

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

RMV/PIA, a California Limited partnership

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

(3) SEC Use Only

(4) Citizenship or Place of Organization

California

Number of Shares (5) Sole Voting Power
Beneficially -0-
Owned by

Each Reporting (6) Shared Voting Power
Person With 1,637,151

(7) Sole Dispositive Power
-0-

(8) Shared Dispositive Power
1,637,151

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,637,151

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

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

27.4%

(12) Type of Reporting Person*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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

Riordan, Lewis & Haden

(2) Check the Appropriate Box if a Member of a Group* (a) /X/ (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 -0-

(6) Shared Voting Power 1,637,151

(7) Sole Dispositive Power -0-

(8) Shared Dispositive Power 1,637,151

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,637,151

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

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

27.4%

(12) Type of Reporting Person*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

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

J. Christopher Lewis

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

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power 4,000
	(6) Shared Voting Power 1,637,151
	(7) Sole Dispositive Power 4,000
	(8) Shared Dispositive Power 1,637,151

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,641,151

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

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

27.4

(12) Type of Reporting Person*

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

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

Patrick C. Haden

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

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Number of Shares Beneficially Owned by Each Reporting Person With	(5) Sole Voting Power 4,000
	(6) Shared Voting Power 1,637,151
	(7) Sole Dispositive Power 4,000

(8) Shared Dispositive Power
1,637,151

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

1,641,151

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

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

27.4

(12) Type of Reporting Person*

IN

*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, Irvine, California 92718

ITEM 2. (A)

NAME OF PERSON(S) FILING
The persons filing this Schedule 13G are RVM/PIA, a California limited partnership, Riordan, Lewis & Haden, J. Christopher Lewis and Patrick C. Haden (collectively, the "Filing Persons").

ITEM 2. (B)

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
300 S. Grand Ave., 29th Floor, Los Angeles, California 90071

ITEM 2. (C)

CITIZENSHIP
The responses of the Filing Persons to Item 4 of the cover pages to this Schedule 13G that relate to the citizenships or places of organization of such persons are herein incorporated by reference.

ITEM 2. (D)

TITLE OF CLASS OF SECURITIES
This filing is made in regard to 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, accordance with Rule 13d-1(b)(ii)(G)
(Note: See Item 7)
- (h) / / Group, in accordance with Rule 13d-1(b)(1)(ii)(H)

ITEM 4. OWNERSHIP

(a) Amount beneficially owned:

The responses of the Filing Persons to Item 9 of the cover pages that relate to the aggregate amount beneficially owned by each Filing Person are herein incorporated by reference.

(b) Percent of Class:

The percentage of Common Stock beneficially owned by the Filing Persons is 27.4%.

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

The responses of the Filing Persons to Items 5 through 8 of the cover pages that relate to the number of shares beneficially owned by each Filing Person are herein incorporated by reference.

(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

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. / /

Not applicable.

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

The Filing Persons have filed this Schedule 13G as a group pursuant to Rule 13d-1(k). The identity of each member of the group is stated in Exhibit 1 attached hereto. The Filing Persons entered into a Joint Reporting Agreement dated February 12, 1999, pursuant to which they agreed to file one joint statement on behalf of all of them with respect to the subject matter of this Schedule 13G.

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 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 11, 1999

(Date)

RVM/PIA, a California limited partnership

By: Riordan, Lewis & Haden
Its: General Partner

By: /s/ J. Christopher Lewis

J. Christopher Lewis
General Partner

/s/ J. Christopher Lewis

J. Christopher Lewis

/s/ Patrick C. Haden

Patrick C. Haden

EXHIBIT INDEX

Exhibit Number -----	Description -----
1	Identification of Members of the Group
2	Joint Reporting Agreement dated February 11, 1999

EXHIBIT 1

Identification of Members of the Group

1. RVM/PIA, a California limited partnership
2. Riordan, Lewis & Haden
3. J. Christopher Lewis
4. Patrick C. Haden

EXHIBIT 2

JOINT REPORTING AGREEMENT

In consideration of the mutual covenants herein contained, each of the parties hereto represents to and agrees with the other party as follows:

1. Such party is eligible to file a statement or statements on Schedule 13G pertaining to the Common Stock, \$.01 par value, of PIA Merchandising Services, Inc., to which this agreement is an exhibit, for filing of the information contained herein.

2. Such party is responsible for timely filing of such statement and any amendments thereto and for the completeness and accuracy of the information concerning such party contained therein, provided that no such party is responsible for the completeness or accuracy of the information concerning any other party making the filing, unless such party knows or has reason to believe that such information is inaccurate.

3. Such party agrees that such statement is filed by and on behalf of such party and that any amendment thereto will be filed on behalf of each such party.

Dated: February 12, 1999

RVM/PIA,
a California limited partnership

By: Riordan Lewis & Haden
Its: General Partner

By: /s/ J. CHRISTOPHER LEWIS

J. Christopher Lewis
General Partner

/s/ J. CHRISTOPHER LEWIS

J. Christopher Lewis

/s/ PATRICK C. HADEN

Patrick C. Haden