

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions [amend]

Filing Date: **1999-03-26**
SEC Accession No. **0000888002-99-000249**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

TERRA NOVA BERMUDA HOLDING LTD

CIK: **935937** | IRS No.: **000000000** | Fiscal Year End: **1231**
Type: **SC 13G/A** | Act: **34** | File No.: **005-51441** | Film No.: **99574483**
SIC: **6331** Fire, marine & casualty insurance

Mailing Address	Business Address
<i>RICHMOND HOUSE 2ND FLOOR</i>	<i>RICHMOND HOUSE 2ND FLOOR</i>
<i>12 PAR-LA-VILLE ROAD</i>	<i>12 PAR-LA-VILLE ROAD</i>
<i>HAMILTON HM 11 BERMU DO</i>	<i>HAMILTON HM 11 BERMU DO</i>
	<i>4112927731</i>

FILED BY

EQUITABLE COMPANIES INC

CIK: **888002** | IRS No.: **133623351** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13G/A**
SIC: **6311** Life insurance

Mailing Address	Business Address
<i>1290 AVENUE OF THE AMERICAS</i>	<i>1290 AVENUE OF THE AMERICAS</i>
<i>NEW YORK NY 10104</i>	<i>NEW YORK NY 10104</i>
	<i>2125541234</i>

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
18.1%

12- TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. G87615103 13G Page 3 of 24 Pages

1- NAME OF REPORTING PERSON
AXA Assurances Vie Mutuelle

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) [X]

3- SEC USE ONLY

4- CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED
AS OF December 31, 1998 BY EACH REPORTING PERSON WITH

5- SOLE VOTING POWER 0

6- SHARED VOTING POWER 4,924,799

7- SOLE DISPOSITIVE POWER 0

8- SHARED DISPOSITIVE POWER 4,927,629

9- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,927,629

(Not to be construed as an admission of beneficial ownership)

10- CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
18.1%

12- TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. G87615103 13G Page 4 of 24 Pages

1- NAME OF REPORTING PERSON
AXA Conseil Vie Assurance Mutuelle
(formerly Alpha Assurances Vie Mutuelle)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) [X]

3- SEC USE ONLY

4- CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED
AS OF December 31, 1998 BY EACH REPORTING PERSON WITH

5- SOLE VOTING POWER 0

6- SHARED VOTING POWER 4,924,799

7- SOLE DISPOSITIVE POWER 0

8- SHARED DISPOSITIVE POWER 4,927,629

9- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,927,629

(Not to be construed as an admission of beneficial ownership)

10- CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
18.1%

12- TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. G87615103 13G Page 5 of 24 Pages

1- NAME OF REPORTING PERSON
AXA Courtage Assurance Mutuelle

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) [X]

3- SEC USE ONLY

4- CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED
AS OF December 31, 1998 BY EACH REPORTING PERSON WITH

5- SOLE VOTING POWER 0

6- SHARED VOTING POWER 4,924,799

7- SOLE DISPOSITIVE POWER 0

8- SHARED DISPOSITIVE POWER 4,927,629

9- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,927,629

(Not to be construed as an admission of beneficial ownership)

10- CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
18.1%

12- TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. G87615103 13G Page 6 of 24 Pages

1- NAME OF REPORTING PERSON
AXA (formerly AXA-UAP)

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) []

3- SEC USE ONLY

4- CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED
AS OF December 31, 1998 BY EACH REPORTING PERSON WITH

5- SOLE VOTING POWER 0

6- SHARED VOTING POWER 4,924,799

7- SOLE DISPOSITIVE POWER 0

8- SHARED DISPOSITIVE POWER 4,927,629

9- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,927,629

(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
18.1%

12- TYPE OF REPORTING PERSON *
HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. G87615103 13G Page 7 of 24 Pages

1- NAME OF REPORTING PERSON
THE EQUITABLE COMPANIES INCORPORATED

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
13-3623351

2- CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
(B) []

3- SEC USE ONLY

4- CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED
AS OF December 31, 1998 BY EACH REPORTING PERSON WITH

5- SOLE VOTING POWER	0
6- SHARED VOTING POWER	4,924,799
7- SOLE DISPOSITIVE POWER	0
8- SHARED DISPOSITIVE POWER	4,927,629

9- AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,927,629

10- CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
18.1%

12- TYPE OF REPORTING PERSON *
HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. G87615103 13G Page 8 of 24 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Donaldson, Lufkin & Jenrette, Inc. 13-1898818

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	4,924,799
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	4,927,629

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,924,799

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
18.1%

12. TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. G87615103 13G Page 9 of 24 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
Donaldson, Lufkin & Jenrette Securities Corporation 13-2741729

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	134,352
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	137,182

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
137,182

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.5%

12. TYPE OF REPORTING PERSON*
BD

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. G87615103 13G Page 10 of 24 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Capital Investors, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	4,790,447
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	4,790,447

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,790,447

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
17.6%

12. TYPE OF REPORTING PERSON*
HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. G87615103 13G Page 11 of 24 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Merchant Banking, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	3,282,779
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	3,282,779

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,282,779

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12.0%

12. TYPE OF REPORTING PERSON*
CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. G87615103 13G Page 12 of 24 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Merchant Banking, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6. SHARED VOTING POWER	3,282,779
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	3,282,779

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,282,779

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12.0%

12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. G87615103 13G Page 13 of 24 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ LBO Plans Management Corporation

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH	6. SHARED VOTING POWER	577,678
REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	577,678

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 577,678

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 2.1%

12 TYPE OF REPORTING PERSON*
 CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. G87615103 13G Page 14 of 24 Pages

1. NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 DLJ First ESC, L.P.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH	6. SHARED VOTING POWER	577.678
REPORTING PERSON WITH	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	577,678

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 577,678

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
 CERTAIN SHARES* []

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 2.1%

12 TYPE OF REPORTING PERSON*
 PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. G87615103 13G Page 15 of 24 Pages

1. NAMES OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 DLJMB Overseas Partners, C.V.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
 (b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH	6. SHARED VOTING POWER	2,183,345
	7. SOLE DISPOSITIVE POWER	0

REPORTING
PERSON WITH 8. SHARED DISPOSITIVE POWER 2,183,345

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,183,345

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
8.0%

12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. G87615103 13G Page 16 of 24 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ International Partners, C.V.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY	6. SHARED VOTING POWER	1,039,181
EACH	7. SOLE DISPOSITIVE POWER	0
REPORTING PERSON WITH	8. SHARED DISPOSITIVE POWER	1,039,181

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,039,181

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.8%

12. TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. G87615103 13G Page 17 of 24 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
DLJ Offshore Partners, C.V.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	0
BENEFICIALLY OWNED BY	6. SHARED VOTING POWER	60,253
EACH	7. SOLE DISPOSITIVE POWER	0
REPORTING PERSON WITH	8. SHARED DISPOSITIVE POWER	60,253

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
60,253

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES []
CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.2%

12. TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. G87615103

13G

Page 18 of 24 Pages

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

DLJ Merchant Banking Funding, Inc.

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

(a) []

(b) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	929,990
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	929,990

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

929,990

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

[]

CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.4%

12. TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer:

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Terra Nova Bermuda Holdings Ltd.

Item 1(b) Address of Issuer's Principal Executive Offices:

Richmond House
12 Par-La-Ville Rd.
Hamilton HM 11, Bermuda

Item 2(a) and 2(b)

Name of Person Filing and Address of Principal Business Office:

AXA Conseil Vie Assurance Mutuelle
(formerly Alpha Assurances Vie Mutuelle)
100-101 Terrasse Boieldieu
92042 Paris La Defense France

AXA Assurances I.A.R.D Mutuelle and
AXA Assurances Vie Mutuelle
21, rue de Chateaudun
75009 Paris France

AXA Courtage Assurance Mutuelle
26, rue Louis le Grand
75002 Paris France

as a group (collectively, the 'Mutuelles AXA').

AXA (formerly, AXA-UAP)
9 Place Vendome
75001 Paris France

The Equitable Companies Incorporated
1290 Avenue of the Americas
New York, New York 10104

Alliance Capital Management L.P.
1345 Avenue of the Americas

Donaldson, Lufkin & Jenrette, Inc.
 Donaldson, Lufkin & Jenrette Securities Corporation
 DLJ Capital Investors, Inc.
 DLJ Merchant Banking, Inc.
 DLJ Merchant Banking, L.P.
 DLJ LBO Plans Management Corporation
 DLJ First ESC, L.P.
 DLJMB Overseas Partners, C.V.
 DLJ International Partners, C.V.
 DLJ Offshore Partners, C.V.
 DLJ Merchant Banking Funding, Inc.
 277 Park Avenue,
 New York, NY 10172.

(Please contact Patrick Meehan at (212) 641-8234
 with any questions.)

Item 2(c) Citizenship:
 Each of the persons filing this statement is a United States citizen, a corporation or limited partnership organized under the laws of a state of the United States or a trust created or governed under the laws of a state of the United States except as noted below:

Mutuelles AXA and AXA - France

Item 2(d) Title of Class of Securities:
 Common Stock

Item 2(e) CUSIP Number:
 G87615103

Item 3. Type of Reporting Person:

The Equitable Companies	HC
The Mutuelles AXA, as a group	HC
AXA	HC
Alliance Capital Management L.P.	IA
Donaldson, Lufkin & Jenrette, Inc.	HC
Donaldson, Lufkin & Jenrette Securities Corporation	BD
DLJ Capital Investors, Inc.	HC
DLJ Merchant Banking, Inc.	CO
DLJ Merchant Banking, L.P.	PN
DLJ LBO Plans Management Corporation	CO
DLJ First ESC, L.P.	PN
DLJMB Overseas Partners, C.V.	PN
DLJ International Partners, C.V.	PN
DLJ Offshore Partners, C.V.	PN
DLJ Merchant Banking Funding, Inc.	CO

<TABLE>

Item 4. Ownership as of December 31, 1998: Page 21 of 24 Pages

<CAPTION>

	Class A Shares Owned	Class B Shares Convertible into Class A Shares	(a) Total Shares Beneficially Owned	(b) Percent of Class (1)
<S>	<C>	<C>	<C>	<C>
The Mutuelles AXA, as a group (2)			4,938,767	18.1%
AXA (2)			4,938,767	18.1%
The Equitable Companies Incorporated			4,938,767	18.1%
Donaldson, Lufkin & Jenrette, Inc.			4,927,629	18.1%
Donaldson, Lufkin & Jenrette Securities Corporation	84,878	52,304	137,182	0.5%
DLJ Capital Investors, Inc.			4,790,447	17.6%
DLJ Merchant Banking, Inc.			3,282,779	12.0%
DLJ Merchant Banking, L.P.			3,282,779	12.0%
DLJ LBO Plans Management Corporation			577,678	2.1%
DLJ First ESC, L.P.	352,816	224,862	577,678	2.1%
DLJMB Overseas Partners, C.V.	1,121,517	1,061,828	2,183,345	8.0%
DLJ International Partners, C.V.	967,499	71,682	1,039,181	8.0%
DLJ Offshore Partners, C.V.	36,797	23,456	60,253	0.2%
DLJ Merchant Banking Funding, Inc.	567,905	362,085	929,990	3.4%

</TABLE>

(1) Based on 27,162,951 shares outstanding (25,366,734 Class A shares outstanding as reported in the Company's most recent 10-Q report and

- 1,796,217 Class B shares, which are convertible into Class A shares).
- (2) Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

<TABLE>

ITEM 4. Ownership as of 12/31/98 (CONT.)

Page 22 of 24 Pages

(c) Deemed Voting Power and Disposition Power:

<CAPTION>

	(i) Sole power to vote or to direct the vote	(ii) Shared power to vote or to direct the vote	(iii) Sole power to dispose or to direct the disposition of	(iv) Shared power to dispose or to direct the disposition of
<S>	<C>	<C>	<C>	<C>
The Mutuelles AXA, as a group	0	4,924,799	0	4,927,629
AXA	0	4,924,799	0	4,927,629
The Equitable Companies Incorporated	0	4,924,799	0	4,927,629
Donaldson, Lufkin & Jenrette, Inc.	0	4,924,799	0	4,927,629
Donaldson, Lufkin & Jenrette Securities Corporation	0	134,352	0	137,182
DLJ Capital Investors, Inc.	0	4,790,447	0	4,790,447
DLJ Merchant Banking, Inc.	0	3,282,779	0	3,282,779
DLJ Merchant Banking, L.P.	0	3,282,779	0	3,282,779
DLJ LBO Plans Management Corporation	0	577,678	0	577,678
DLJ First ESC, L.P.	0	577,678	0	577,678
DLJMB Overseas Partners, C.V.	0	2,183,345	0	2,183,345
DLJ International Partners, C.V.	0	1,039,181	0	1,039,181
DLJ Offshore Partners, C.V.	0	60,253	0	60,253
DLJ Merchant Banking Funding, Inc.	0	929,990	0	929,990

</TABLE>

(Each of the above subsidiaries of the Equitable Companies operates under independent management and makes independent voting and investment decisions).

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Item 5.

Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

()

Item 6.

Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7.

Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by Equitable Companies; AXA, which beneficially owns a majority interest in Equitable Companies; and the Mutuelles AXA, which as a group control AXA:

- () in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities;
- () in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:
- (X) in EQUITABLE COMPANIES capacity as a parent holding company with respect to the holdings of its following subsidiaries:
- (X) Donaldson, Lufkin & Jenrette, Inc.
 - (X) Donaldson, Lufkin & Jenrette Securities Corporation
 - (X) DLJ Capital Investors, Inc.
 - (X) DLJ Merchant Banking, Inc.
 - (X) DLJ Merchant Banking, L.P.
 - (X) DLJ LBO Plans Management Corporation
 - (X) DLJ First ESC, L.P.
 - (X) DLJMB Overseas Partners, C.V.
 - (X) DLJ International Partners, C.V.
 - (X) DLJ Offshore Partners, C.V.
 - (X) DLJ Merchant Banking Funding, Inc.

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Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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: March 26, 1999 THE EQUITABLE COMPANIES INCORPORATED*

/s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among The Equitable Companies Incorporated, AXA Conseil Vie Assurance Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f) (1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: March 26, 1999

The Equitable Companies Incorporated

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle;
AXA Conseil Vie Assurance Mutuelle; AXA Courtage Assurance
Mutuelle, as a group, and AXA

Signed on behalf of each of the above entities

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Attorney-in-Fact
(Executed pursuant to Powers of Attorney)

Exhibit 1

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENT that DLJ CAPITAL INVESTORS, INC., a Delaware corporation (the "Company"), hereby constitutes and appoints Marjorie White, from the date hereof until such time as this Power of Attorney is revoked in writing, to act as its true and lawful agent and attorney-in-fact with full power and authority, in the name of and on behalf of the

Company to execute, consent to, swear to, acknowledge, file, amend and/or modify and deliver one or more filings on Schedule 13-G and any and all subsequent filings made by or on behalf of the Securities and Exchange Commission pursuant to the Securities Act and/or the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, the undersigned has executed this power of attorney this 26th day of March 1999.

DLJ CAPITAL INVESTORS, INC.

/s/ Marjorie White

by: Marjorie White/Corporate Secretary