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ALLCITY INSURANCE CO /NY/
Form SC 13D/A
May 28, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO

(RULE 14D-100)

TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OR 13(E) (1)
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

ALLCITY INSURANCE COMPANY
(Name of Subject Company (Issuer))

LEUCADIA NATIONAL CORPORATION
(Name of Filing Person - (Offeror))

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(Title of Class of Securities)

016752107
(CUSIP Number of Class of Securities)

JOSEPH A. ORLANDO
LEUCADIA NATIONAL CORPORATION
315 PARK AVENUE SOUTH
NEW YORK, NEW YORK 10010
TELEPHONE: (212) 460-1900
(Name, Address and Telephone Number of Person
Authorized to Receive Notice and Communications on Behalf of Filing Person)

COPIES TO:

ANDREA A. BERNSTEIN, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NEW YORK 10153-0119
TELEPHONE: (212) 310-8000

CALCULATION OF FILING FEE*

Transaction Valuation	Amount of Filing Fee
\$1,704,497	\$138

* For purpose of calculating the filing fee only. The fee is \$80.90 per \$1,000,000 of the aggregate offering amount (or .0000809 of the aggregate

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transaction valuation), calculated pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended by Fee Advisory #11, issued by the Commission on February 7, 2003. The amount assumes the purchase of 619,817 shares of common stock of Allcity Insurance Company ("Allcity"), for a purchase price per share of \$2.75 in cash. Such number of shares represents (i) the sum of the 7,078,625 outstanding shares of Allcity as of March 31, 2003, (ii) less 6,458,808 shares of Allcity already beneficially owned by Leucadia National Corporation.

[X] Check the 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: \$138 Filing Party: Leucadia National Corporation
Form or Registration No.: Schedule TO Date Filed: April 30, 2003

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer:

Check the appropriate boxes below to designate any transactions to which the statement relates:

- [X] third-party tender offer subject to Rule 14d-1.
- [] issuer tender offer subject to Rule 13e-4.
- [X] going-private transaction subject to Rule 13e-3.
- [X] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: []

(Continued on following pages)
(Page 2 of 18 pages)

CUSIP No. 016752107

13D

1 NAME OF REPORTING PERSON:
S.S. OR I.R.S. IDENTIFICATION NO.

LEUCADIA NATIONAL CORP

OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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3	SEC USE ONLY		
4	SOURCE OF FUNDS:	N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	NEW YORK	
	NUMBER OF	7	SOLE VOTING POWER:
	SHARES		0
	BENEFICIALLY	8	SHARED VOTING POWER:
	OWNED BY		6,458,
	EACH	9	SOLE DISPOSITIVE POWER:
	REPORTING		0
	PERSON WITH	10	SHARED DISPOSITIVE POWER:
			6,458,
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		6,458,
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:	CO	

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CUSIP No. 016752107

13D

1	NAME OF REPORTING PERSON:	WMAC INVESTMENT CORPOR
	S.S. OR I.R.S. IDENTIFICATION NO.	
	OF ABOVE PERSON:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (d) OR	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	WISCONSIN
	NUMBER OF	7
	SOLE VOTING POWER:	0

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SHARES			
BENEFICIALLY	8	SHARED VOTING POWER:	299,37
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER:	0
REPORTING			
PERSON WITH	10	SHARED DISPOSITIVE POWER:	299,37
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:		299,37
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
14	TYPE OF REPORTING PERSON:		CO

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CUSIP No. 016752107 13D

1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO.		PHLCORP, INC.
	OF ABOVE PERSON:		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		
3	SEC USE ONLY		
4	SOURCE OF FUNDS:		N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION:		PENNSYLVANIA
NUMBER OF			
	7	SOLE VOTING POWER:	0
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER:	6,
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER:	
REPORTING			
PERSON WITH	10	SHARED DISPOSITIVE POWER:	6,

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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	6,
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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CUSIP No. 016752107

13D

1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO.	330 MAD. PAREN
	OF ABOVE PERSON:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE
	NUMBER OF	7
	SHARES	
	BENEFICIALLY	8
	OWNED BY	
	EACH	9
	REPORTING	
	PERSON WITH	10
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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13D

1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO.	BALDWIN ENTERP
	OF ABOVE PERSON:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS: N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	COLORADO
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7
	SOLE VOTING POWER:	
8		8
	SHARED VOTING POWER:	
9		9
	SOLE DISPOSITIVE POWER:	
10		10
	SHARED DISPOSITIVE POWER:	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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 CUSIP No. 016752107

13D

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1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO.	BELLPET, INC.
	OF ABOVE PERSON:	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE
	NUMBER OF	7
	SHARES	
	BENEFICIALLY	8
	OWNED BY	
	EACH	9
	REPORTING	
	PERSON WITH	10
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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CUSIP No. 016752107

13D

1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO.	EMPIRE INSURAN
	OF ABOVE PERSON:	

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3	SEC USE ONLY	
4	SOURCE OF FUNDS:	N/A
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	NEW YORK
	NUMBER OF	7
	SHARES	
	BENEFICIALLY	8
	OWNED BY	
	EACH	9
	REPORTING	
	PERSON WITH	10
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	CO

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SCHEDULE TO

This Amendment No. 2 (this "Amendment") amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the "Commission") on April 30, 2003, and as amended and/or supplemented by Amendment No. 1 filed with the Commission on May 28, 2003 (as so amended the "Schedule TO") by Leucadia National Corporation, a New York Corporation ("Leucadia"). The Schedule TO, along with this Amendment, relates to the offer by Leucadia to purchase all of the outstanding shares of common stock, par value \$1.00 per share (the "Common Stock"), of Allcity Insurance Company ("Allcity"), at a price of \$2.75 per share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated April 29, 2003, as amended (the "Offer to Purchase"), and in the related Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the "Offer"). Any capitalized term used and not otherwise defined herein has the meaning given to such term in the Offer to Purchase.

The information set forth in the Offer to Purchase and the related Letter of Transmittal is expressly incorporated herein by reference in

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response to all the Items of this Amendment, including without limitation all of the information required by Schedule 13E-3 that is not included in or covered by the items in the Schedule TO, except as set forth below. In addition, the information set forth in Items 1 through 13 of the Schedule TO are incorporated herein by reference with respect to Items 1 through 13 of this Amendment, except those Items as to which information specifically provided herein is relevant, in which case the information contained in the Schedule TO is incorporated herein by reference in partial answer to those Items unless otherwise noted hereto.

For the purpose of this Amendment, all references to the Offer to Purchase that are expressly set forth in this Amendment or incorporated herein by reference from other documents specifically refer to the Offer to Purchase dated April 29, 2003, as amended, unless otherwise stated herein.

This Amendment also constitutes the Schedule 13E-3/A and the Schedule 13D/A filed by and on behalf of Leucadia.

ITEM 11. ADDITIONAL INFORMATION.

Item 11(b) of the Schedule TO is hereby amended and supplemented by adding the following thereto:

On May 28, 2003, Leucadia extended the Offer until 12 p.m. New York City time on Wednesday, June 4, 2003. The text of the press release issued by Leucadia on May 28, 2003 is incorporated herein by reference, a copy of which is filed hereto as Exhibit (a) (8).

ITEM 12. EXHIBITS.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit thereto:

- (a) (8) Text of press release issued by Leucadia, dated May 28, 2003, announcing the extension of the Offer.

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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.

Dated May 28, 2003

LEUCADIA NATIONAL CORPORATION

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando

Title: Vice President and Chief Financial Officer

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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.

Dated May 28, 2003

WMAC INVESTMENT CORPORATION

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando

Title: Vice President

*This signature is solely for the purpose of amending Schedule 13D.

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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.

Dated May 28, 2003

PHLCORP, INC.

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando

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Title: Vice President

*This signature is solely for the purpose of amending Schedule 13D.

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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.

Dated May 28, 2003

330 MAD. PARENT CORP.

By: /s/ Patrick D. Bienvenue

Name: Patrick D. Bienvenue
Title: Chairman of the Board, President and
Treasurer

*This signature is solely for the purpose of amending Schedule 13D.

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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.

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Dated May 28, 2003

BALDWIN ENTERPRISES, INC.

By: /s/ Joseph A. Orlando

Name: Joseph A. Orlando

Title: Vice President

*This signature is solely for the purpose of amending Schedule 13D.

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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.

Dated May 28, 2003

BELLPET, INC.

By: /s/ Patrick D. Bienvenue

Name: Patrick D. Bienvenue

Title: Chairman of the Board, President and
Treasurer

*This signature is solely for the purpose of amending Schedule 13D.

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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.

Dated May 28, 2003

EMPIRE INSURANCE COMPANY

By: /s/ Douglas M. Whitenack

Name: Douglas M. Whitenack

Title: Chief Financial Officer

*This signature is solely for the purpose of amending Schedule 13D.

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EXHIBIT INDEX

EXHIBIT NO.

DESCRIPTION

(a) (8)

Text of press release issued by Leucadia, dated May 28, 2003.

