

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

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

Filing Date: **1995-06-13**
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SUBJECT COMPANY

MATLACK SYSTEMS INC

CIK: **837339** | IRS No.: **510310173** | State of Incorporation: **DE** | Fiscal Year End: **0930**
Type: **SC 13D/A** | Act: **34** | File No.: **005-40544** | Film No.: **95546811**
SIC: **4213** Trucking (no local)

Mailing Address
P.O. BOX 8790
WILMINGTON DE 19899

Business Address
ONE ROLLINS PLAZA
WILMINGTON DE 19803
3024262700

FILED BY

ALPINE CAPITAL LP

CIK: **911382** | State of Incorporation: **TX** | Fiscal Year End: **1231**
Type: **SC 13D/A**

Business Address
201 MAIN ST STE 3100
FORT WORTH TX 76102
817-390-8500

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13D**

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

Matlack Systems, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

576901102
(Cusip Number)

J. Taylor Crandall
201 Main Street, Suite 3100
Fort Worth, Texas 76102
(817) 390-8500

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

June 9, 1995
(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 the statement [].

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**The total number of shares reported herein is 1,565,750 shares, which constitutes approximately 17.8% of the total number of shares outstanding. All ownership percentages set forth herein assume that there are 8,795,832 shares outstanding.

1. Name of Reporting Person:

Alpine Capital, L.P.

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: WC

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: 1,401,194 (1)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 1,401,194 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,401,194

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 15.9%

14. Type of Reporting Person: PN

- - - - -

(1) Power is exercised through its two general partners, Robert W. Bruce III and Algenpar, Inc.

1. Name of Reporting Person:

Robert W. Bruce III

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: -0-

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. Shared Voting Power: 1,565,750 (1)

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: 1,565,750 (1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,565,750 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 17.8%

14. Type of Reporting Person: IN

(1) Solely in his capacity as one of two general partners of Alpine Capital, L.P., with respect to 1,401,194 shares, and in his capacity as a principal of The Robert Bruce Management Co., Inc., which has shared investment discretion over shares owned by The Anne T. and Robert M. Bass Foundation, with respect to 164,556 shares.

1. Name of Reporting Person:

Algenpar, Inc.

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: -0-

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. Shared Voting Power: 1,401,194 (1) (2)

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: 1,401,194 (1) (2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,401,194 (2)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 15.9%

14. Type of Reporting Person: CO

(1) Power is exercised through its President, J. Taylor Crandall.

(2) Solely in its capacity as one of two general partners of Alpine Capital, L.P.

1. Name of Reporting Person:

J. Taylor Crandall

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: -0-

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. Shared Voting Power: 1,565,750 (1)

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: 1,565,750 (1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,565,750 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 17.8%

14. Type of Reporting Person: IN

(1) Solely in his capacity as President and sole stockholder of Algenpar, Inc., which is one of two general partners of Alpine Capital, L.P., with respect to 1,401,194 shares, and in his capacity as a director of The Anne T. and Robert M. Bass Foundation, with respect to 164,556 shares.

1. Name of Reporting Person:

The Anne T. and Robert M. Bass Foundation

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Working Capital

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: Texas

7. Sole Voting Power: 164,556 (1)

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. Shared Voting Power: -0-

9. Sole Dispositive Power: 164,556 (1)

10. Shared Dispositive Power: -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

164,556

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 1.9%

14. Type of Reporting Person: CO

- - - - -

(1) Power is exercised through its three directors, Anne T. Bass, Robert M. Bass and J. Taylor Crandall and through Robert W. Bruce III in his capacity as a principal of The Robert Bruce Management Co., Inc., which has shared investment discretion over shares owned by The Anne T. and Robert M. Bass Foundation.

1. Name of Reporting Person:

Anne T. Bass

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: -0-

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. Shared Voting Power: 164,556 (1)

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: 164,556 (1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

164,556 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 1.9%

14. Type of Reporting Person: IN

- - - - -

(1) Solely in her capacity as a director of The Anne T. and Robert M. Bass Foundation.

1. Name of Reporting Person:

Robert M. Bass

2. Check the Appropriate Box if a Member of a Group:

(a) / /

(b) / X /

3. SEC Use Only

4. Source of Funds: Not Applicable

5. Check box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

/ /

6. Citizenship or Place of Organization: USA

7. Sole Voting Power: -0-

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8. Shared Voting Power: 164,556 (1)

9. Sole Dispositive Power: -0-

10. Shared Dispositive Power: 164,556 (1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

164,556 (1)

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares:

/ /

13. Percent of Class Represented by Amount in Row (11): 1.9%

14. Type of Reporting Person: IN

- - - - -

(1) Solely in his capacity as a director of The Anne T. and Robert M. Bass Foundation.

Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby amend their Schedule 13D Statement dated September 10, 1993, as amended by Amendment No. 1 dated November 3, 1993, Amendment No. 2 dated January 21, 1994, Amendment No. 3 dated March 4, 1994, Amendment No. 4 dated April 6, 1994, Amendment No. 5 dated August 26, 1994, Amendment No. 6, dated March 6, 1995 and Amendment No. 7 dated March 30, 1995 (the "Schedule 13D"), relating to the Common Stock, par value \$1.00 of Matlack Systems, Inc.

Item 1. SECURITY AND ISSUER.

No material change.

Item 2. IDENTITY AND BACKGROUND.

No material change.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The source and amount of the funds used by the Reporting Persons to purchase shares of the Stock are as follows:

REPORTING PERSON	SOURCE OF FUNDS	AMOUNT OF FUNDS
Alpine	Working Capital(1)	\$13,144,512.63
Bruce	Not Applicable	Not Applicable
Algenpar	Not Applicable	Not Applicable
Crandall	Not Applicable	Not Applicable
Foundation	Working Capital(1)	\$ 1,430,830.65
A. Bass	Not Applicable	Not Applicable
R. Bass	Not Applicable	Not Applicable

(1) As used herein, the term "Working Capital" includes income from the business operations of the entity plus sums borrowed from banks and brokerage firm margin accounts to operate such business in general. None of the funds reported herein as "Working Capital" were borrowed or otherwise obtained for the specific purpose of acquiring, handling, trading or voting the Stock.

Item 4. PURPOSE OF TRANSACTION.

No material change.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Paragraphs (a)-(c) of Item 5 hereby are amended in their entireties to read as follows:

(a)

ALPINE

The aggregate number of shares of the Stock that Alpine owns beneficially, pursuant to Rule 13d-3(d)(1)(i) of the Act, is 1,401,194, which constitutes approximately 15.9% of the outstanding shares of the Stock.

BRUCE

Because of his position as one of two general partners of Alpine and as principal of Bruce Management (which has shared investment discretion over the shares of Stock owned by the Foundation), Bruce may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,565,750 shares of the Stock, which constitutes approximately 17.8% of the outstanding shares of the Stock.

ALGENPAR

Because of its position as one of two general partners of Alpine, Algenpar may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,401,194 shares of the Stock, which constitutes approximately 15.9% of the outstanding shares of the Stock.

CRANDALL

Because of his positions as President and sole stockholder of Algenpar, one of two general partners of Alpine, and a director of Foundation, Crandall may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 1,565,750 shares of the Stock, which constitutes approximately 17.8% of the outstanding shares of the Stock.

FOUNDATION

The aggregate number of shares of the Stock that Foundation owns beneficially, pursuant to Rule 13d-3(d)(1)(i) of the Act, is 164,556, which constitutes approximately 1.9% of the outstanding shares of the Stock.

A. BASS

Because of her position as a director of Foundation, A. Bass may, pursuant to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 164,556 shares of the Stock, which constitutes approximately 1.9% of the outstanding shares of the Stock.

R. BASS

Because of his position as a director of Foundation, R. Bass may, pursuant

to Rule 13d-3 of the Act, be deemed to be the beneficial owner of 164,556 shares of the Stock, which constitutes approximately 1.9% of the outstanding shares of the Stock.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 herein is the beneficial owner of any shares of the Stock.

(b)

ALPINE

Acting through its two general partners, Alpine has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 1,401,194 shares of the Stock.

BRUCE

As one of two general partners of Alpine, Bruce has shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,401,194 shares of the Stock. As principal of Bruce Management (which exercises shared investment discretion over the shares of the Stock owned by the Foundation), Bruce has shared power to vote or to direct the vote and to dispose or to direct the disposition of 164,556 shares of the Stock.

ALGENPAR

As one of two general partners of Alpine, Algenpar has shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,401,194 shares of the Stock.

CRANDALL

As the President and sole stockholder of Algenpar, which is one of two general partners of Alpine, Crandall has shared power to vote or to direct the vote and to dispose or to direct the disposition of 1,401,194 shares of the Stock. As one of three directors of Foundation, Crandall has shared power to vote or to direct the vote and to dispose or to direct the disposition of 164,556 shares of the Stock.

FOUNDATION

Acting through its three directors and Bruce (as principal of Bruce Management which exercises shared investment discretion over the shares of the Stock owned by the Foundation), Foundation has the sole power to vote or to direct the vote and to dispose or to direct the disposition of 164,556 shares of the Stock.

A. BASS

As one of three directors of Foundation, A. Bass has shared power to vote

or to direct the vote and to dispose or to direct the disposition of 164,556 shares of the Stock.

R. BASS

As one of three directors of Foundation, R. Bass has shared power to vote or to direct the vote and to dispose or to direct the disposition of 164,556 shares of the Stock.

(c) In the past sixty days, the Reporting Persons have purchased shares of the Stock in open market transactions on the New York Stock Exchange, as follows:

REPORTING PERSON	DATE	NO. OF SHARES PURCHASED	PRICE PER SHARE
FOUNDATION	05-31-95	1,000	\$10.05
FOUNDATION	06-01-95	500	10.05
FOUNDATION	06-02-95	700	10.05
ALPINE	06-05-95	13,100	10.05
ALPINE	06-08-95	34,300	10.18
ALPINE	06-09-95	25,000	10.05

Except as set forth in this paragraph (c), to the best of the knowledge of each of the Reporting Persons, none of the persons named in response to paragraph (a) has effected any transactions in the shares of the Stock in the past sixty days.

(d)-(e) No material change.

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

No material change.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 99.1 -- Agreement pursuant to Rule 13d-1(f)(1)(iii).

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.

DATED: June 13, 1995

ALPINE CAPITAL, L.P.

By: /s/ Robert W. Bruce III
Robert W. Bruce III,
Manager

/s/ Robert W. Bruce
ROBERT W. BRUCE III

ALGENPAR, INC.

By: /s/ J. Taylor Crandall
J. Taylor Crandall,
President

/s/ J. Taylor Crandall
J. TAYLOR CRANDALL

/s/ W. R. Cotham
W. R. Cotham,
Attorney-in-Fact for:

THE ANNE T. AND ROBERT M.
BASS FOUNDATION (1)
ANNE T. BASS (2)
ROBERT M. BASS (3)

- (1) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of The Anne T. and Robert M. Bass Foundation previously has been filed with the Securities and Exchange Commission.
- (2) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Anne T. Bass previously has been filed with the Securities and Exchange Commission.
- (3) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Robert M. Bass previously has been filed with the Securities and Exchange Commission.

EXHIBIT INDEX

Exhibit -----	Description -----
99.1	Agreement pursuant to Rule 13d-1(f)(1)(iii), filed herewith

Exhibit 99.1

Pursuant to Rule 13d-1(f)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below.

ALPINE CAPITAL, L.P.

By: /s/ Robert W. Bruce III
Robert W. Bruce III,
Manager

/s/ Robert W. Bruce III
ROBERT W. BRUCE III

ALGENPAR, INC.

By: /s/ J. Taylor Crandall
J. Taylor Crandall,
President

/s/ J. Taylor Crandall
J. TAYLOR CRANDALL

/s/ W. R. Cotham
W. R. Cotham,
Attorney-in-Fact for:

THE ANNE T. AND ROBERT M.
BASS FOUNDATION (1)
ANNE T. BASS (2)
ROBERT M. BASS (3)

- (1) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of The Anne T. and Robert M. Bass Foundation previously has been filed with the Securities and Exchange Commission.
- (2) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Anne T. Bass previously has been filed with the Securities and Exchange Commission.

- (3) A Power of Attorney authorizing W. R. Cotham, et al., to act on behalf of Robert M. Bass previously has been filed with the Securities and Exchange Commission.