



SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(AMENDMENT NO. 1)\*

Pittston BAX Group, formerly known as  
Pittston Burlington, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

725701882

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(CUSIP Number)

Check the following box if a fee is being paid with this statement [ ]. (A fee is not required only if the filing 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.)

\*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 1945 ("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).



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

WESTPORT ASSET MANAGEMENT, INC.

2. Check the appropriate box if a member of a group\* (a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

CONNECTICUT

Number of  
Shares  
Beneficially  
Owned By  
Each  
Reporting  
Person  
With

5. Sole Voting Power  
0

6. Shared Voting Power  
1,421,100

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
1,421,100

9. Aggregate Amount Beneficially Owned by each Reporting Person

1,421,100

10. Check Box if the aggregate amount in row (9) excludes certain shares\*

11. Percent of Class Represented by Amount in Row 9

7.34%

12. Type of Reporting Person\*

IA

\* SEE INSTRUCTION BEFORE FILLING OUT



Item 1(a):  
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Name of Issuer:  
-----  
PITTSTON BURLINGTON, INC.

Item 1(b):  
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Address of Issuer's Principal Executive Offices:  
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1000 VIRGINIA CENTER PARKWAY  
P.O. BOX 4229  
GLEN ALLEN, VA 23058-4229

Item 2(a):  
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Name of Person Filing:  
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WESTPORT ASSET MANAGEMENT, INC.

Item 2(b):  
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Address of Principal Business Office:  
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253 RIVERSIDE AVENUE  
WESTPORT, CT 06880

Item 2(c):  
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Citizenship:  
-----  
  
CONNECTICUT

Item 2(d):  
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Title of Class of Securities:  
-----  
  
COMMON STOCK

Item 2(e):  
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CUSIP Number:  
-----  
  
725701882

Item 3.  
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If this stated is filed pursuant to Rules  
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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(b)(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) (X) Investment Adviser registered under Section 203 of the Investment Advisors 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 'SS'240.13d-1(b)(1)(ii)(F)
- (g) ( ) Parent Holding Company, in accordance with 'SS'240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h) ( ) Group in accordance with 'SS'240.13d-1(b)(1)(ii)(H)

Item 4. Ownership.  
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- (a) Amount Beneficially owned: 1,421,100 shares
- (b) Percent of Class: 7.34%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 1,421,100
  - (iii) sole power to dispose or to direct the disposition of: 0
  - (iv) shared power to dispose or to direct the disposition of: 1,421,100





Item 5. Ownership of Five Percent or Less of a Class  
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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 ( )

Item 6. Ownership of More than Five Percent on Behalf of Another Person:  
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A PORTION OF THE SHARES OF COMMON STOCK OF THE ISSUER REPORTED HEREBY, AMOUNTING IN THE AGGREGATE TO 7.34% OF SUCH SHARES OUTSTANDING, ARE HELD IN CERTAIN DISCRETIONARY MANAGED ACCOUNTS OF WESTPORT ASSET MANAGEMENT, INC. (THE "REPORTING PERSON"). THE REPORTING PERSON DISCLAIMS BENEFICIAL OWNERSHIP OF SUCH SHARES BENEFICIALLY OWNED BY SUCH PERSONS AND DISCLAIMS THE EXISTENCE OF A GROUP.

Item 7. Identification and Classification of the Subsidiary  
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Which acquired the Security Being Reported on By the Parent Holding Company.

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N/A

Item 8. Identification and Classification of Members of the Group.  
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N/A

Item 9. Notice of Dissolution of Group.  
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N/A



Item 10. Certification  
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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 purpose or effect.

Disclaimer  
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The undersigned expressly declares that the filing of this Schedule 13G shall not be construed as an admission that such person is, for the purpose of Section 13(d) or 13(g) of the Securities Act of 1934, the beneficial owner of any securities covered by this statement.

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.

Date: 2/16/99

WESTPORT ASSET MANAGEMENT, INC.

BY

ANDREW J. KNUTH, CHAIRMAN

STATEMENT OF DIFFERENCES

The section symbol shall be expressed as ..... 'SS'