
SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(AMENDMENT NO. 10)

нин	RCO COMPANIES, INC.
	(Name of Issuer)
COMMON STOCK, NO PAR VALUE	447324 10 4

STEPHEN H. COOPER, ESQ.
WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK, NY 10153
(212) 310-8000

(Name, address and telephone number of person authorized to receive notices and communications)

JANUARY 15, 1999

(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 $[_]$.

(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: When filing this statement in paper format, six copies of this statement, including exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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CUSI	P No.	447324	13D	

NAME OF REPORTING PERSON:

(Title of class of securities)

(CUSIP number)

OF ABOVE PERSON:

		E APPROPRIATE BO	X IF A MEMBER OF	A GROUP:			(A) [(B) [X]
3	SEC USE (ONLY						
	SOURCE O	F FUNDS:	N/A					
5	CHECK BOX	X IF DISCLOSURE TO ITEM 2(d) OR	OF LEGAL PROCEED 2 (e):	INGS IS REÇ			[_]
6		HIP OR PLACE OF		CONNECTIO	UT			
NUMBER SHARE		7 SOLE VOT	ING POWER:		0			
BENEFICI OWNED	ВУ	8 SHARED V	OTING POWER:		0			
EACH REPORTI	NG	9 SOLE DIS	POSITIVE POWER:		0			
PERSON W			ISPOSITIVE POWER		0			
11		E AMOUNT BENEFIC G PERSON:	IALLY OWNED BY		0			
12	CHECK BOX	X IF THE AGGREGA	TE AMOUNT IN ROW	(11) EXCLU				_]
13	PERCENT (OF CLASS REPRESE	NTED BY AMOUNT I		:	0%		
14	TYPE OF	 REPORTING PERSON		PN				
 IP No. 447				 13D				
1		REPORTING PERSON I.R.S. IDENTIFIC PERSON:	ATION NO.		MANAGEMENT			
2			X IF A MEMBER OF	A GROUP:			(A) [(B) [
3	SEC USE (ONLY						
4	SOURCE O	F FUNDS:	N/A					
5	CHECK BOX	X IF DISCLOSURE TO ITEM 2(d) OR	OF LEGAL PROCEED 2 (e):	INGS IS REÇ				_]
6		HIP OR PLACE OF		CONNECTIC	CUT			
NUMBER SHARE		7 SOLE VOT			0			
BENEFICI OWNED	ALLY	8 SHARED V	OTING POWER:		0			

	_						
EAC! REPORT:		9	SOLE DISPOSITIVE PO	WER:	0		
PERSON I	- WITH	10	SHARED DISPOSITIVE	POWER:	0		
11	AGGREGATE REPORTING		BENEFICIALLY OWNED	ВҮ	0		
12	CHECK BOX	IF THE	AGGREGATE AMOUNT I	 N ROW (11)	EXCLUDES CERTAIN		[_]
13	PERCENT O	F CLASS	REPRESENTED BY AMO	UNT IN ROW	(11):	0%	
14	TYPE OF R	EPORTIN	G PERSON:	PN			
CUSIP No. 44	7324 10 4				.3D		
1	NAME OF R	EPORTIN	IG PERSON:	BRYI	NWOOD PARTNERS II L.	Ρ.	
	S.S. OR I OF ABOVE		DENTIFICATION NO.				
2	CHECK THE	APPROI	PRIATE BOX IF A MEMB	ER OF A GRO	DUP:		A) [X] B) [_]
3	SEC USE O	NLY					
4	SOURCE OF	FUNDS:	WC				
5	PURSUANT	TO ITEN	CLOSURE OF LEGAL PR 1 2(d) OR 2(e):	OCEEDINGS	S REQUIRED		[_]
6	CITIZENSH ORGANIZAT			DELA	AWARE		
NUMBER SHARI	OF		SOLE VOTING POWER:		0		
BENEFIC: OWNED	IALLY		SHARED VOTING POWER		278,001		
EAC! REPORT:	ING		SOLE DISPOSITIVE PO	WER:	0		
PERSON I			SHARED DISPOSITIVE		278,001		
11		AMOUNT	BENEFICIALLY OWNED		278,001		
12	CHECK BOX	IF THE	AGGREGATE AMOUNT I		EXCLUDES CERTAIN		[_]
13			REPRESENTED BY AMO			4.7%	
14	TYPE OF R		IG PERSON:	PN			

USIP No. 447	324 10 4			13D		
1	NAME OF	 REPORT	ING PERSON:	BRYNWOOD	MANAGEMENT II L.P.	
	S.S. OR OF ABOVE		IDENTIFICATION NO.			
2	CHECK TH	E APPR	OPRIATE BOX IF A MEMBE			(A) [X] (B) [_]
3	SEC USE	ONLY				
4	SOURCE O	F FUND				
5			ISCLOSURE OF LEGAL PRO	CEEDINGS IS RE	:QUIRED	[_]
6	CITIZENS ORGANIZA		PLACE OF	DELAWARE	 :	
NUMBER SHARE		7	SOLE VOTING POWER:		0	
BENEFICI OWNED		8	SHARED VOTING POWER:		278,001	
EACH REPORTI		9	SOLE DISPOSITIVE POW	JER:	0	
PERSON W	/ITH	10	SHARED DISPOSITIVE P	OWER:	278,001	
11	AGGREGAT REPORTIN		NT BENEFICIALLY OWNED	ВУ	278,001	
12	CHECK BO SHARES:	X IF T	HE AGGREGATE AMOUNT IN	I ROW (11) EXCI	UDES CERTAIN	[_]
13	PERCENT	OF CLA	SS REPRESENTED BY AMOU	UNT IN ROW (11)	:	4.7%
14	TYPE OF	REPORT	ING PERSON:	PN		
 JSIP No. 447	7324 10 4			 13D		
1	NAME OF	REPORT	ING PERSON:	HENDRIK	J. HARTONG, JR.	
	S.S. OR OF ABOVE		IDENTIFICATION NO.			
2	CHECK TH	E APPR	OPRIATE BOX IF A MEMBE	CR OF A GROUP:		(A) [X] (B) [_]
3	SEC USE	ONLY				
4	SOURCE O	F FUND	 S: PF			

6	CITIZENSHIP ORGANIZATIO	OR PLACE OF		UNITED STATE	S		
NUMBER SHARE		7 SOLE VOTING			3,012(*)		
BENEFICI OWNED		8 SHARED VOT			78,001		
EACH REPORTI	ING	9 SOLE DISPO	SITIVE POWER:	5	3,012(*)		
PERSON W	WITH 1	O SHARED DIS	POSITIVE POWER:	2	78,001		
11		MOUNT BENEFICIA	LLY OWNED BY		31,013		
12	CHECK BOX I SHARES: Excludes 4,	F THE AGGREGATE 000 shares of Co Jr.'s children	AMOUNT IN ROW ommon Stock held as to which Mr	(11) EXCLUDES d by Hendrik]
13	PERCENT OF	CLASS REPRESENT	ED BY AMOUNT IN			5.6%	
 14	TYPE OF REP	ORTING PERSON:		 IN			
 udes 10,			he exercise of (currently exe	rcisable		
udes 10,	 ,000 shares ac				rcisable		
udes 10,	,000 shares ac	quirable upon tl		 13D	rcisable		
udes 10,	,000 shares ac	quirable upon tl		 13D			
udes 10, ns.	,000 shares ac 7324 10 4 NAME OF REP S.S. OR I.R OF ABOVE PE	quirable upon the second secon		 13D RICHARD T. N			
udes 10, ns.	,000 shares ac 7324 10 4 NAME OF REP S.S. OR I.R OF ABOVE PE	quirable upon the second person: S. IDENTIFICAT: RSON: PPROPRIATE BOX	ION NO.	13D RICHARD T. N A GROUP:	INER		(A) [
ns. No. 447	,000 shares ac 7324 10 4 NAME OF REP S.S. OR I.R OF ABOVE PE CHECK THE A	quirable upon the control of the con	ION NO.	13D RICHARD T. N A GROUP:	INER		
ns. No. 447	,000 shares ac 7324 10 4 NAME OF REP S.S. OR I.R OF ABOVE PE CHECK THE A SEC USE ONL	quirable upon the control of the con	ION NO. IF A MEMBER OF A	 13D RICHARD T. N A GROUP:	INER		
ns. No. 447	,000 shares ac 7324 10 4 NAME OF REP S.S. OR I.R OF ABOVE PE CHECK THE A SEC USE ONL SOURCE OF F	Quirable upon the control of the con	ION NO. IF A MEMBER OF A N/A LEGAL PROCEEDING	13D RICHARD T. N A GROUP:	INER		
ns. No. 447	,000 shares ac 7324 10 4 NAME OF REP S.S. OR I.R OF ABOVE PE CHECK THE A SEC USE ONL SOURCE OF F	Quirable upon the control of the con	ION NO. IF A MEMBER OF A	13D RICHARD T. N A GROUP:	INER		(B) [

EACH SOLE DISPOSITIVE POWER: 64,802 REPORTING PERSON WITH 10 SHARED DISPOSITIVE POWER: 278,001 AGGREGATE AMOUNT BENEFICIALLY OWNED BY 342.803 REPORTING PERSON: 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: Excludes 2,500 shares of Common Stock held by Richard T. Niner's children as to which Mr. Niner disclaims beneficial ownership. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): TYPE OF REPORTING PERSON: CUSIP No. 447324 10 4 13D _____ 1 NAME OF REPORTING PERSON: HN COMPANY, INC. S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (B) [] SEC USE ONLY SOURCE OF FUNDS: CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e): ______ 6 CITIZENSHIP OR PLACE OF DELAWARE ORGANIZATION: NUMBER OF 7 SOLE VOTING POWER: BENEFICIALLY 8 SHARED VOTING POWER: OWNED BY 9 SOLE DISPOSITIVE POWER: 10 SHARED DISPOSITIVE POWER: PERSON WITH 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN [] SHARES: PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): ______ CO 14 TYPE OF REPORTING PERSON:

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This Statement constitutes Amendment No. 10 to the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission by Brynwood Partners Limited Partnership, a Connecticut limited partnership ("Brynwood I"), its general partner, Brynwood Management, a Connecticut general partnership ("Brynwood Management"), Brynwood Partners II L.P., a Delaware limited partnership ("Brynwood II"), its general partner, Brynwood Management II L.P., a Delaware limited partnership ("Brynwood Management II"), the partners of Brynwood Management, Hendrik J. Hartong, Jr., Richard T. Niner and HN Company, Inc. ("HN Company"), a Delaware corporation controlled by Messrs. Hartong and Niner, and the partners of Brynwood Management II, Messrs. Hartong and Niner (collectively, the "Beneficial Owners"), with respect to the Common Stock, no par value (the "Common Stock"), of Hurco Companies, Inc. (the "Company"). This Statement constitutes the final filing on Schedule 13D with respect to the Commission by Brynwood I, Brynwood Management and HN Company, as such Beneficial Owners no longer own any shares of Common Stock and each has been dissolved.

- Item 5. Interest in Securities of the Issuer.
- (a)-(b) As of January 15, 1999, the Beneficial Owners beneficially owned the following shares of Common Stock:
- (i) Brynwood II is the direct owner of 278,001 shares of Common Stock. The 278,001 shares represent approximately 4.7% of the 5,945,359 outstanding shares of Common Stock.
- (ii) By virtue of it being the general partner of Brynwood II, Brynwood Management II is, for the purposes of this Schedule 13D, a beneficial owner of all of the shares of Common Stock beneficially owned by Brynwood II.
- (iii) Hendrik J. Hartong, Jr. is the direct owner of 53,012 shares of Common Stock (including 10,000 shares of Common Stock issuable upon the exercise of non-qualified stock options that are exercisable within 60 days). The 53,012 shares represent approximately 1.1% of the 5,945,359 outstanding shares of Common Stock, and include 30,442 shares distributed to Mr. Hartong in connection with the dissolution of Brynwood I, Brynwood Management and HN Company, as described in paragraph (c) of this Item 5. Mr. Hartong has sole voting and dispositive power over such shares of Common Stock. Mr. Hartong disclaims beneficial ownership with respect to an aggregate of an additional 4,000 shares of Common Stock (less than .1%) held by his children, as to which he has no voting or dispositive power. By virtue of his being a partner of Brynwood Management II, Mr. Hartong is, for purposes of this Schedule 13D, a beneficial owner

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of all of the shares of Common Stock beneficially owned by Brynwood Management II. Mr. Hartong has shared voting and dispositive power over such shares of Common Stock.

(iv) Richard T. Niner is the direct owner of 64,802 shares of Common Stock. The 64,802 shares represent approximately 1.1% of the 5,945,359 outstanding shares of Common Stock, and include 30,442 shares distributed to Mr. Niner in connection with the dissolution of Brynwood I, Brynwood Management and HN Company, as described in paragraph (c) of this Item 5. Mr. Hartong has sole voting and dispositive power over such shares of Common Stock. Mr. Niner disclaims beneficial ownership with respect to an aggregate of an additional 2,500 shares of Common Stock (less than .1%) held by his children, as to which he has no voting or dispositive power. By virtue of his being a partner of Brynwood Management II, Mr. Niner is, for purposes of this Schedule 13D, a beneficial owner of all of the shares of Common Stock beneficially owned by Brynwood Management II. Mr. Niner has shared voting and dispositive power over such shares of Common Stock.

(c) On December 24, 1998, HN Company dissolved and its shareholders, including Messrs. Hartong and Niner, succeeded to its partnership interest in Brynwood Management. On January 15, 1998, Brynwood I distributed the 1,3901,000 shares of Common Stock that it owned to its partners, including 19,781 shares of Common Stock to Brynwood Management, which in turn distributed such shares to its partners. As partners of Brynwood I and Brynwood Management, each of Messrs. Hartong and Niner received 24,468 shares of Common Stock from Brynwood I and 5,974 shares of Common Stock from Brynwood Management. Following the

distributions, Brynwood I and Brynwood Management were dissolved. Except as set forth in this paragraph (c) of Item 5, none of the persons identified pursuant to Item 2 above has effected any transactions in shares of Common Stock during the past sixty days.

- (d) Not applicable.
- (e) As a result of the distributions described in paragraph (c) of this Item 5, Brynwood I, Brynwood Management and HN Company no longer own any shares of Common Stock, and accordingly, are no longer Beneficial Owners.

1.0

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.

Dated: January 21, 1999

BRYNWOOD PARTNERS II L.P.

By: Brynwood Management II, its General Partner

By: /s/ Richard T. Niner

Richard T. Niner a Partner

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SIGNATURE

 $\hbox{After reasonable inquiry and to the best of my knowledge and belief,} \\ \hbox{I certify that the information set forth in this Statement is true, complete and correct.}$

Dated: January 21, 1999

BRYNWOOD MANAGEMENT II L.P.

By: /s/ Richard T. Niner

. . . .

Richard T. Niner

a Partner

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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.

Dated: January 21, 1999

/s/ Richard T. Niner

Hendrik J. Hartong, Jr., by

Richard T. Niner, Attorney-in-Fact

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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.

Dated: January 21, 1999

/s/ Richard T. Niner

Richard T. Niner