

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)

McFarland Energy, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

58 0432102

(CUSIP Number)

Michael S. Paquette
Vice President and
Controller
Fund American Enterprises Holdings, Inc.
80 South Main Street
Hanover, NH 03755
(603) 643-1567

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

March 5, 1997

(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.
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) AF

(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	86,846
	(8) Shared Voting Power	333,000
	(9) Sole Dispositive Power	
	(10) Shared Dispositive Power	333,000

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
333,000

(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 5.9%

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

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

Fund American Enterprises, Inc.
51-0328932

(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) WC

(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	169,231
	(9) Sole Dispositive Power	-----
	(10) Shared Dispositive Power	169,231

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
169,231

(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 3.0%

(14) Type of Reporting Person (See Instructions) C0

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

White Mountain Holdings, Inc.Inc.
02-0477312

(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) WC

(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
76,923 -----
- (9) Sole Dispositive Power -----
- (10) Shared Dispositive Power
76,923 -----

(11) Aggregate Amount Beneficially Owned by Each Reporting Person
76,923

(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 1.4%

(14) Type of Reporting Person (See Instructions) C0

ONLY ITEMS REPORTED IN THIS AMENDMENT NO. 5 TO SCHEDULE 13D ARE AMENDED FROM THE FILINGS ON SCHEDULE 13D (THE "SCHEDULE 13D") PREVIOUSLY FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION"). 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 5. Interest in Securities of the Issuer.

(a) FAEH owns 86,846 Shares directly and owns 169,231 Shares and 76,923 Shares indirectly through FAE, WMH and certain of WMH's direct and indirect wholly owned subsidiaries, respectively. The aggregate number of Shares and the corresponding percentage of the outstanding Shares such number represents is as follows:

Percentage of Person -----	Shares Beneficially Owned -----	Shares Beneficially Owned -----
FAEH	86,846	1.5%
FAE	169,231	3.0%
WMH*	76,923	1.4%

* WMH and certain of its direct and indirect wholly-owned subsidiaries.

(b) FAEH has sole voting power and dispositive power with respect to 86,846 Shares and shares voting power and dispositive power with respect to 169,231 Shares with FAE, 76,923 Shares with WMH and certain of WMH's direct and indirect wholly-owned subsidiaries. The persons on Schedule I listed above have sole voting power and dispositive power with respect to Shares individually owned by them respectively.

- (c) None
- (d) None
- (e) Not Applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect

to Securities of the Issuer.

FAE extended a "Standstill Agreement", originally dated September 1, 1989, until January 4, 1998. Such agreement provides the executive management and Board of McFarland Energy certain assurances, voluntary restrictions on purchasing or selling Shares of McFarland and voting limitations intended to keep FAE in the position of a friendly investor that supports the incumbent management's views. The Standstill Agreement originally applied to all 400,000 Shares of McFarland owned by FAEH and its subsidiaries. During February 1997, McFarland Energy removed the Standstill Agreement restrictions on 100,000 Shares of McFarland which provided FAEH and its subsidiaries with the opportunity to sell up to 100,000 Shares of McFarland.

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: March 17, 1997

FUND AMERICAN ENTERPRISES HOLDINGS, INC.

BY:

/s/

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

FUND AMERICAN ENTERPRISES, INC.

BY:

/s/

Name: Robert E. Snyder
Title: Secretary and Controller

WHITE MOUNTAINS HOLDINGS, INC.

BY:

/s/

Name: Michael S. Paquette
Title: Vice President 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 Holdings, Inc. ("WMH") 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 United States of America.

Name and Business Address -----	Office -----	Present Principal Occupation or Employment -----
FAEH		
Dennis P. Beaulieu Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755-2053	Corporate Secretary of FAEH, Director of WMH	Corporate Secretary of FAEH
John J. Byrne Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755-2053	Chairman of the Board, President & Chief Executive Officer of FAEH, Chairman of the Board of FAE	Chairman of the Board, President & Chief Executive Officer of FAEH
Reid T. Campbell Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755-2053	Assistant Controller of FAEH	Assistant Controller of FAEH
Howard L. Clark 200 Park Avenue, Suite 4501 New York NY 10166	Director of FAEH	Retired
Howard L. Clark, Jr. Lehman Brothers Holdings, Inc. American Express Tower New York NY 10128	Director of FAEH	Vice Chairman of Lehman Brothers Holdings, Inc.
Robert P. Cochran Financial Security Assurance Holdings, Ltd. 350 Park Avenue New York NY 10022	Director of FAEH	President & Chief Executive Officer of Financial Security Assurance Holdings, Ltd.
George J. Gillespie, III Cravath, Swaine & Moore 825 Eighth Avenue New York NY 10019	Director of FAEH	Partner in Cravath, Swaine & Moore
K. Thomas Kemp Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755-2053	Executive Vice President of FAEH, Director of FAEH and FAE, Chairman of WMH	Executive Vice President of FAEH

SCHEDULE I TO SCHEDULE 13D (cont.)

Name and Business Address -----	Office -----	Present Principal Occupation or Employment -----
FAEH		
Gordon S. Macklin 8212 Burning Tree Road Bethesda MD 20817	Director of FAEH	Chairman of White River Corporation
Frank A. Olson The Hertz Corporation 225 Brae Boulevard Park Ridge, NJ 07656-0713	Director of FAEH	Chairman and Chief Executive Officer of Hertz Corporation
Michael S. Paquette Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755-2053	Vice President & Controller of FAEH, Director of FAE and WMH	Vice President & Controller of FAEH
David G. Staples Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755-2053	Vice President of FAEH	Vice President of FAEH
Allan L. Waters Fund American Enterprises Holdings, Inc. 80 South Main Street Hanover, NH 03755-2053	Senior Vice President & Chief Financial Officer of FAEH, Director of FAE and WMH	Senior Vice President & Chief Financial Officer of FAEH
Arthur Zankel First Manhattan Co. 437 Madison Ave. New York NY 10022	Director of FAEH	Co-Managing Partner First Manhattan Co.
FAE		
James H. Ozanne Fund American Enterprises, Inc. The 1820 House, Main Street Norwich, VT 05055-0850	President of FAE, Director of FAE	President of FAE
Robert E. Snyder Fund American Enterprises, Inc. The 1820 House, Main Street Norwich, VT 05055-0850	Secretary and Controller of FAE, Director of FAE	Secretary and Controller of FAE

SCHEDULE I TO SCHEDULE 13D (cont.)

Name and Business Address -----	Office -----	Present Principal Occupation or Employment -----
WMH		
Dennis P. Beaulieu (see above)	Vice President and Secretary of WMH, Director of WMH	Corporate Secretary of FAEH
John J. Byrne (see above)	Director of WMH	Chairman of the Board, President & Chief Executive Officer of FAEH
Patrick M. Byrne Centricut, LLC 2 Technology Drive, STE 3 West Lebanon, NH 03784	Director of WMH	Chief Executive Officer of Centricut, LLC
Reid T. Campbell (see above)	Assistant Controller of WMH	Assistant Controller of FAEH
Terry L. Baxter 80 South Main Street Hanover, NH 03755	President and Director of WMH	President and Director of WMH
Morgan Davis White Mountains Holdings, Inc. 80 South Main Street Hanover, NH 03755-2053	Executive Vice President & Chief Operating Officer of WMH, Director of WMH	Executive Vice President & Chief Operating Officer of WMH
Robert P. Cochran (see above)	Director of WMH	President & Chief Executive Officer of Financial Security Assurance Holdings, Ltd.
John D. Gillespie White Mountains Holdings, Inc. 80 South Main Street Hanover, NH 03755	Director of WMH	Self Employed
Robert P. Keller White Mountains Holdings, Inc. 80 South Main Street Hanover, NH 03755	Director of WMH	Self Employed

SCHEDULE I TO SCHEDULE 13D (cont.)

Name and Business Address -----	Office -----	Present Principal Occupation or Employment -----
K. Thomas Kemp (see above)	Chairman, Chief Executive Officer and President of WMH	Executive Vice President of FAEH
Phil Koerner National Grange Mutual Insurance Company 55 West Street, POB 2300 Keene, NH 03431	Director of WMH	Chief Executive Officer of National Grange Mutual Insurance Company
Michael S. Paquette (see above)	Vice President & Controller of WMH, Director of WMH	Vice President & Controller of FAEH
Daniel A. Post 2450 14/th/ Avenue SE Albany, OR 97321-0421	Director of WMH	President and Chief Executive Officer of Valley Insurance Company
Allan L. Waters (see above)	Senior Vice President & Chief Financial Officer of WMH, Director of WMH	Senior Vice President & Chief Financial Officer of FAEH