth Shares, the Sprout VI Shares, and the Growth II Shares, for a total of 2,681,972 (collectively, the "DLJCC Shares"), or approximately 4.9% of the Common Stock outstanding. DLJCC has the sole power to vote and the sole power to dispose of the DLJCC Shares directly owned by it.

ESC may be deemed to be the beneficial owner of the 1,969 shares of Common Stock (the "ESC Shares") directly owned by it, or less than 0.01% of the Common Stock outstanding. ESC has the sole power to vote and the sole power to dispose of the ESC Shares.

LBO, as the manager of ESC, may be deemed for the purposes of Rule 13d-3 under the Act, to beneficially own indirectly the ESC Shares, or less than 0.01% of the Common Stock outstanding.

DLJCI, as the sole stockholder of LBO, may be deemed for the purposes of Rule 13d-3 under the Act, to beneficially own indirectly the ESC Shares that LBO may be deemed to beneficially own indirectly, or less than 0.01% of the Common Stock outstanding.

DLJSC may be deemed to be the beneficial owner of the 101,512 shares of Common Stock (the "DLJSC Shares") directly owned by it, or approximately 0.2% of the Common Stock outstanding. DLJSC has the sole power to vote and the sole power to dispose of the DLJSC Shares.

As the sole stockholder of DLJCC, DLJCI and DLJSC, DLJ may be deemed, for the purposes of Rule 13d-3 under the Act, to beneficially own indirectly the DLJCC Shares, the ESC Shares that DLJCI may be deemed to beneficially own indirectly, and the DLJSC Shares for a total of 2,785,453 shares of Common Stock (the "DLJ Shares"), or approximately 5.1% of the Common Stock outstanding.

Page 30 of 38 Pages

Because of Equitable's ownership of DLJ, Equitable may be deemed, for the purposes of Rule 13d-3 under the Act, to beneficially own indirectly the DLJ Shares that may be deemed to be beneficially owned indirectly by DLJ.

Because of AXA's ownership interest in Equitable, and the AXA

Voting Trustees' power to vote the shares of Common Stock placed in the AXA Voting Trust, each of AXA and the AXA Voting Trustees may be deemed, for purposes of Rule 13d-3 under the Act, to beneficially own indirectly the shares of Common Stock that Equitable may be deemed to beneficially own indirectly. Because of the direct and indirect ownership interest in AXA of Finaxa and the Mutuelles AXA, each of Finaxa and the Mutuelles AXA may be deemed, for purposes of Rule 13d-3 under the Act, to beneficially own indirectly the shares of Common Stock that AXA may be deemed to beneficially own indirectly. AXA, Finaxa, the Mutuelles AXA, and the AXA Voting Trustees disclaim beneficial ownership of any of the DLJ Shares.

The Reporting Persons, in the aggregate, may be deemed to beneficially own 2,785,453 shares of Common Stock, or approximately 5.1% of the shares of the Common Stock outstanding. The percentage of the Common Stock outstanding reported as beneficially owned by each Reporting Person herein on the date hereof is based upon the 54,647,167 shares outstanding as of the close of business on August 16, 1996, after giving effect to the Merger and the issuance of shares of Common Stock in exchange for shares of Champion Common Stock pursuant thereto and the closing of the contemporaneous public offering by the Company of 5,200,000 primary shares of Common Stock as stated by the Company in its Prospectus dated August 13, 1996.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR
RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE
ISSUER

The response to Item 3 of this statement on Schedule 13D is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following documents are included as exhibits hereto:

1. Joint Filing Agreement pursuant to Rule 13d-1(f).
2. Amended and Restated Agreement and Plan of Merger, dated as of May 29, 1996, among the Company, Champion and PC Merger Sub, Inc., filed with the Securities and

Exchange Commission as Exhibit 2.1 to the Company's Form 8-K dated May 29, 1996, is incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

DLJ VENTURE CAPITAL FUND II, L.P.

By: DLJ Fund Associates II
General Partner

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Attorney-in-fact

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

DLJ FUND ASSOCIATES II

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Attorney-in-fact

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

SPROUT GROWTH, L.P.

By: DLJ Growth Associates
General Partner

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Attorney-in-fact

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

DLJ GROWTH ASSOCIATES

By: DLJ Capital Corporation
General Partner

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Secretary and Treasurer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

SPROUT CAPITAL VI, L.P.

By: DLJ Capital Corporation
Managing General Partner

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Secretary and Treasurer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

SPROUT GROWTH II, L.P.

By: DLJ Capital Corporation
Managing General Partner

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Secretary and Treasurer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

DLJ CAPITAL CORPORATION

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Secretary and Treasurer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

DLJ FIRST ESC L.L.C.

By: DLJ LBO Plans Management
Corporation Manager

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true,

complete and correct.

Date: August 23, 1996

DLJ LBO PLANS MANAGEMENT CORPORATION

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Vice President

Page 36 of 38 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

DLJ CAPITAL INVESTORS, INC.

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Secretary and Treasurer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

DONALDSON, LUFKIN & JENRETTE
SECURITIES CORPORATION

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Senior Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

DONALDSON, LUFKIN & JENRETTE, INC.

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Senior Vice President

Page 37 of 38 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

THE EQUITABLE COMPANIES INCORPORATED

By: /s/ Kevin R. Byrne

Kevin R. Byrne
Vice President and Treasurer

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 23, 1996

AXA
FINAXA
AXA ASSURANCES I.A.R.D. MUTUELLE
AXA ASSURANCES VIE MUTUELLE
UNI EUROPE ASSURANCE MUTUELLE
ALPHA ASSURANCES VIE MUTUELLE
ALPHA ASSURANCES I.A.R.D. MUTUELLE
CLAUDE BEBEAR, as AXA Voting Trustee
PATRICE GARNIER, as AXA Voting
Trustee
HENRI DE CLERMONT-TONNERRE,
as AXA Voting Trustee

Signed on behalf of each of the above

By: /s/ Richard V. Silver

Richard V. Silver
Attorney-in-fact

-38-

SCHEDULE A

Executive Officers and Directors
of
DLJ Capital Corporation

The names of the Directors and the names and titles of the Executive Officers of DLJ Capital Corporation ("DLJCC") and their business addresses and principal occupations are set forth below. Each Director's or Executive Officer's business address is that of DLJCC at 277 Park Avenue, New

York, New York 10172. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to DLJCC and each individual is a United States citizen.

Name, Business Address -----	Present Principal Occupation -----
* Richard E. Kroon	President and Chief Executive Officer
* Anthony F. Daddino	Vice President; Executive Vice President and Chief Financial Officer, Donaldson, Lufkin & Jenrette, Inc.
* Thomas E. Siegler	Secretary and Treasurer; Senior Vice President and Secretary, Donaldson, Lufkin & Jenrette, Inc.
----- * Director	

SCHEDULE B

Executive Officers and Directors
of
DLJ LBO Plans Management Corporation

The names of the Directors and the names and titles of the Executive Officers of DLJ LBO Plans Management Corporation ("LBO") and their business addresses and principal occupations are set forth below. Each Director's or Executive Officer's business address is that of LBO at 277 Park Avenue, New York, New York 10172. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to LBO and each individual is a United States citizen.

Name, Business Address	Present Principal Occupation
------------------------	------------------------------

* Anthony F. Daddino

President; Executive Vice
President and Chief Financial
Officer, Donaldson, Lufkin &
Jenrette, Inc.

* Vincent DeGiaino

Vice President

* Thomas E. Siegler

Vice President and Secretary;
Senior Vice President and
Secretary, Donaldson, Lufkin &
Jenrette, Inc.

* Director

SCHEDULE C

Executive Officers and Directors
of
DLJ Capital Investors, Inc.

The names of the Directors and the names and titles of the Executive Officers of DLJ Capital Investors, Inc. ("DLJCI") and their business addresses and principal occupations are set forth below. If no address is given, the Director's or Executive Officer's business address is that of DLJCI at 277 Park Avenue, New York, New York 10172. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to DLJCI and each individual is a United States citizen.

Name, Business Address

Present Principal Occupation

* John S. Chalsty

Chairman; Chairman and Chief
Executive Officer, Donaldson, Lufkin
& Jenrette, Inc.

* Hamilton E. James	Chief Executive Officer; Managing Director, Donaldson, Lufkin & Jenrette, Inc.
* Joe L. Roby	Chief Operating Officer; President and Chief Operating Officer, Donaldson, Lufkin & Jenrette, Inc.
* Anthony F. Daddino	Executive Vice President and Chief Financial Officer; Executive Vice President and Chief Financial Officer, Donaldson, Lufkin & Jenrette, Inc.
Thomas E. Siegler	Secretary and Treasurer; Senior Vice President and Secretary, Donaldson, Lufkin & Jenrette, Inc.

* Director

SCHEDULE D

Executive Officers and Directors
of
Donaldson, Lufkin & Jenrette Securities Corporation

The names of the Directors and the names and titles of the Executive Officers of Donaldson, Lufkin & Jenrette Securities Corporation ("DLJSC") and their business addresses and principal occupations are set forth

below. If no address is given, the Director's or Executive Officer's business address is that of DLJSC at 277 Park Avenue, New York, New York 10172. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to DLJSC and each individual is a United States citizen.

Name, Business Address -----	Present Principal Occupation -----
* John S. Chalsty	Chairman and Chief Executive Officer; Chairman and Chief Executive Officer, Donaldson, Lufkin & Jenrette, Inc.
* Joe L. Roby	President and Chief Operating Officer; President and Chief Operating Officer, Donaldson, Lufkin & Jenrette, Inc.
* Carl B. Menges	Vice Chairman of the Board; Vice Chairman of the Board, Donaldson, Lufkin & Jenrette, Inc.
* Hamilton E. James	Managing Director; Managing Director, Donaldson, Lufkin & Jenrette, Inc.
* Richard S. Pechter	Managing Director; Managing Director, Donaldson, Lufkin & Jenrette, Inc.
* Theodore P. Shen	Managing Director; Managing Director, Donaldson, Lufkin & Jenrette, Inc.
* Anthony F. Daddino	Executive Vice President and Chief Financial Officer; Executive Vice President and Chief Financial Officer, Donaldson, Lufkin & Jenrette, Inc.

Executive Officers and Directors
of
Donaldson, Lufkin & Jenrette, Inc.

The names of the Directors and the names and titles of the Executive Officers of Donaldson, Lufkin & Jenrette, Inc. ("DLJ") and their business addresses and principal occupations are set forth below. If no address is given, the Director's or Executive Officer's business address is that of DLJ at 277 Park Avenue, New York, New York 10172. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to DLJ and each individual is a United States citizen.

Name, Business Address -----	Present Principal Occupation -----
* John S. Chalsty	Chairman and Chief Executive Officer
* Joe L. Roby	President and Chief Operating Officer
* Claude Bebear (1) AXA 23, avenue Matignon 75008 Paris, France	Chairman and Chief Executive Officer, AXA
* Henri de Castries (1) AXA 23, avenue Matignon 75008 Paris, France	Executive Vice President Financial Services and Life Insurance Activities, AXA
* Kevin Dolan AXA Asset Management 40, rue de Collissee 75008 Paris, France	Executive Vice President, AXA Asset Management
* Louis Harris LH Research 152 East 38th Street New York, New York 10016-2605	Chairman and Chief Executive Officer, LH Research (research)

- * Henri G. Hottingeur (2)
Banque Hottingeur
38, rue de Provence
75009 Paris, France

Chairman and Chief Executive
Officer, Banque Hottingeur
(banking)
- * W. Edwin Jarmain (3)
Jarmain Group Inc.
95 Wellington Street
West Suite 805
Toronto, Canada

President, Jarmain Group
Inc. (private investment
holding company)
- * Francis Jungers
19880 NW Nestucca Drive
Portland, Oregon 97229

Retired
- * Joseph J. Melone
The Equitable Companies
Incorporated
787 Seventh Avenue
New York, New York 10019

President and Chief
Executive Officer, The
Equitable Companies
Incorporated
- * W. J. Sanders, III
Advanced Micro Devices,
Inc.
901 Thompson Place
Sunnyvale, CA 94086

Chairman and Chief Executive
Officer, Advanced Micro
Devices
- * Jerry M. de St. Paer
The Equitable Companies
Incorporated
787 Seventh Avenue
New York, New York 10019

Executive Vice President and
Chief Financial Officer, The
Equitable Companies
Incorporated
- * John C. West
Bothea, Jordan & Griffin
23B Shelter Cove
Hilton Head Island, SC
29928

Retired
- * Carl B. Menges

Vice Chairman of the Board
- * Hamilton E. James

Managing Director

* Richard S. Pecther	Managing Director
* Theodore P. Shen	Managing Director
* Anthony F. Daddino	Executive Vice President and Chief Financial Officer
Robert J. Albano	Senior Vice President and Director of Compliance and Regulatory Affairs
Michael M. Bendik	Senior Vice President and Chief Accounting Officer
Michael A. Boyd	Senior Vice President and General Counsel
Joseph D. Donnelly One Pershing Plaza Jersey City, NJ 07599	Senior Vice President and Associate General Counsel

E-2

Stuart S. Flamberg	Senior Vice President and Director of Taxes
Roy A. Garman	Senior Vice President and Controller
Charles J. Hendrickson	Senior Vice President and Treasurer
Gerald B. Rigg	Senior Vice President and Director of Human Resources
Thomas E. Siegler	Senior Vice President and Secretary
Lucia D. Swanson	Senior Vice President and Associate General Counsel

-
- * Director
(1) Citizen of the Republic of France
(2) Citizen of Canada
(3) Citizen of Switzerland

Executive Officers and Directors
of
The Equitable Companies Incorporated

The names of the Directors and the names and titles of the Executive Officers of The Equitable Companies Incorporated ("Equitable") and their business addresses and principal occupations are set forth below. If no address is given, Director's or Executive Officer's business address is that of Equitable at 787 Seventh Avenue, New York, New York 10019. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Equitable and each individual is a United States citizen.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear (1) AXA 23, avenue Matignon 75008 Paris, France	Chairman of the Board; Chairman and Chief Executive Officer, AXA
* James M. Benson	Senior Executive Vice President and Chief Operating Officer; President and Chief Executive Officer, The Equitable Life Assurance Society of the United States
* Henri de Castries (1) AXA 23, avenue Matignon 75008 Paris, France	Vice Chairman of the Board; Executive Vice President, Financial Services and Life Insurance Activities outside France, AXA
* John S. Chalsty Donaldson, Lufkin & Jenrette, Inc. 277 Park Avenue New York, NY 10172	Chairman and Chief Executive Officer, Donaldson, Lufkin & Jenrette, Inc.

Jerry M. de St. Paer

Senior Executive Vice
President and Chief
Financial Officer; Executive
Vice President, The
Equitable Life Assurance
Society of the United States

* Joseph L. Dionne
The McGraw Hill Companies
1221 Avenue of the
Americas
New York, NY 10020

Chairman and Chief Executive
Officer, The McGraw Hill
Companies (publishing)

* William T. Esrey
Sprint Corporation
P.O. Box 11315
Kansas City, MO 64112

Chairman of the Board and
Chief Executive Officer, The
Sprint Corporation
(telecommunications)

* Jean-Rene Fourtou (1)
Rhone-Poulenc S.A.
25 quai Paul Doumer
92408 Courbevoie,
France

Chairman and Chief Executive
Officer, Rhone-Poulenc S.A.
(industry)

Robert E. Garber

Executive Vice President and
General Counsel

* Donald J. Greene
LeBoeuf, Lamb, Greene &
MacRae
125 West 55th Street
New York, NY 10019

Partner, LeBoeuf, Lamb,
Greene & MacRae (law firm)

* Anthony J. Hamilton (2)
35 Wilson Street
London, England EC2M 2SJ

Group Chairman, Fox-Pitt,
Kelton Limited (Finance)

* John T. Hartley
Harris Corporation
1025 Nasa Boulevard

Retired Chairman and Chief
Executive Officer, Harris
Corporation (manufacturer of

- Melbourne, FL 32919
- electronic, telephone and copying systems)
- * John H. F. Haskell, Jr.
Dillon, Read & Co., Inc.
535 Madison Avenue
New York, NY 10028
- Director and Managing Director, Dillon, Read & Co., Inc. (investment banking firm)
- * W. Edwin Jarmain (3)
Jarmain Group Inc.
95 Wellington St. West
Suite 805
Toronto, Ontario M5J 2N7
Canada
- President, Jarmain Group Inc. (private investment holding company)
- * Winthrop Knowlton
Knowlton Brothers, Inc.
530 Fifth Avenue
New York, NY 10036
- Chairman, Knowlton Brothers, Inc. (private investment firm); President and Chief Executive Officer, Knowlton Associates, Inc. (consulting firm)
- * Arthur L. Liman
Paul, Weiss, Rifkind, Wharton & Garrison
1285 Avenue of the Americas
New York, NY 10019
- Partner, Paul, Weiss, Rifkind, Wharton & Garrison (law firm)

F-2

- William T. McCaffrey
- Executive Vice President and Chief Administrative Officer; Senior Executive Vice President and Chief Operating Officer, The Equitable Life Assurance Society of the United States
- * Joseph J. Melone
- Chief Executive Officer and President; Chairman of the Board, The Equitable Life Assurance Society of the

United States

Peter D. Noris

Executive Vice President and
Chief Investment Officer;
Executive Vice President and
Chief Investment Officer,
The Equitable Life Assurance
Society of the United States

* Didier Pineau-Valencienne
64-70, avenue Jean
Baptiste Clement
92646 Boulogne Cedex,
France

Chairman and Chief Executive
Officer, Schneider S.A.
(electric equipment)

* George J. Sella, Jr.
American Cyanamid Company
P.O. Box 3017
Newton, NJ 07860

Retired Chairman, President
and Chief Executive Officer,
American Cyanamid Company
(manufacturer pharmaceutical
products and agricultural
products)

Jose Suquet

Executive Vice President;
Executive Vice President and
Chief Agency Officer; The
Equitable Life Assurance
Society of the United States

Stanley B. Tulin

Executive Vice President;
Senior Executive Vice
President and Chief
Financial Officer, The
Equitable Life Assurance
Society of the United States

F-3

* Dave H. Williams
Alliance Capital
Management Corporation
1345 Avenue of the
Americas

Chairman and Chief Executive
Officer, Alliance Capital
Management Corp. (investment
company)

-
- * Director
 (1) Citizen of the Republic of France
(2) Citizen of United Kingdom
(3) Citizen of Canada

Executive Officers and Members
Members of Conseil d'Administration
of
AXA

The names of the Members of Conseil d'Administration and the names and titles of the Executive Officers of AXA ("AXA") and their business addresses and principal occupations are set forth below. If no address is given, the Member's or Executive Officer's business address is that of AXA at 23, avenue Matignon, 75008 Paris, France. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to AXA and each individual is a citizen of the Republic of France.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear	Chairman and Chief Executive Officer
* Antoine Bernheim Piazza Duca Degli Abruzzi 2 34132 Trieste, Italy	Chairman, Assicurazioni Generali S.p.A. (insurance)
Henri de Castries	Executive Vice President, Financial Services and Life Insurance Activities outside France
Francoise Colloc'h	Executive Vice President, Human Resources and Public Relations
* Henri de Clermont- Tonnerre 90, rue de Miromesnil 75008 Paris, France	Chairman, Societe d'Armement et de Navigation Charles Schiaffino (transportation)
* David Dautresme 121, Boulevard Haussman 75008 Paris, France	General Partner, Lazard Freres et Cie (investment banking)

- * Jean-Rene Fourtou
25, quai Paul Doumer
92408 Courbevoie, France
Chairman and Chief Executive Officer, Rhone-Poulenc S.A. (industry)
- * Michel Francois-Poncet
3, rue d'Autin
75002 Paris, France
Chairman of the Supervisory Board of Compagnie Financiere Paribas and Banque Paribas (financial services and banking)
- * Patrice Garnier
Retired
- * Gianfranco Gutty (1)
Piazza Duca Degli
Abruzzi 2
34132 Trieste, Italy
Director and Executive Officer, Assicurazioni Generali S.p.A. (insurance)
- * Anthony J. Hamilton (2)
35 Wilson Street
London, England EC2M
2SJ
Group Chairman, Fox-Pitt, Kelton Limited (Finance)
- * Henri Hottinguer (3)
38, rue de Provence
75009 Paris, France
Chairman and Chief Executive Officer, Banque Hottinguer (banking)
- * Richard H. Jenrette (4)
c/o Donaldson, Lufkin & Jenrette, Inc.
277 Park Avenue
New York, NY 10172
Retired Chairman, The Equitable Companies Incorporated
- * Henri Lachmann
56, rue Jean Giraudoux
67000 Strasbourg, France
Chairman and Chief Executive Officer, Strafor Facom (office furniture)
- Gerard de la Martiniere
Executive Vice President, Chief Financial Officer
- * Didier Pineau-Valencienne
Chairman and Chief Executive Officer, Schneider S.A.

64-70, avenue Jean
Baptiste Clement
92646 Boulogne Cedex,
France

(electric equipment)

Claude Tendil

Executive Vice President,
French Insurance Activities
and Non-Life and Composite
Insurance Activities outside
France

-
- * Member, Conseil d'Administration
- (1) Citizen of Italy
 - (2) Citizen of the United Kingdom
 - (3) Citizen of Switzerland
 - (4) Citizen of the United States of America

G-2

SCHEDULE H

Executive Officers and
Members of Conseil d'Administration
of
FINAXA

The names of the Members of Conseil d'Administration and the names and titles of the Executive Officers of Finaxa and their business addresses and principal occupations are set forth below. If no address is given, the Member's or Executive Officer's business address is that of Finaxa at 23, avenue Matignon, 75008 Paris, France. Unless otherwise indicated, each

occupation set forth opposite an individual's name refers to Finaxa and each individual is a citizen of the Republic of France.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear	Chairman and Chief Executive Officer; Chairman and Chief Executive Officer, AXA
* Henri de Castries	Executive Vice President, Financial Services and Life Insurance Activities outside France, AXA
* Henri de Clermont-Tonnerre 90, rue de Miromesnil 75008 Paris, France	Chairman, Societe d'Armement et de Navigation Charles Schiaffino (transportation)
* Jean-Rene Fourtou 25, quai Paul Doumer 92408 Courbevoie, France	Chairman and Chief Executive Officer, Rhone-Poulenc S.A. (industry)
* Patrice Garnier	Retired
* Henri Hottinguer (1) 38, rue de Provence 75009 Paris, France	Chairman and Chief Executive Officer, Banque Hottinguer (banking)
* Paul Hottinguer (1) 38, rue de Provence 75009 Paris, France	Assistant Chairman and Chief Executive Officer, Banque Hottinguer (banking)
* Henri Lachmann 56, rue Jean Giraudoux 67000 Strasbourg, France	Chairman and Chief Executive Officer, Strafor Facom (office furniture)
Gerard de la Martiniere	Chief Executive Officer; Executive Vice President, Chief Financial Officer, AXA

* Georges Rousseau
2, rue des Mouettes
76130 Mont Saint Aignan,
France

Chairman, Apave Normandies
(consulting)

* Member, Conseil d'Administration

SCHEDULE I

Executive Officers and
Members of Conseil d'Administration
of
AXA ASSURANCES I.A.R.D. MUTUELLE

The names of the Members of Conseil d'Administration and the names and titles of the Executive Officers of AXA Assurances I.A.R.D. Mutuelle and their business addresses and principal occupations are set forth below. If no address is given, the Member's or Executive Officer's business address is that of AXA Assurances I.A.R.D. Mutuelle at 21, rue de Chateaudun, 75009 Paris, France. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to AXA Assurances I.A.R.D. Mutuelle and each individual is a citizen of the Republic of France.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear 23, avenue Matignon 75008 Paris, France	Chairman and Chief Executive Officer; Chairman and Chief Executive Officer, AXA
Jean-Luc Bertozzi	Assistant Chief Executive Officer
* Henri de Castries 23, avenue Matignon 75008 Paris, France	Executive Vice President, Financial Services and Life Insurance Activities outside France, AXA
* Jean-Pierre Chaffin 5, rue la Bruyere 75009 Paris, France	Manager, Federation de la Metallurgie (industry)
* Gerard Coutelle	Retired

- * Jean-Rene Fourtou
25, quai Paul Doumer
92408 Courbevoie, France

Chairman and Chief Executive Officer, Rhone-Poulenc S.A. (industry)
- * Patrice Garnier

Retired
- * Henri Lachmann
56, rue Jean Giraudoux
67000 Strasbourg, France

Chairman and Chief Executive Officer, Strafor Facom (office furniture)
- * Francois Richer

Retired
- * Georges Rousseau
2, rue des Mouettes
76130 Mont Saint Aignan, France

Chairman, Apave Normandies (consulting)
- * Claude Tendil
21, rue de Chateaudun
75009 Paris, France

Chief Executive Officer; Executive Vice President, French Insurance Activities and Non-Life and Composite Insurance Activities outside France, AXA
- * Nicolas Thiery
6 Cite de la Chapelle
75018 Paris, France

Chairman and Chief Executive Officer, Etablissements Jaillard (management consulting)
- * Francis Vaudour
14, boulevard Industriel
76301 Sotteville les Rouen, France

Chief Executive Officer, Segafredo Zanetti France S.A. (coffee importing and processing)

* Member, Conseil d'Administration

I-2

SCHEDULE J

Executive Officers and
Members of Conseil d'Administration
of
AXA ASSURANCES VIE MUTUELLE

The names of the Members of Conseil d'Administration and the names and titles of the Executive Officers of AXA Assurances Vie Mutuelle and their business addresses and principal occupations are set forth below. If no address is given, the Member's or Executive Officer's business address is that of AXA Assurances Vie Mutuelle at 21, rue de Chateaudun, 75009 Paris, France. Unless otherwise indicated, each occupation set forth opposite an individual's

name refers to AXA Assurances Vie Mutuelle and each individual is a citizen of the Republic of France.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear 23, avenue Matignon 75008 Paris, France	Chairman and Chief Executive Officer; Chairman and Chief Executive Officer, AXA
Jean-Luc Bertozzi	Assistant Chief Executive Officer
* Henri de Castries 23, avenue Matignon 75008 Paris, France	Executive Vice President, Financial Services and Life Insurance Activities outside France, AXA
* Jean-Pierre Chaffin 5, rue la Bruyere 75009 Paris, France	Manager, Federation de la Metallurgie (industry)
* Henri de Clermont-Tonnerre 90, rue de Miromesnil 75008 Paris, France	Chairman, Societe d'Armement et de Navigation Charles Schiaffino (transportation)
* Gerard Coutelle	Retired
* Jean-Rene Fourtou 25, quai Paul Doumer 92408 Courbevoie, France	Chairman and Chief Executive Officer, Rhone-Poulenc S.A. (industry)
* Henri Lachmann 56, rue Jean Giraudoux 67000 Strasbourg, France	Chairman and Chief Executive Officer, Strafor Facom (office furniture)
* Francois Richer	Retired
* Georges Rousseau	Chairman, Apave Normandies

2, rue des Mouettes
76130 Mont Saint Aignan,
France

(consulting)

* Claude Tendil
21, rue de Chateaudun
75009 Paris, France

Chief Executive Officer;
Executive Vice President,
French Insurance Activities
and Non-Life and Composite
Insurance Activities outside
France, AXA

* Nicolas Thiery
6 Cite de la Chapelle
75018 Paris, France

Chairman and Chief Executive
Officer, Etablissements
Jaillard (management
consulting)

* Francis Vaudour
14, boulevard Industriel
76301 Sotteville les
Rouen, France

Chief Executive Officer,
Segafredo Zanetti France
S.A. (coffee importing and
processing)

Executive Officers and Members
of
Conseil d'Administration
of
UNI EUROPE ASSURANCE MUTUELLE

The names of the Members of Conseil d'Administration and the names and titles of the Executive Officers of Uni Europe Assurance Mutuelle and their business addresses and principal occupations are set forth below. If no address is given, the Member's or Executive Officer's business address is that of Uni Europe Assurance Mutuelle at 24, rue Drouot, 75009 Paris, France. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Uni Europe Assurance Mutuelle and each individual is a citizen of the Republic of France.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear 23, avenue Matignon 75008 Paris, France	Chairman and Chief Executive Officer; Chairman and Chief Executive Officer, AXA
* Henri de Castries 23, avenue Matignon 75008 Paris, France	Executive Vice President, Financial Services and Life Insurance Activities outside France, AXA
* Francis Cordier rue Nicephone Niepce BP 232 76304 Sotteville Les Rouen, France	Chairman and Chief Executive Officer, Group Demay Lesieur (food industry)
* Gerard Coutelle	Retired
* Jean-Rene Fourtou	Chairman and Chief Executive

25, quai Paul Doumer 92408 Courbevoie, France	Officer, Rhone-Poulenc S.A. (industry)
* Patrice Garnier	Retired
* Henri Lachmann 56, rue Jean Giraudoux 67000 Strasbourg, France	Chairman and Chief Executive Officer, Strafor Facom (office furniture)
* Francis Magnan 50, boulevard des Dames 13002 Marseille, France	Chairman and Chief Executive Officer, Groupe Daher (air and sea transportation)
* Jean de Ribes 13, rue Notre Dame des Victoires 75008 Paris, France	Chief Executive Officer, Banque Rivaud (banking)
* Georges Rousseau 2, rue des Mouettes 76130 Mont Saint Aignan, France	Chairman, Apave Normandies (consulting)
* Jean-Paul Saillard 23, avenue Matignon 75008 Paris, France	Corporate Secretary, AXA
* Claude Tendil 21, rue de Chateaudun 75009 Paris, France	Chief Executive Officer; Executive Vice President, French Insurance Activities and Non-Life and Composite Insurance Activities outside France, AXA

* Member, Conseil d'Administration

K-2

SCHEDULE L

Executive Officers and Members
of
Conseil d'Administration
of
ALPHA ASSURANCES VIE MUTUELLE

The names of the Members of Conseil d'Administration and the names and titles of the Executive Officers of Alpha Assurances Vie Mutuelle and their business addresses and principal occupations are set forth below. If no address is given, the Member's or Executive Officer's business address is that of Alpha Assurances Vie Mutuelle at Tour Franklin, 100/101 Terrasse Boieldieu,

Cedex 11, 92042 Paris La Defense, France. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Alpha Assurances Vie Mutuelle and each individual is a citizen of the Republic of France.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear 23, avenue Matignon 75008 Paris, France	Chairman and Chief Executive Officer; Chairman and Chief Executive Officer, AXA
* Henri de Castries 23, avenue Matignon 75008 Paris, France	Executive Vice President, Financial Services and Life Insurance Activities outside France, AXA
* Henri de Clermont-Tonnerre 90, rue de Miromesnil 75008 Paris, France	Chairman, Societe d'Armement et de Navigation Charles Schiaffino (transportation)
* Claude Fath	Manager
* Jean-Rene Fourtou 25, quai Paul Doumer 92408 Courbevoie, France	Chairman and Chief Executive Officer, Rhone-Poulenc S.A. (industry)
* Patrice Garnier	Retired
* Henri Lachmann 56, rue Jean Giraudoux 67000 Strasbourg, France	Chairman and Chief Executive Officer, Strafor Facom (office furniture)
* Georges Rousseau 2, rue des Mouettes 76130 Mont Saint Aignan, France	Chairman, Apave Normandies (consulting)
* Claude Tendil 21, rue de Chateaudun 75009 Paris, France	Chief Executive Officer; Executive Vice President, French Insurance Activities

and Non-Life and Composite
Insurance Activities outside
France, AXA

* Francis Vaudour
14, boulevard Industriel
76301 Sotteville les Rouen
France

Chief Executive Officer,
Segafredo Zanetti France
S.A. (coffee importing and
processing)

* Member, Conseil d'Administration

Executive Officers and Members
of
Conseil d'Administration
of
ALPHA ASSURANCES I.A.R.D. MUTUELLE

The names of the Members of Conseil d'Administration and the names and titles of the Executive Officers of Alpha Assurances I.A.R.D. Mutuelle and their business addresses and principal occupations are set forth below. If no address is given, the Member's or Executive Officer's business address is that of Alpha Assurances I.A.R.D. Mutuelle at Tour Franklin, 100/101 Terrasse Boieldieu, Cedex 11, 92042 Paris La Defense, France. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to Alpha Assurances I.A.R.D. Mutuelle and each individual is a citizen of the Republic of France.

Name, Business Address -----	Present Principal Occupation -----
* Claude Bebear 23, avenue Matignon 75008 Paris, France	Chairman and Chief Executive Officer; Chairman and Chief Executive Officer, AXA
* Henri Brischoux 21, rue de Chateaudun 75009 Paris, France	Manager, AXA
* Henri de Castries 23, avenue Matignon 75008 Paris, France	Executive Vice President, Financial Services and Life Insurance Activities outside France, AXA
* Henri de Clermont-Tonnerre 90, rue de Miromesnil 75008 Paris, France	Chairman, Societe d'Armement et de Navigation Charles Schiaffino (transportation)
* Bernard Cornille 21, rue de Chateaudun	Audit Manager, AXA

* Member, Conseil d'Administration

M-2

EXHIBIT INDEX

1. Joint Filing Agreement pursuant to Rule 13d-1(f).

Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, as amended, each of the persons named below agrees to the joint filing on behalf of each of them of a Statement on Schedule 13D (including amendments thereto) with respect to the common stock, no stated value per share, of Paracelsus Healthcare Corporation, a California corporation, and further agrees that this Joint Filing

Agreement be included as an exhibit to such filings provided that, as contemplated by Rule 13d-1(f)(1)(ii), no person shall be responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. This Joint Filing may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

Date: August 23, 1996

DLJ VENTURE CAPITAL FUND II,
L.P.

DLJ FUND ASSOCIATES II

By: DLJ Fund Associates II
General Partner

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Attorney-in-fact

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Attorney-in-fact

SPROUT GROWTH, L.P.

DLJ GROWTH ASSOCIATES

By: DLJ Growth Associates
General Partner

By: DLJ Capital Corporation
General Partner

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Attorney-in-fact

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Secretary and Treasurer

SPROUT CAPITAL VI, L.P.

SPROUT GROWTH II, L.P.

By: DLJ Capital Corporation
Managing General Partner

By: DLJ Capital Corporation
Managing General Partner

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Secretary and Treasurer

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Secretary and Treasurer

DLJ CAPITAL CORPORATION

DLJ FIRST ESC L.L.C.

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Secretary and Treasurer

By: DLJ LBO Plans
Management Corporation
Manager

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Vice President

DLJ LBO PLANS MANAGEMENT
CORPORATION

DLJ CAPITAL INVESTORS, INC.

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Vice President

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Secretary and Treasurer

DONALDSON, LUFKIN & JENRETTE
SECURITIES CORPORATION

DONALDSON, LUFKIN & JENRETTE,
INC.

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Senior Vice President

By: /s/ Thomas E. Siegler

Thomas E. Siegler
Senior Vice President

THE EQUITABLE COMPANIES
INCORPORATED

By: /s/ Kevin R. Byrne

Kevin R. Byrne
Vice President
and Treasurer

AXA
FINAXA
AXA ASSURANCES I.A.R.D.
MUTUELLE
AXA ASSURANCES VIE MUTUELLE
UNI EUROPE ASSURANCE MUTUELLE
ALPHA ASSURANCES VIE MUTUELLE
ALPHA ASSURANCES I.A.R.D.
MUTUELLE
CLAUDE BEBEAR, as AXA Voting
Trustee
PATRICE GARNIER, as AXA Voting
Trustee
HENRI DE CLERMONT-TONNERRE, as
AXA Voting Trustee

Signed on behalf of each of
the above

By: /s/ Richard V. Silver

Richard V. Silver
Attorney-in-fact