

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1 )\*

PIA Merchandising Services, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

693360 10 9

(CUSIP Number)

\*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 the disclosures provided in a prior page.

The information required in 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).

(Continued on following page(s))

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13G

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(1) Names of Reporting Persons. S.S. or I.R.S. Identification Nos. of Above Persons

California Community Foundation

(2) Check the Appropriate Box if a Member of a Group\* (a) / / (b) / /

(3) SEC Use Only

(4) Citizenship or Place of Organization  
California

Number of Shares Beneficially Owned by Each Reporting Person With (5) Sole Voting Power 484,872

(6) Shared Voting Power -0-

(7) Sole Dispositive Power 484,872

(8) Shared Dispositive Power -0-

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

484,872

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

(11) Percent of Class Represented by Amount in Row (9)  
9.0%

(12) Type of Reporting Person\*  
00

\*SEE INSTRUCTION BEFORE FILLING OUT!

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ITEM 1(A). NAME OF ISSUER  
PIA Merchandising Services, Inc.

ITEM 1(B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
19900 MacArthur Boulevard, Suite 900, Newport Beach, California 92718

ITEM 2(A). NAME OF PERSON(S) FILING  
California Community Foundation

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
606 S. Olive Street, Suite 2400, Los Angeles, California 90014

ITEM 2(C). CITIZENSHIP  
California

ITEM 2(D). TITLE OF CLASS OF SECURITIES  
This filing is made in regard to the Common Stock, \$.01 par value per share, of PIA Merchandising Services, Inc. (the "Common Stock").

ITEM 2(E). CUSIP NUMBER  
693360 10 9

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13D-1(B), OR 13D-2(B),  
CHECK WHETHER THE PERSON FILING IS A

- (a) / / Broker or Dealer registered under Section 15 of the Act
- (b) / / Bank as defined in section 3(a)(6) of the Act
- (c) / / Insurance Company as defined in section 3(a)(19) of the Act
- (d) / / Investment Company registered under section 8 of the Investment Company Act
- (e) / / Investment Adviser registered under section 203 of the Investment Advisers Act of 1940
- (f) / / Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)
- (g) / / Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G)

(Note: See Item 7)

(h) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(H)

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ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned:

At December 31, 1997 the filing person beneficially owned 484,872 shares of Common Stock

(b) Percent of Class:

8.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote  
484,872

(ii) shared power to vote or to direct the vote  
0

(iii) sole power to dispose or to direct the disposition of  
484,872

(iv) shared power to dispose or to direct the disposition of  
0

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

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

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.

February 10, 1998

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(Date)

/s/ Steven Cobb

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(Signature)

Steven Cobb  
Chief Financial Officer

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(Name/Title)