

CORE TECHNOLOGIES PENNSYLVANIA INC

Filed by
SAFEGUARD SCIENTIFICS INC

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 01/03/96

Address 100 JERICHO QUADRANGLE
SUITE 335
JERICHO, NY 11753
Telephone 5169399400
CIK 0000826330
SIC Code 5063 - Electrical Apparatus and Equipment Wiring Supplies, and Construction Materials
Fiscal Year 12/31

CORE TECHNOLOGIES PENNSYLVANIA INC

FORM SC 13D/A (Amended Statement of Beneficial Ownership)

Filed 1/3/1996

Address	110 SUMMIT DR STE 200 EXTON, Pennsylvania 19341-2838
Telephone	610-524-7000
CIK	0000826330
Fiscal Year	12/31

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

CORE TECHNOLOGIES (PENNSYLVANIA), INC.

(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE

(Title of Class of Securities)

218911 10 5

(CUSIP Number)

James A. Ounsworth, Vice President and General Counsel
Safeguard Scientifics, Inc.
800 The Safeguard Building, 435 Devon Park Drive, Wayne, PA 19087
610-293-0600

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

September 29, 1995

(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 the statement. (X)(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.

SCHEDULE 13D

CUSIP No. 218911 10 5

(1) NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Safeguard Scientifics, Inc.
#23-1609753

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

- (a) (X)
(b) ()
-

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ()

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Pennsylvania

(7) SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

(8) SHARED VOTING POWER 3,744,757 (assuming conversion of Series A Redeemable Convertible Preferred Stock)

WITH (9) SOLE DISPOSITIVE POWER

(10) SHARED DISPOSITIVE POWER See #8 above

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See #8 above

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES* ()

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

36.6%

(14) TYPE OF REPORTING PERSON*

CO

(1) NAMES OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Safeguard Scientifics (Delaware), Inc. #51-1291171

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

- (a) (X)
(b) ()

(3) SEC USE ONLY

(4) SOURCE OF FUNDS*

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ()

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(7) SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON

(8) SHARED VOTING POWER 3,744,757 (assuming conversion of Series A Redeemable Convertible Preferred Stock)

WITH (9) SOLE DISPOSITIVE POWER

(10) SHARED DISPOSITIVE POWER See #8 above

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See #8 above

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES* ()

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

36.6%

(14) TYPE OF REPORTING PERSON*

CO

ITEM 1 Security and Issuer

The title of the class of equity securities to which this Amendment to Schedule 13D relates is Common Stock (\$.01 par value per share) of Core Technologies (Pennsylvania), Inc. (hereinafter referred to as the "Shares"). The name and address of the issuer of the Shares is Core Technologies (Pennsylvania), Inc., 110 Summit Drive, Exton, PA 19341 (hereinafter referred to as the "Issuer").

ITEM 2. Identity and Background

Set forth in Exhibit A hereto and the Schedules thereto is the name of each Reporting Person and the information required by Item 2 of Schedule 13D about the identity and background of that Reporting Person and its partners, directors, executive officers and controlling persons, if any, supplied by such Reporting Person.

During the last five years, none of the Reporting Persons nor, to the best of each Reporting Person's knowledge, none of such Reporting Person's officers, directors, partners and controlling persons identified in Exhibit A and the schedules thereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. All of the Reporting Persons and the officers, directors, partners and controlling persons of such Reporting Persons are United States citizens, except where otherwise indicated.

ITEM 3. Source and Amount of Funds or Other Consideration

Not applicable.

ITEM 4. Purpose of Transaction

In connection with an agreement between the Reporting Person and Issuer, on September 29, 1995, Reporting Person contributed 2,000,000 Shares to the capital of the Issuer and sold 2,500,000 Shares at a per share price of \$.10 to certain members of the Issuer's senior management. These transactions resulted in a reduction to approximately 36.6% of the Reporting Person's beneficial interest in the Shares.

ITEM 5. Interest in the Securities of the Issuer

The table below sets forth the aggregate number of Shares and percentage of the Issuer's outstanding Shares beneficially owned by each Reporting Person and by each executive officer, director, partner and controlling person, if any, of that Reporting Person named in Exhibit A and the Schedules thereto. Except as otherwise noted, each person listed has sole voting and dispositive power over all shares listed opposite his or its name. Any of the aforementioned persons whose names do not appear in the table below do not beneficially own any Shares of the Issuer.

Unless otherwise indicated in a footnote in the following table, no person named in Exhibit A and the Schedules thereto has consummated any transaction in the Issuer's Shares during the past sixty days other than as set forth herein.

Name of Person -----	Number of Shares Beneficially Owned -----	Percentage of Outstanding Shares -----
Safeguard Scientifics, (Delaware) Inc.(1)	3,744,757	36.6%
Donald R. Caldwell	1,100	*
Gerald M. Wilk	10,893	*

* Less than 1%

(1) Includes 1,500,000 Shares issuable upon the conversion of 15,000 shares of Series A Redeemable Convertible Preferred Stock held by Safeguard Scientifics (Delaware), Inc.

ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

As noted in Item 4, the Reporting Person contributed 2,000,000 Shares to the capital of the Company. The Reporting Person also sold to certain members of the Issuer's senior management an aggregate of 2,500,000 Shares, at a price of \$.10 per share, payable in the form of five-year, interest bearing promissory notes secured by 1,800,000 of the purchased Shares. These transactions were consummated on September 29, 1995.

ITEM 7. Material to be Filed as Exhibits

Exhibit A Identity and Background

SIGNATURES

After reasonable inquiry and to best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct. In executing this statement, the undersigned agrees, to the extent required by Rule 13d-1(f), that this statement is being filed on behalf on each of the Reporting Persons herein.

Dated: Nov. 8, 1995

Safeguard Scientifics, Inc.

*By: /s/ James A. Ounsworth
James A. Ounsworth
Vice President, General
Counsel and Secretary*

SIGNATURES

After reasonable inquiry and to best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct. In executing this statement, the undersigned agrees, to the extent required by Rule 13d-1(f), that this statement is being filed on behalf on each of the Reporting Persons herein.

Dated: Nov. 8, 1995

Safeguard Scientifics (Delaware), Inc.

*By: /s/ James A. Ounsworth
James A. Ounsworth
Vice President and Secretary*

EXHIBIT INDEX

Exhibit Title Page Number

A Identity and Background 10

EXHIBIT A

Identity and Background

1. Safeguard Scientifics, Inc.

Safeguard Scientifics, Inc. ("SSI"), a Pennsylvania corporation, owns all of the outstanding capital stock of Safeguard Scientifics (Delaware), Inc., a Delaware corporation ("SSD"). SSI has an address at 800 The Safeguard Building, 435 Devon Park Drive, Wayne, PA 19087- 1945. SSI

is an entrepreneurial technology company. See Schedule I with respect to the executive officers and directors of SSI as of the date of filing this amendment to Schedule 13D.

2. Safeguard Scientifics (Delaware), Inc.

SSD is a wholly owned subsidiary of SSI. SSD is a holding company and has an office at 103 Springer Building, 3411 Silverside Road, P. O. Box 7048, Wilmington, DE 19803. Schedule II provides information about the executive officers and directors of SSD as of the date of filing this amendment to Schedule 13D.

SCHEDULE I
DIRECTORS AND EXECUTIVE OFFICERS
OF
SAFEGUARD SCIENTIFICS, INC.

Executive Officers*

Name	Business Address	Principal Occupation
Warren V. Musser	Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087	Chairman of the Board, Chief Executive Officer, President and Chief Operating Officer
Edward R. Anderson	CompuCom Systems, Inc. 10100 North Central Expressway Dallas, TX 75231	President and Chief Executive Officer, CompuCom Systems
Donald R. Caldwell	Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087	Executive Vice President
James W. Dixon	CompuCom Systems, Inc. 10100 North Central Expressway Dallas, TX 75231	Chairman of the Board, CompuCom Systems
Jerry L. Johnson	Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087	Senior Vice President, Operations
Charles A. Root	Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087	Executive Vice President
Gerald M. Wilk	Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087	Vice President--Finance
Directors*		
Vincent G. Bell Jr.	Verus Corp. 259 Radnor-Chester Rd. Radnor, PA 19087	President and Chief Executive Officer, Verus Corp.
Robert A. Fox	R.A.F. Industries One Pitcairn Pl, Suite 2100 165 Township Line Road Jenkintown, PA 19046-3593	President, R.A.F. Industries
Delbert W. Johnson	Pioneer Metal Finishing 1717 West River Rd. North Minneapolis, MN 55411	Chairman and CEO, Pioneer Metal Finishing and Vice President, SSI
Peter Likins	Lehigh University Bethlehem, PA 18015	President, Lehigh University
Jack L. Messman	Union Pacific Resources 801 Cherry Street, MS4001 Fort Worth, TX 76102	President and CEO, Union Pacific Resources
Warren V. Musser	(Same as previous page)	(Same as previous page)
Russell E. Palmer	The Palmer Group 3600 Market Street Suite 530 Philadelphia, PA 19104	President, The Palmer Group
John W. Poduska Sr.	Advanced Visual Systems	Chairman of the Board, Advanced

	300 Fifth Avenue Waltham, MA 02154	Visual Systems, Inc.
Heinz Schimmelbusch	Safeguard International Group, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087-1945	President and CEO, Safeguard International Group, Inc.
Hubert J.P.Schoemaker	Centocor, Inc. 200 Great Valley Parkway Malvern, PA 19355	Chairman of the Board, Centocor, Inc.
Jean C. Tempel	Technology Leaders Management c/o Safeguard Scientifics, Inc. Ten Post Office Square Suite 1325 Boston, MA 02109-4603	Managing Director Technology Leaders Management, Inc.

- - - - -

*All Executive Officers and Directors, except Heinz Schimmelbusch and Hubert J.P. Schoemaker, are U. S. citizens.

SCHEDULE II
DIRECTORS AND EXECUTIVE OFFICERS
OF
SAFEGUARD SCIENTIFICS (DELAWARE), INC.

Executive Officers*

Name	Business Address	Principal Occupation
Donald R. Caldwell	Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087	Executive Vice President, SSI and President, SSD
James A. Ounsworth	Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087	Vice President and Secretary, SSI and SSD
George Warren	Safeguard Scientifics (Delaware), Inc. 103 Springer Building 3411 Silverside Road Wilmington, DE 19803	Vice President, SSD
Gerald M. Wilk	Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087	Vice President-Finance, SSI and Vice President and Treasurer, SSD
Directors*		
Gerald M. Wilk	(Same as above)	(Same as above)
James A. Ounsworth	(Same as above)	(Same as above)
Michael W. Miles	Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087	Vice President and Controller of SSI
William F. White	Safeguard Scientifics, Inc. 800 The Safeguard Building 435 Devon Park Drive Wayne, PA 19087	Tax Manager of SSI

- - - - -

*All Executive Officers and Directors are U.S. Citizens