

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 10)

SAN JUAN BASIN ROYALTY TRUST

(Name of Issuer)

UNITS OF BENEFICIAL INTEREST

(Title of Class of Securities)

798241105

(CUSIP Number)

Michael S. Paquette
Senior Vice President and
Controller
Fund American Enterprises Holdings, Inc.
80 South Main Street
Hanover, NH 03755
(603) 640-2205

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

April 13, 1999

(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 this statement / /. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class. (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

(1) Name of Reporting Person. S.S. or I.R.S. Identification No. of Above
Person

Fund American Enterprises Holdings, Inc. ("FAEH")
94-2708455

(2) Check the Appropriate Box if a Member (a) of a Group (See Instructions) -----

----- (b) -----

(3) (SEC Use Only)

(4) Source of Funds (See Instructions)

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

(6) Citizenship or Place of Organization DELAWARE

Number of Shares
Beneficially Owned
by Each Reporting
Person With

(7) Sole Voting Power

(8) Shared Voting Power
4,144,876 Units of Beneficial Interest
("Units")

(9) Sole Dispositive Power

(10) Shared Dispositive Power
4,144,876 Units of Beneficial Interest
("UNITS")

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
4,144,876 Units

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions)

(13) Percent of Class Represented by Amount in Row (11)
Approximately 8.9%

(14) Type of Reporting Person (See Instructions) HC, CO
CUSIP NO. 79 8241105

(1) Name of Reporting Person. S.S. or I.R.S. Identification No. of Above Person

Fund American Enterprises, Inc. ("FAE")
04-3357154

(2) Check the Appropriate Box if a Member (a) of a Group (See Instructions)

(b)

(3) (SEC Use Only)

(4) Source of Funds (See Instructions)

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

(6) Citizenship or Place of Organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With

(7) Sole Voting Power

(8) Shared Voting Power
4,144,876 Units of Beneficial Interest ("Units")

(9) Sole Dispositive Power

(10) Shared Dispositive Power
4,144,876 Units of Beneficial Interest ("UNITS")

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
4,144,876 Units

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

(13) Percent of Class Represented by Amount in Row (11)
Approximately 8.9%

(14) Type of Reporting Person (See Instructions) HC, CO

ONLY ITEMS REPORTED IN THIS AMENDMENT NO. 10 TO SCHEDULE 13D ARE AMENDED FROM THE FILING ON SCHEDULE 13D DATED DECEMBER 28, 1990 (THE "SCHEDULE 13D"), AS AMENDED BY AMENDMENT NO. 1 DATED FEBRUARY 13, 1992, AMENDMENT NO. 2 DATED NOVEMBER 6, 1992, AMENDMENT NO. 3 DATED APRIL 27, 1993, AMENDMENT NO.4 DATED JUNE 23, 1993, AMENDMENT NO. 5 DATED JULY 7, 1993, AMENDMENT NO. 6 DATED SEPTEMBER 2, 1993, AMENDMENT NO. 7 DATED DECEMBER 23, 1993, AMENDMENT NO. 8 DATED NOVEMBER 20, 1997 AND AMENDMENT NO. 9 DATED MARCH 25, 1999. ALL OTHER ITEMS REMAIN UNCHANGED. UNLESS OTHERWISE SPECIFIED, ALL DEFINED TERMS USED HEREIN HAVE THE MEANING PREVIOUSLY ASCRIBED TO THEM IN THE SCHEDULE 13D.

Item 4. PURPOSE OF TRANSACTION.

Consistent with FAEH's current strategy to redeploy its passive investment portfolio into operating businesses (or to pursue other opportunities), FAEH reserves the right to sell all or a portion of its Units at any time and from time to time depending upon market conditions and other factors affecting FAEH's evaluation of the value of the Units or its alternative uses of the proceeds from sales of the Units.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby replaced in its entirety:

(a) & (b) The aggregate number of Units and the percentage of the outstanding Units owned by the indicated persons named in Item 2 is as follows:

PERSON -----	UNITS BENEFICIALLY OWNED -----	PERCENTAGE OF UNITS BENEFICIALLY OWNED -----
FAEH	4,144,876	8.9%
FAE	4,144,876	8.9%

FAEH shares voting power and dispositive power with FAE with respect to the 4,144,876 Units it holds indirectly through FAE.

Other than as set forth above, neither FAEH or FAE, nor, to the best knowledge of FAEH or FAE, any other persons named in Item 2 beneficially owns any Units.

(c) There have been no transactions by FAEH or FAE, or to the knowledge of FAEH or FAE, any of the persons listed on Schedule I attached hereto, in Units of Beneficial Interest effected during the past 60 days.

(d) None

(e) Not Applicable

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 19, 1999

FUND AMERICAN ENTERPRISES HOLDINGS, INC.

BY:

Name: Michael S. Paquette
Title: Senior Vice President and Controller

FUND AMERICAN ENTERPRISES, INC.

BY:

Name: Robert E. Snyder
Title: Secretary and Controller

SCHEDULE I TO SCHEDULE 13D

Following is a list of the directors and executive officers of Fund American Enterprises Holdings, Inc. ("FAEH"), Fund American Enterprises, Inc. ("FAE"), and White Mountains Insurance Company ("WMIC") setting forth the business address and present principal occupation or employment (and the name, principal business and address of any corporation or organization in which such employment is conducted) of each such person. Each such person is a citizen of the USA.

Name And Business Address -----	Office -----	Present Principal Occupation Or Employment -----
FAEH		
Raymond Barrette Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755	Executive Vice President and Chief Executive Officer and Director of FAE	Executive Vice President and Chief Executive Officer
John J. Byrne Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755	Chairman of the Board	Chairman of the Board
Patrick M. Byrne Centricut, LLC 2 Technology Drive, STE 3 West Lebanon, NH 03784	Director	President and Chief Executive Officer of Fecheimer Bros. Co.
Reid T. Campbell Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755	Vice President	Vice President
Howard L. Clark, Jr. Lehman Brothers Inc. American Express Tower New York, NY 10128	Director	Vice Chairman of Lehman Brothers Inc.
Robert P. Cochran Financial Security Assurance Holdings Ltd. 350 Park Avenue New York, NY 10022	Director	Chairman, President & Chief Executive Officer of Financial Security Assurance Holdings Ltd.

SCHEDULE I TO SCHEDULE 13D (CONT.)

Name And Business Address -----	Office -----	Present Principal Occupation Or Employment -----
George J. Gillespie, III Cravath, Swaine & Moore 825 Eighth Avenue New York, NY 10019	Director	Partner in Cravath, Swaine & Moore
K. Thomas Kemp Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755	President, Chief Executive Officer & Director of FAEH. Chairman of FAE	President and Chief Executive Officer
Gordon S. Macklin 8212 Burning Tree Road Bethesda, MD 20817	Director	Retired
Frank A. Olson The Hertz Corporation 225 Brae Boulevard Park Ridge, NJ 07656	Director	Chairman of the Board & Chief Executive Officer of The Hertz Corporation
Michael S. Paquette Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755	Sr. Vice President & Controller	Sr. Vice President & Controller
David G. Staples Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755	Vice President-Taxation	Vice President-Taxation
FAE		
Raymond Barrette (see above)	(see above)	(see above)
Terry L. Baxter White Mountains Holdings, Inc. 80 South Main Street Hanover, NH 03755	Director of FAE	President of White Mountains Holdings, Inc.

SCHEDULE I TO SCHEDULE 13D (CONT.)

Name And Business Address -----	Office -----	Present Principal Occupation Or Employment -----
K. Thomas Kemp (see above)	(see above)	(see above)
James H. Ozanne 76 Olcott Drive, Suite L6 White River Jct, VT 05001	President and Director	President
Robert E. Snyder 76 Olcott Drive, Suite L6 White River Jct, VT 05001	Secretary & Controller	Secretary & Controller

SCHEDULE II TO SCHEDULE 13D

Sales of Units of San Juan Basin Royalty Trust by the Reporting Persons and by persons listed in Schedule I, within the last 60 days.

Sold By -----	Date -----	Number Sold -----	Unit Price -----
FAE	3/26/99	350,000	6.19
FAE	3/29/99	1,000,000	6.00
FAE	4/13/99	500,000	6.25