



9 Aggregate Amount Beneficially Owned by Each Reporting Person

1,990,000

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares\*

[ ]

11 Percent of Class Represented by Amount in Row (9) 57.3%

12 Type of Reporting Person\* CO

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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<CAPTION>

CUSIP NO. 70453T 10 1

PAGE 3 OF 5 PAGES

<S> <C>  
ITEM 1(A). Name of Issuer:

PC411, Inc.

ITEM 1(B). Address of Issuer's Principal Executive Offices:

980 La Cienega Blvd., Suite 411, Inglewood, CA 90301-4440

ITEM 2(A). Name of Person Filing:

New Valley Corporation

ITEM 2(B). Address of Principal Business Office:

100 S.E. Second Street, 32nd Floor, Miami, Florida 33131

ITEM 2(C). Citizenship:

Delaware

ITEM 2(D). Title of Class of Securities:

Common Stock, \$.01 Par Value

ITEM 2(E). CUSIP Number:

70453 T 10 1

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable

ITEM 4. OWNERSHIP.

- (a) Amount Beneficially Owned: 1,990,000
- (b) Percent of Class: 57.3%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 1,990,000
  - (ii) shared power to vote or to direct the vote: -0-
  - (iii) sole power to dispose or to direct the disposition of: 1,990,000
  - (iv) shared power to dispose or to direct the disposition of: -0-

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not Applicable

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

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CUSIP NO. 70453T 10 1

PAGE 4 OF 5 PAGES

<S> <C>  
ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable

ITEM 10. CERTIFICATION.

Not Applicable

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CUSIP NO. 70453T 10 1  
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PAGE 5 OF 5 PAGES  
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SIGNATURE

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

NEW VALLEY CORPORATION

Dated: February 12, 1998 By: /s/ Marc N. Bell

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MARC N. BELL  
VICE PRESIDENT