

Edgar Filing: ADVANTICA RESTAURANT GROUP INC - Form SC 13G/A

ADVANTICA RESTAURANT GROUP INC  
Form SC 13G/A  
February 13, 2001

Securities and Exchange Commission

Washington, DC 20549

Under the Securities and Exchange Act of 1934  
Schedule 13G  
Amendment No. 1

Advantica Restaurant Group Inc  
(Name of Issuer)

Common Stock  
(Title of Class of Securities )

00758B109  
(CUSIP NUMBER)

- 1) Name of Reporting Person: CNA Financial Corporation  
SS or IRS Identification 36-6169860  
Nos. of Above Persons:
- 2) Check the Appropriate Box (a) (b) X  
If A Member of Group  
(See Instructions)
- 3) SEC Use Only
- 4) Citizenship or Place of Organization Delaware
- |   |                               |           |
|---|-------------------------------|-----------|
| Number of Shares                                  | (5) Sole Voting Power         | 0         |
| Beneficially Owned by Each Reporting Person With: | (6) Shared Voting Power       | 3,225,087 |
|   | (7) Sole Dispositive Power    | 0         |
|   | (8) Shared Dispositive Power: | 3,225,087 |
- 9) Aggregate Amount Beneficially Owned by Each Reporting Person 3,225,087
- 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
- 11) Percent of Class Represented By Amount in Row 9 8.1%
- 12) Type of Reporting

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Person (See Instructions)

HC

Under Illinois Law, assets owned by Continental Casualty Company, an Illinois insurance company, are solely under the control of the board of directors of the insurer. The characterization of shared dispositive power with the parent holding company is made solely as a consequence of SEC interpretations regarding control of the subsidiary. CNA Financial Corporation and Loews Corporation specifically disclaim beneficial ownership of the securities identified herein.

- |     |   |                      |
|-----|---|----------------------|
| 1)  | Name of Reporting Person:   | Loews Corporation    |
|     | SS or IRS Identification  | 13-2646102           |
|     | Nos. of Above Persons:  |                      |
| 2)  | Check the Appropriate Box<br>If A Member of Group<br>(See Instructions)             | (a)            (b) X |
| 3)  | SEC Use Only  |                      |
| 4)  | Citizenship or Place of Organization  | Delaware             |
|     | Number of Shares Beneficially Owned by Each Reporting Person With:                  |                      |
|     | (5) Sole Voting Power   | 0                    |
|     | (6) Shared Voting Power   | 3,225,087            |
|     | (7) Sole Dispositive Power  | 0                    |
|     | (8) Shared Dispositive Power:   | 3,225,087            |
| 9)  | Aggregate Amount Beneficially Owned by Each Reporting Person                        | 3,225,087            |
| 10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) |                      |
| 11) | Percent of Class Represented By Amount in Row 9                                     | 8.1%                 |
| 12) | Type of Reporting Person (See Instructions)   | HC                   |

Under Illinois Law, assets owned by Continental Casualty Company an Illinois insurance company, are solely under the control of the board of directors of the insurer. The characterization of shared dispositive power with the parent holding company is made solely as a consequence of SEC interpretations regarding control of the subsidiary. CNA Financial Corporation and Loews Corporation specifically disclaim beneficial ownership of the securities identified herein.

- |    |                           |                              |
|----|---------------------------|------------------------------|
| 1) | Name of Reporting Person: | Continental Casualty Company |
|    | SS or IRS Identification  | 36-2114545                   |

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Nos. of Above Persons:

- |     |  |                               |           |
|-----|--|-------------------------------|-----------|
| 2)  | Check the Appropriate Box<br>If A Member of Group<br>(See Instructions)                | (a)                           | (b) X     |
| 3)  | SEC Use Only   |                               |           |
| 4)  | Citizenship or Place of Organization   |                               | Illinois  |
|     | Number of Shares   | (5) Sole Voting               | 0         |
|     | Beneficially Owned<br>by Each Reporting<br>Person With:                                | (6) Shared Voting             | 3,225,087 |
|     |  | (7) Sole Dispositive Power    | 0         |
|     |  | (8) Shared Dispositive Power: | 3,225,087 |
| 9)  | Aggregate Amount Beneficially<br>Owned by Each Reporting Person                        |                               | 3,225,087 |
| 10) | Check if the Aggregate Amount in Row (9)<br>Excludes Certain Shares (See Instructions) |                               |           |
| 11) | Percent of Class<br>Represented By Amount in Row 9                                     |                               | 8.1%      |
| 12) | Type of Reporting<br>Person (See Instructions)   |                               | IC        |

Under Illinois Law, assets owned by Continental Casualty Company an Illinois insurance company, are solely under the control of the board of directors of the insurer. The characterization of shared dispositive power with the parent holding company is made solely as a consequence of SEC interpretations regarding control of the subsidiary. CNA Financial Corporation and Loews Corporation specifically disclaim beneficial ownership of the securities identified herein.

Item 1(a) Name of Issuer. Advantica Restaurant Group, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices

Advantica Restaurant Group, Inc.  
203 E. Main Street  
Spartanburg, SC 29319-9966

Item 2(a) Name of Persons Filing. CNA Financial Corporation  
Loews Corporation  
Continental Casualty Company

Item 2(b) Address of Principal Business Office:

Continental Casualty Company - CNA Plaza, Chicago, Illinois 60685 CNA  
Financial Corporation - CNA Plaza, Chicago, Illinois 60685 Loews  
Corporation - 667 Madison Avenue, New York, New York 10021-8087

Item 2(c) Citizenship:

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Continental Casualty Company - State of Illinois  
 CNA Financial Corporation - State of Delaware  
 Loews Corporation - State of Delaware

Item 2(d) Title of Class of Securities

Common Stock

Item 2(e) CUSIP Number.

00758B109

Item 3. The persons filing this statement pursuant to Rule 13-1(b) or 13d-2 are each:

(g) Parent Holding Company (HC) (Relevant subsidiary is Continental Casualty Company, an Illinois domiciled insurance company.) or an Insurance Company (IC).

Item 4. Ownership.

Under Illinois Law, assets owned by Continental Casualty Company an Illinois insurance company, are solely under the control of the board of directors of the insurer. The characterization of shared dispositive power with the parent holding company is made solely as a consequence of SEC interpretations regarding control.)

	Continental Casualty Company	CNA Financial Corp.	Loews Corporation
(a) Amount Beneficially Owned:	3,225,087	3,225,087	3,225,087
(b) Percent of Class	8.1%	8.1%	8.1%

Item 4.

	Continental Casualty Company	CNA Financial Corp.	Loews Corporation
(c) Number of shares as to which such person has:			
(i) sole power to vote or to direct the vote	0	0	0
(ii) shared power to vote or to direct vote	3,225,087	3,225,087	3,225,087
(iii) sole power to dispose or to direct disposition of	0	0	0
(iv) shared power to dispose or to direct disposition	3,225,087	3,225,087	3,225,087

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

Inapplicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported On By the Parent Holding Company.

Continental Casualty Company, an Illinois insurance company (IC).  
(See Exhibit 1.)

Item 8. Identification and Classification of Members of the Group.

Inapplicable.

Item 9. Notice of Dissolution of the Group.

Inapplicable.

Item 10. Certification of CNA Financial Corporation.

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 transactions having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and believe, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2001  
Date

/s/ Jonathan D. Kantor  
Signature

Jonathan D. Kantor  
Senior Vice President, General Counsel and Secretary

Item 10. Certification of Loews Corporation.

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 transactions having such purposes or effect.

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After reasonable inquiry and to the best of my knowledge and believe, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2001  
Date

/s/ Barry Hirsch  
Signature

Barry Hirsch  
Senior Vice President, Secretary and General Counsel

Item 10. Certification of Continental Casualty Company.

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 transactions having such purposes or effect.

After reasonable inquiry and to the best of my knowledge and believe, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2001  
Date

/s/ Jonathan D. Kantor  
Signature

Jonathan D. Kantor  
Senior Vice President, General Counsel and Secretary

Exhibit 1

Loews Corporation holds in excess of 87% of the equity of CNA Financial Corporation.

CNA Financial Corporation owns 100% of the relevant subsidiary, Continental Casualty Company, an Illinois domiciled insurance company (IC). Continental Casualty Company is the direct owner of the position being reported.

Exhibit 2

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f) of the Securities and Exchange Act of 1934, as amended, on behalf of each of the undersigned.

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CONTINENTAL CASUALTY COMPANY

/s/ Jonathan D. Kantor  
Signature

Jonathan D. Kantor  
Senior Vice President, General Counsel and Secretary

CNA FINANCIAL CORPORATION

/s/ Jonathan D. Kantor  
Signature

Jonathan D. Kantor  
Senior Vice President, General Counsel and Secretary

LOEWS CORPORATION

/s/ Barry Hirsch  
Signature

Barry Hirsch  
Senior Vice President, Secretary and General Counsel