

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13E-4

Issuer Tender Offer Statement
(Pursuant to Section 13(e)(1) of the Securities Exchange Act of 1934)
(Amendment No. 1)

FUND AMERICAN ENTERPRISES HOLDINGS, INC.
(Name of Issuer)

FUND AMERICAN ENTERPRISES HOLDINGS, INC.
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$1.00 Per Share
(Title of Class of Securities)

360768 10 5
(CUSIP Number of Class of Securities)

Michael S. Paquette
Vice President and Controller
Fund American Enterprises Holdings, Inc.
80 South Main Street
Hanover, New Hampshire 03755-2053
(603) 643-4562

Copy to:
Philip A. Gelston, Esq.
Cravath, Swaine & Moore
825 Eighth Avenue - Worldwide Plaza
New York, New York 10019
(212) 474-1000

(Name, address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

May 20, 1996

(Date Tender Offer First Published, Sent, or Given to Security Holders)

Transaction Value*

Amount of Filing Fee*

\$32,000,000

\$6,400

*Based on \$80.00 cash price per share for 400,000 shares.

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$6,400
Form or Registration No.: Schedule 13E-4
Filing Party: Fund American Enterprises Holdings, Inc.
Date Filed: May 20, 1996

This Amendment No. 1 amends and supplements the Issuer Tender Offer Statement on Schedule 13E-4 originally filed on May 20, 1996, relating to the invitation of Fund American Enterprises Holdings, Inc., a Delaware corporation (the "Company"), to its shareholders to tender up to 400,000 shares of its Common Stock, par value \$1.00 per share (the "Shares"), to the Company at \$80.00 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase dated May 20, 1996 (the "Offer to Purchase"), and the related Letter of Transmittal (which together constitute the "Offer").

ITEM 4. Interest in Securities of the Issuer

Item 4 is amended by adding the following paragraph:

In the Company's Offer to Purchase dated May 20, 1996, in Section 12 "Transactions and Arrangements Concerning the Shares", the Company stated that it had effected various purchases of Shares during the 40 business days prior to the May 20, 1996 commencement of the Offer. Based upon information provided to the Company by John J. Byrne, its Chairman, President and Chief Executive, certain affiliates of Mr. Byrne recently sold in a series of open market transactions: (i) 700 Shares for \$80.68 on June 3, 1996, and (ii) 9,300 Shares for \$80.50 on June 4, 1996.

SIGNATURE

After due 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.

FUND AMERICAN ENTERPRISES HOLDINGS, INC.

June 7, 1996

By: /s/ Michael S. Paquette

Michael S. Paquette
Vice President and
Controller