

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

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 cover 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.I.R.S. Identification Nos. of Above  
Persons.

California Community Foundation

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

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(3) SEC Use Only

-----  
(4) Citizenship or Place of Organization  
California

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Number of Shares (5) Sole Voting Power  
Beneficially 480,872  
Owned by

-----  
Each Reporting (6) Shared Voting Power  
Person With -0-

-----  
(7) Sole Dispositive Power  
480,872

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(8) Shared Dispositive Power  
-0-

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(9) Aggregate Amount Beneficially Owned by Each Reporting Person  
480,872

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

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(11) Percent of Class Represented by Amount in Row (9)  
8.0%

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(12) Type of Reporting Person\*  
00  
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\*SEE INSTRUCTION BEFORE FILLING OUT!

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ITEM 1.

- (A) NAME OF ISSUER  
PIA Merchandising Services Inc.  
-----  
(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
19900 MacArthur Boulevard, Suite 900, Irvine, California 92718  
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ITEM 2.

- (A) NAME OF PERSON FILING  
California Community Foundation  
-----  
(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
606 S. Olive Street, Suite 2400, Los Angeles, California 90014  
-----  
(C) CITIZENSHIP  
California  
-----  
(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").  
-----  
(E) CUSIP NUMBER  
693360 10 9  
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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(B) OR  
13d-2(B) OR (C), 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 1960.  
(f) / / Employee Benefit Plan, Pension Fund which is subject to the  
provisions of the Employee Retirement Income Security Act of 1974  
or Endowment Funds see Rule 13d-1(b)(1)(ii)(F).  
(g) / / Parent holding company, in accordance with Rule 13d-1(b)(ii)(G)  
(Note: See Item 2)  
(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, 1998 the filing person beneficially owned 480,972

shares of Common Stock

-----  
(b) Percent of class:  
8.0%  
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(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote  
480,972  
-----  
(ii) Shared power to vote or to direct the vote  
0  
-----  
(iii) Sole power to dispose or to direct the disposition of  
480,972  
-----  
(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. / /

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ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON  
Not applicable.  
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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY  
Not applicable.  
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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP  
Not applicable.  
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ITEM 9. NOTICE OF DISSOLUTION OF GROUP  
Not applicable.  
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ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held 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 12, 1999

-----  
Date

/s/ Steven Cobb  
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(Signature)  
Steven Cobb

Chief Financial Officer  
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(Name/Title)

