

SEC NEWS DIGEST

Issue 96-170

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COMMISSION ANNOUNCEMENTS

NOTICE TO OUR READERS

As of September 10, 1996, the Commission will no longer be posting material on the FedWorld bulletin board. All material available for release to the public at noon each day will be posted on the Commission's Internet website (www.sec.gov) by approximately 2:00 p.m. each day. Any comments or questions concerning this matter should be submitted in writing to Carlene Akins, SEC News Digest Editor, Office of Public Affairs, Policy Evaluation and Research, Securities and Exchange Commission, Mail Stop 7-1, Washington, D.C. 20549. Readers may also use the FedWorld mail function to leave an e-mail message for Carlene Akins.

RULES AND RELATED MATTERS

FINAL RULEMAKING CONCERNING ORDER EXECUTION OBLIGATIONS

The Commission adopted amendments to Rule 11Ac1-1 (Quote Rule) under the Securities Exchange Act of 1934 (Exchange Act) to require a specialist or OTC market maker to publish quotations for any listed security when it is responsible for more than 1% of the aggregate trading volume for that security and to make publicly available any superior prices that a market maker privately quotes through certain electronic communications networks. The Commission also adopted new Rule 11Ac1-4 (Display Rule) under the Exchange Act to require the display of customer limit orders priced better than a specialist's or OTC market maker's quote. The new rule also will require a specialist or OTC market maker to increase the size associated with its quote to reflect a customer limit order of greater than de minimis size when the limit order is priced equal to the specialist's or OTC market maker's disseminated quote and that quote is equal to the national best bid or offer. In addition, the Commission has deferred final action on proposed Rule 11Ac1-5 (Price Improvement Rule) under the Exchange Act. (Release No. 34-37619; File No. S7-30-95)

The full text of the release is posted on the SEC's Internet WEB Site at the following address: <http://www.sec.gov>.

ENFORCEMENT PROCEEDINGS

CEASE-AND-DESIST ORDER ENTERED AGAINST FOOD RESEARCH CORPORATION

On September 5, the Commission issued an Order pursuant to Section 21C of the Securities Exchange Act of 1934 (Exchange Act) against Food Research Corporation (FRC), requiring it to cease and desist from committing or causing any violations or future violations of Sections 13(d) and 16(a) of the Exchange Act and Rules 13d-1, 13d-2, 16a-2, 16a-3, and former Rule 16a-1 thereunder. FRC beneficially owned more than ten percent of the common stock of Vie de France Corporation (Vie de France), a NASDAQ-listed company. FRC, without admitting or denying the allegations, consented to the entry of the Order. The Order finds that FRC failed for periods ranging from one week to more than one year and five months to file seven amendments to its Schedule 13D reporting acquisition or ownership and changes thereto, in the securities of Vie de France. The Order finds that FRC was two years late in filing its Form 3 for Vie de France, failed to timely file for periods ranging from two months to more than one year and eight months six Forms 4 reporting changes in its beneficial ownership of Vie de France's common stock, and failed to timely file for periods ranging from more than one month to one year and one month three Forms 5. The combined value of FRC's stock transactions in late Form 4 filings for Vie de France is approximately \$6.5 million. (Rel. 34-37641)

FINAL JUDGMENT OF PERMANENT INJUNCTION AND OTHER EQUITABLE RELIEF ENTERED AGAINST ERNEST GRENDI

The Commission announced today that on August 21 a Final Judgment of Permanent Injunction and Other Equitable Relief was entered against Ernest W. Grendi (Grendi), former CFO of JWP, Inc. (JWP), whereby he consented, without admitting or denying the Commission's allegations, to be permanently enjoined from violating the antifraud, corporate reporting, books and records, and tender offer provisions of the federal securities laws. In a complaint filed on September 21, 1995, the Commission alleges, among other things, that between January 1991 and August 1992, Grendi knowingly or recklessly participated in a fraudulent accounting scheme to overstate JWP's income by at least \$100 million. The Commission alleges that as a result, Grendi was unjustly enriched when he avoided losses on sales of JWP common stock; when he donated shares of JWP common stock and received inflated tax benefits; and when he received a bonus based on JWP's materially overstated financial results.

The Final Judgment also permanently prohibits Grendi from acting as an officer or director of any public company, and orders him to pay disgorgement of \$670,872.70, plus prejudgment interest of \$244,293.20. Based upon Grendi's financial inability, payment of the prejudgment interest is waived and Grendi is not ordered to pay

penalties. For further information, see Litigation Release Nos. 14647 (September 21, 1995) and 15032 (September 5, 1996). [SEC v. Ernest W. Grendi, et al., 95 Civ. 8085, DAB, SDNY] (LR-15032; AAE Rel. 811)

THREE ROYCE LABORATORIES, INC. EMPLOYEES AND THEIR RELATIVES AND FRIENDS CHARGED WITH INSIDER TRADING

The Commission filed a complaint today in the United States District Court for the Eastern District of New York, charging employees of Royce Laboratories, Inc. and their relatives and friends with two rounds of insider trading and tipping in violation of the federal securities laws.

In the first round, Abul Bhuiyan, Royce's executive vice president Nilkanth Patel, Royce's Director of Research and Development, and Hasmukh Patel, a Royce chemist, purchased Royce securities in September 1991 while in possession of material, nonpublic information that Royce was about to or had received tentative approval from the U.S. Food and Drug Administration to market the generic drug Piroxicam. Also, Nilkanth tipped his friends Janak C. Patel and Janak M. Patel, Janak C. tipped his relative, Kanubhai Patel, and Hasmukh tipped a relative, each of whom illegally purchased Royce securities.

In the second round, Nilkanth learned material, nonpublic information concerning an adverse change in the approval status of Piroxicam and shared this information with Hasmukh. Nilkanth tipped Janak C., who tipped Janak M. and Kanubhai. Each then illegally sold Royce stock before Royce's public announcement on April 22, 1992 that the FDA had denied final approval of Piroxicam.

The complaint seeks permanent injunctions, disgorgement plus prejudgment interest and penalties against Nilkanth, Hasmukh, Kanubhai, Janak M. and Janak C., for violating Section 17(a) of the Securities Act of 1933 and Section 10(b) of the Securities Exchange Act of 1934 (Exchange Act) and Rule 10b-5, and an injunction and penalties against Bhuiyan for violating Section 10(b) of the Exchange Act and Rule 10b-5. [SEC v. Abul Bhuiyan, Nilkanth Patel, Hasmukh Patel, Janak C. Patel, Janak M. Patel and Kanubhai Patel, 96 Civ. 4384, JS, EDNY] (LR-15033)

CIVIL ACTION FILED AGAINST WILLIAM PALMER AND FINANCIAL SERVICES OF AMERICA, INC.

The Commission announced the filing of a Complaint for a Temporary Restraining Order, Permanent Injunction and Other Equitable Relief on September 5 in the United States District Court for the Eastern District of Pennsylvania against William R. Palmer (Palmer) and Financial Services of America, Inc. (FSA), of Bucks County, Pennsylvania, for violating, among other things, the antifraud provisions of the federal securities laws.

The complaint alleges that Palmer is operating a Ponzi scheme through FSA, a company purportedly specializing in estate planning and investment advisory services. Specifically, the complaint alleges that from December 1992 through the present, Palmer has raised at least \$1.6 million through the fraudulent sale of FSA-issued securities to investors located in Pennsylvania and New Jersey. The complaint also alleges that Palmer falsely tells investors that their money is insured and that FSA will use their funds to purchase publicly-traded securities and/or to expand FSA's highly profitable business, which, in turn, will generate income for the investors. In reality, Palmer is allegedly using these funds, which are not insured, to pay for his personal expenses and to pay the promised high rates of return to investors. [SEC v. William R. Palmer and Financial Services of America, Inc., ED Pa., 96-CV-6088, MK] (LR-15034)

INVESTMENT COMPANY ACT RELEASES

THE PRUDENTIAL INSTITUTIONAL FUND, ET AL.

An order has been issued on an application filed by The Prudential Institutional Fund, et al. under Section 17(b) of the Investment Company Act for an exemption from Section 17(a) of the Act. The order permits Prudential Jennison Fund, Inc., the Balanced Portfolio of Prudential Allocation Fund, Prudential Government Income Fund, Inc., Prudential MoneyMart Assets, Inc., and the International Stock Series of Prudential World Fund, Inc. to acquire substantially all of the assets of corresponding series of The Prudential Institutional Fund in exchange for shares of the acquiring funds. (Rel. IC-22193 - September 4)

ACCESSOR FUNDS, INC., ET AL.

An order has been issued on an order filed by Accessor Funds, Inc. (Fund) and Bennington Capital Management L.P. (Adviser) under Section 6(c) of the Investment Company Act to permit the Fund and the Adviser to enter into and amend contracts with the Fund's subadvisers without prior shareholder approval. (Rel. IC-22194 - September 4)

BAIRD BLUE CHIP FUND, INC.

An order has been issued under Section 8(f) of the Investment Company Act declaring that Baird Blue Chip Fund, Inc. has ceased to be an investment company. (Rel. IC-22195 - September 4)

NATIONS FUND TRUST, ET AL.

An order has been issued on an application filed by Nations Fund Trust, et al., under Section 17(b) of the Investment Company Act for an exemption from Section 17(a) of the Act. The order permits four

series of Nations Fund Trust and one series of Nations Fund, Inc. to acquire substantially all of the assets of Peachtree Funds' five series. Because of certain affiliations, the series may not rely on Rule 17a-8 under the Act. (Rel. IC-22196 - September 4)

LINCOLN NATIONAL INTERNATIONAL FUND, INC., ET AL.

A notice has been issued giving interested persons until September 30 to request a hearing on an application filed by Lincoln National International Fund, Inc., (Fund) et al. for an order under Section 6(c) of the Investment Company Act exempting applicants from Section 15(a) of the Act. The order would permit the implementation, without shareholder approval, of a new sub-advisory contract for a period of up to 120 days following the date of the change in control of Clay Finlay Inc. (CF), a sub-adviser to the Fund (but in no event later than December 31, 1996). The order also would permit CF to receive from the Fund fees earned under the new sub-advisory contract following approval by the Fund's shareholders. (Rel. IC-22197 - September 4)

THE ARCH FUND®, INC., ET AL.

A notice has been issued giving interested persons until September 30 to request a hearing on an application filed by The Arch Fund®, Inc., (Fund) et al. for an order under Section 6(c) of the Investment Company Act exempting applicants from Section 15(a) of the Act. The order would permit the implementation, without shareholder approval, of a new sub-advisory contract for a period of up to 120 days following the date of the change in control of Clay Finlay Inc. (CF), a sub-adviser to the Fund (but in no event later than December 31, 1996). The order also would permit CF to receive from the Fund fees earned under the new sub-advisory contract following approval by the Fund's shareholders. (Rel. IC-22198 - September 4)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGE

The Commission approved a proposed rule change (SR-CBOE-96-36) filed by the Chicago Board Options Exchange to grant Order Book Officials and Post Directors the limited authority to deactivate the Exchange's Retail Automatic Execution System (RAES) due to unusual market activity for a period not to exceed five minutes. Publication of the approval order is expected in the Federal Register during the week of September 9. (Rel. 34-37633)

PROPOSED RULE CHANGE

The Philadelphia Stock Exchange filed a proposed rule change (SR-Phlx-96-14) relating to the Universal Trading System's Morning Session. Publication of the proposal is expected in the Federal

Register during the week of September 9. (Rel. 34-37640)

WITHDRAWAL GRANTED

An order has been issued granting the application of Champion Healthcare Corporation. to withdraw from listing and registration its Common Stock, \$.01 Par Value, on the American Stock Exchange. (Rel. 34-37636)

DELISTINGS GRANTED

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Stat Healthcare, Inc., Common Stock, \$.01 Par Value and its Redeemable Warrants. (Rel. 34-37637)

An order has been issued granting the application of the Boston Stock Exchange to strike from listing and registration Autolend Group Inc., Common Stock, \$.002 Par Value. (Rel. 34-37638)

SECURITIES ACT REGISTRATIONS

The following registration statements have been filed with the SEC under the Securities Act of 1933. The reported information appears as follows: Form, Name, Address and Phone Number (if available) of the issuer of the security; Title and the number and/or face amount of the securities being offered; Name of the managing underwriter or depositor (if applicable); File number and date filed; Assigned Branch; and a designation if the statement is a New Issue.

- S-4 TRANSAMERICA CORP, 600 MONTGOMERY ST, SAN FRANCISCO, CA 94111
(415) 983-4000 - 1,676,685 (\$40,118,050.66) COMMON STOCK. (FILE 333-11115
- AUG. 30) (BR. 1)
- S-4 ROYAL OAK MINES INC, 5501 LAKEVIEW DR, KIRKLAND, WA 98033 (604) 682-8320
- 175,000,000 (\$175,000,000) STRAIGHT BONDS. (FILE 333-11117 - AUG. 30)
(BR. 4)
- S-3 3DO CO, 600 GALVESTON DRIVE, REDWOOD CITY, CA 94063 (415) 261-3000 -
1,609,953 (\$12,678,379.88) COMMON STOCK. (FILE 333-11119 - AUG. 29)
(BR. 3)
- S-8 CYTEC INDUSTRIES INC/DE/, FIVE GARRET MOUNTAIN PLAZA, WEST PATERSON, NJ
07414 (201) 357-3100 - 50,000 (\$1,756,250) COMMON STOCK. (FILE 333-11121 -
AUG. 30) (BR. 4)
- S-8 ALLMERICA PROPERTY & CASUALTY COMPANIES INC, 440 LINCOLN STREET,
WORCESTER, MA 01653 (508) 855-1000 - 1,000,000 (\$27,059,625) COMMON STOCK.
(FILE 333-11123 - AUG. 29) (BR. 1)
- S-8 MEDPARTNERS MULLIKIN INC, 3000 GALLERIA TOWER, STE 1000, BIRMINGHAM, AL
35244 (205) 733-8996 - 2,525,000 (\$52,078,125) COMMON STOCK. (FILE
333-11127 - AUG. 30) (BR. 1)
- S-8 APPLIED VOICE TECHNOLOGY INC /WA/, 11410 NE 122ND WAY, KIRKLAND, WA
98034 (206) 820-6000 - 700,000 (\$8,358,000) COMMON STOCK. (FILE 333-11129
- AUG. 30) (BR. 3)

- S-1 JONES EDUCATION NETWORKS INC, 9697 EAST MINERAL AVENUE, ENGLEWOOD, CO 80112 (303) 792-3111 - 7,935,000 (\$126,960,000) COMMON STOCK. (FILE 333-11135 - AUG. 30) (NEW ISSUE)
- S-8 BOSTON COMMUNICATIONS GROUP INC, ONE MCKINLEY SQUARE, BOSTON, MA 02109 (617) 476-3570 - 1,264,792 (\$19,446,177) COMMON STOCK. (FILE 333-11139 - AUG. 30) (BR. 3)
- S-8 PAGING PARTNERS CORP, FREEHOLD OFFICE PLZ, 4249 RTE 9 NORTH BLDG 2, FREEHOLD, NJ 07728 (908) 409-7088 - 450,000 (\$759,375) COMMON STOCK. (FILE 333-11141 - AUG. 30) (BR. 9)
- S-3 Matria HEALTHCARE INC, 1850 PARKWAY PL, 12TH FL, MARIETTA, GA 30067 (770) 423-4500 - 772,032 (\$5,741,988) COMMON STOCK. (FILE 333-11143 - AUG. 30) (BR. 1)
- S-3 OTTER TAIL POWER CO, 215 S CASCADE ST, PO BOX 496, FERGUS FALLS, MN 56538 (218) 739-8200 - 1,000,000 (\$32,125,000) COMMON STOCK. (FILE 333-11145 - AUG. 30) (BR. 4)
- S-8 DESTEC ENERGY INC, 2500 CITYWEST BLVD STE 150, HOUSTON, TX 77042 (713) 735-4000 - 500,000 (\$6,718,750) COMMON STOCK. (FILE 333-11147 - AUG. 30) (BR. 4)
- S-4 ORBCOMM GLOBAL L P, 21700 ATLANTIC BLVD, DULLES, VA 20166 (703) 406-6000 - 170,000,000 (\$170,000,000) STRAIGHT BONDS. (FILE 333-11149 - AUG. 30) (NEW ISSUE)
- S-8 WILLIAMS COMPANIES INC, ONE WILLIAMS CTR, TULSA, OK 74172 (918) 588-2000 - 2,000,000 (\$102,000,000) COMMON STOCK. (FILE 333-11151 - AUG. 30) (BR. 4)
- S-3 OTTER TAIL POWER CO, 215 S CASCADE ST, PO BOX 496, FERGUS FALLS, MN 56538 (218) 739-8200 - 50,000,000 (\$50,000,000) STRAIGHT BONDS. (FILE 333-11153 - AUG. 30) (BR. 4)
- S-8 MCAFEE ASSOCIATES INC, 2710 WALSH AVE STE 200, SANTA CLARA, CA 95051 (408) 988-3832 - 105,885 (\$6,353,100) COMMON STOCK. (FILE 333-11155 - AUG. 30) (BR. 3)
- S-8 LASERMASTER TECHNOLOGIES INC, 7156 SHADY OAK ROAD, EDEN PRAIRIE, MN 55344 (612) 941-8687 - 1,500,000 (\$6,282,000) COMMON STOCK. (FILE 333-11157 - AUG. 30) (BR. 5)
- S-8 EXCEL RESOURCES INC, 1111 BAGBY SUITE 2400, HOUSTON, TX 77002 (713) 659-5556 - 106,667 (\$30,000) COMMON STOCK. (FILE 333-11159 - AUG. 30) (BR. 9)
- S-3 CEL SCI CORP, 66 CANAL CENTER PLZ STE 510, ALEXANDRIA, VA 22314 (703) 549-5293 - 1,389,000 (\$9,167,400) COMMON STOCK. (FILE 333-11161 - AUG. 30) (BR. 1)
- S-8 HOLLYWOOD CASINO CORP, TWO GALLERIA TOWER, 13455 NOEL RD LB 48, DALLAS, TX 75240 (214) 392-7777 - 3,150,000 (\$18,562,656) COMMON STOCK. (FILE 333-11163 - AUG. 30) (BR. 5)
- S-1 UNITY FIRST ACQUISITION CORP, 245 FIFTH AVENUE, NEW YORK, NY 10016 (212) 696-4282 - 1,437,500 (\$8,625,000) COMMON STOCK. 125,000 (\$825,000) LIMITED PARTNERSHIP CERTIFICATE. 3,325,000 (\$21,612,500) COMMON STOCK. 125,000 (\$100) LIMITED PARTNERSHIP CERTIFICATE. (FILE 333-11165 - AUG. 30) (NEW ISSUE)
- S-1 RCL TRUST 1996 1, THE AMERICAN RD, PO BOX 6044, DEARBORN, MI 48121 (313) 322-3000 - 1,000,000 (\$1,000,000) EQUIPMENT TRUST CERTIFICATES. (FILE 333-11167 - AUG. 30) (NEW ISSUE)
- SB-2 WORKFORCE SYSTEMS CORP /FL/, 269 CUSICK ROAD STE 203, SUITE C-2, ALCOA, TN 37701 (305) 763-1200 - 392,000 (\$2,007,040) COMMON STOCK. (FILE 333-11169 - AUG. 30) (BR. 9)
- S-8 MEASUREMENT SPECIALTIES INC, 80 LITTLE FALLS ROAD, FAIRFIELD, NJ 07004 (201) 808-1819 - 326,000 (\$1,263,250) COMMON STOCK. (FILE 333-11171 - AUG. 30) (BR. 1)

- S-1 KEVCO INC, UNIVERSITY CENTRE I, 1300 UNIVERSITY DRIVE, SUITE 200,
FORT WORTH, TX 76107 (817) 332-2758 - 2,415,000 (\$31,395,000) COMMON STOCK.
(FILE 333-11173 - AUG. 30) (NEW ISSUE)
- S-8 INTERACTIVE GROUP INC, 5095 MURPHY CANYON RD, SAN DIEGO, CA 92123
(619) 560-8525 - 235,000 (\$1,166,000) COMMON STOCK. (FILE 333-11175 -
AUG. 30) (BR. 3)
- S-1 DOMINICKS SUPERMARKETS INC, 505 RAILROAD AVE, NORTHLAKE, IL 60164
(708) 562-1000 - \$150,000,000 COMMON STOCK. (FILE 333-11177 - AUG. 30)
(BR. 1)
- S-3 PROXYMED INC /FT LAUDERDALE/, 2501 DAVIE RD STE 230, FT LAUDERDALE, FL
33317 (305) 473-1001 - 165,000 (\$1,959,375) COMMON STOCK. (FILE 333-11179
- AUG. 29) (BR. 1)
- S-8 HELEN OF TROY LTD, 6827 MARKET AVENUE, EL PASO, TX 79915 (915) 779-6363
- 240,000 (\$3,345,000) COMMON STOCK. (FILE 333-11181 - AUG. 30) (BR. 2)
- S-8 SUIZA FOODS CORP, 3811 TURTLE CREEK BLVD, STE 1300, DALLAS, TX 75219
(214) 528-3368 - 1,069,500 (\$18,384,705) COMMON STOCK. (FILE 333-11185 -
AUG. 30) (BR. 2)
- S-3 MULTI MEDIA TUTORIAL SERVICES INC, 205 KINGS HIGHWAY, BROOKLYN, NY 11223
(718) 234-0404 - 2,874,011 (\$2,963,824) COMMON STOCK. (FILE 333-11187 -
AUG. 30) (BR. 5)
- S-8 SOUTHERN PACIFIC FUNDING CORP, ONE CENTERPOINTE DR, STE 500,
LAKE OSWEGO, OR 97035 (503) 684-4700 - 1,294,800 (\$13,595,400)
COMMON STOCK. (FILE 333-11189 - AUG. 30) (BR. 7)
- S-8 BOSTON COMMUNICATIONS GROUP INC, ONE MCKINLEY SQUARE, BOSTON, MA 02109
(617) 476-3570 - 653,278 (\$10,044,149.25) COMMON STOCK. (FILE 333-11191 -
AUG. 30) (BR. 3)
- S-3 MCI COMMUNICATIONS CORP, 1801 PENNSYLVANIA AVE N W, WASHINGTON, DC 20006
(202) 872-1600 - 1,000,000,000 (\$1,000,000,000) STRAIGHT BONDS. (FILE
333-11193 - AUG. 30) (BR. 3)
- S-8 BOSTON COMMUNICATIONS GROUP INC, ONE MCKINLEY SQUARE, BOSTON, MA 02109
(617) 476-3570 - 225,000 (\$3,459,375) COMMON STOCK. (FILE 333-11195 -
AUG. 30) (BR. 3)
- S-8 EINSTEIN NOAH BAGEL CORP, 1526 COLE BLVD STE 200, GOLDEN, CO 80401
(303) 202-9300 - 5,295,195 (\$70,876,749.43) COMMON STOCK. (FILE 333-11197
- AUG. 30) (BR. 2)
- S-8 IDEXX LABORATORIES INC /DE, ONE IDEXX DR, WESTBROOK, ME 04092
(207) 856-0300 - 110,259 (\$666,459.41) COMMON STOCK. (FILE 333-11199 -
AUG. 30) (BR. 1)
- S-8 IDEXX LABORATORIES INC /DE, ONE IDEXX DR, WESTBROOK, ME 04092
(207) 856-0300 - 975,000 (\$37,050,000) COMMON STOCK. (FILE 333-11201 -
AUG. 30) (BR. 1)
- S-8 DIPLOMAT CORP, 25 KAY FRIES DR, STONY POINT, NY 10980 (914) 786-5552 -
1,700,000 (\$2,231,250) COMMON STOCK. (FILE 333-11203 - AUG. 30) (BR. 9)
- S-1 TELMARK INC /NY/, 333 BUTTERNUT DR, DEWITT, NY 13214 (315) 449-7935 -
\$22,000,000 STRAIGHT BONDS. (FILE 333-11205 - AUG. 30) (BR. 7)
- S-3 UNITED DOMINION REALTY TRUST INC, 330 S 6TH ST STE 203, RICHMOND, VA
23219 (804) 780-2691 - 1,679,840 (\$22,782,830) COMMON STOCK. (FILE
333-11207 - AUG. 30) (BR. 8)
- S-8 NOISE CANCELLATION TECHNOLOGIES INC, 1015 WEST NURSERY ROAD, LINTHICUM,
NY 21090 (410) 636-8700 - 821,000 (\$601,380) COMMON STOCK. (FILE
333-11209 - AUG. 30) (BR. 6)
- S-1 PS FINANCIAL INC, 4800 SOUTH PULASKI ROAD, CHICAGO, IL 60632
(312) 376-3800 - 2,182,125 (\$21,821,250) COMMON STOCK. (FILE 333-11211 -
AUG. 30) (NEW ISSUE)

- S-8 NOISE CANCELLATION TECHNOLOGIES INC, 1015 WEST NURSERY ROAD, LINTHICUM, NY 21090 (410) 636-8700 - 4,000,000 (\$2,875,000) COMMON STOCK. (FILE 333-11213 - AUG. 30) (BR. 6)
- SB-2 JAVELIN SYSTEMS INC, 2882 C WALNUT AVE, TUSTIN, CA 92786 (714) 734-1390 - 977,500 (\$6,842,500) COMMON STOCK. 85,000 (\$8.50) WARRANTS, OPTIONS OR RIGHTS. 85,000 (\$714,000) COMMON STOCK. (FILE 333-11217 - AUG. 30) (BR. 1 - NEW ISSUE)
- S-8 ACCUMED INTERNATIONAL INC, 920 N FRANKLIN ST, STE 402, CHICAGO, IL 60610 (312) 642-9200 - 507,895 (\$3,113,396) COMMON STOCK. (FILE 333-11219 - AUG. 30) (BR. 1)
- S-3 MARCUS CORP, 250 EAST WISCONSIN AVENUE, SUITE 1700, MILWAUKEE, WI 53202 (414) 272-6020 - 500,000 (\$12,000,000) COMMON STOCK. (FILE 333-11221 - AUG. 30) (BR. 5)
- S-8 COMMUNITY FINANCIAL HOLDING CORPORATION, 222 HADDON AVE, WESTMONT, NJ 08108 (609) 869-7900 - 10,000 (\$125,000) COMMON STOCK. (FILE 333-11223 - AUG. 30) (BR. 7)
- S-4 BIG FLOWER PRESS HOLDINGS INC, 3 E 54TH ST, 19TH FLR, NEW YORK, NY 10022 (212) 521-1600 - 1,640,286 (\$18,079,122.75) COMMON STOCK. (FILE 333-11225 - AUG. 30) (BR. 5)
- S-8 WORLD WIDE STONE CORP, 2150 W UNIVERSITY DR, STE B, TEMPE, AZ 85281 (602) 966-0047 - 5,000,000 (\$2,500,000) COMMON STOCK. (FILE 333-11227 - AUG. 30) (BR. 9)
- S-3 PERSEPTIVE BIOSYSTEMS INC, 500 OLD CONNECTICUT PATH, FRAMINGHAM, MA 01701 (508) 383-7700 - 2,579,286 (\$18,699,824) COMMON STOCK. (FILE 333-11229 - AUG. 30) (BR. 1)
- S-4 HALLIBURTON CO, 3600 LINCOLN PLZ, 500 N AKARD ST, DALLAS, TX 75201 (214) 978-2600 - 11,005,050 (\$585,963,887) COMMON STOCK. (FILE 333-11231 - AUG. 30) (BR. 6)
- S-1 SIGMA ALPHA GROUP LTD, 1341 NORTH DELAWARE AVE, PHILADELPHIA, PA 19125 (215) 425-8682 - 2,600,000 (\$5,200,000) COMMON STOCK. (FILE 333-11233 - AUG. 30) (BR. 2)
- S-8 PATLEX HOLDINGS INC, 250 COTORRO COURT, STE A, LAS CRUCES, NM 88005 (505) 524-4050 - 900,000 (\$37,973,010) COMMON STOCK. (FILE 333-11235 - AUG. 30) (BR. 4)
- S-8 GENERAL GROWTH PROPERTIES INC, 55 WEST MONROE ST, STE 3100, CHICAGO, IL 60603 (312) 551-5000 - 500,000 (\$12,593,750) COMMON STOCK. (FILE 333-11237 - AUG. 30) (BR. 8)
- S-3 ENERGEN CORP, 2101 SIXTH AVE N, BIRMINGHAM, AL 35203 (205) 326-2742 - \$250,000,000 STRAIGHT BONDS. (FILE 333-11239 - AUG. 30) (BR. 4)
- S-3 ENDOGEN INC, 640 MEMORIAL DR, CAMBRIDGE, MA 02139 (617) 225-0055 - 432,608 (\$1,919,698) COMMON STOCK. (FILE 333-11241 - AUG. 30) (BR. 1)
- S-3 ANTIGUA ACQUISITION CORP, 44 WHIPPANY ROAD, MORRISTOWN, NJ 07962 (201) 397-3000 - 40,000 (\$1,000,000) PREFERRED STOCK. (FILE 333-11243 - AUG. 30) (NEW ISSUE)
- S-8 FIRST USA INC, 1601 ELM STREET 47TH FLOOR, DALLAS, TX 75201 (214) 849-2444 - 500,000 (\$27,250,000) COMMON STOCK. (FILE 333-11245 - AUG. 30) (BR. 7)
- S-1 PROSOFT DEVELOPMENT INC, 7100 KNOTT AVENUE, BUENA PARK, CA 90620 (714) 562-8282 - 3,387,291 (\$64,358,529) COMMON STOCK. (FILE 333-11247 - AUG. 30)
- S-8 FIRST USA PAYMENTECH INC, 1601 ELM ST, STE 4700, DALLAS, TX 75201 (214) 849-3700 - 500,000 (\$18,940,000) COMMON STOCK. (FILE 333-11249 - AUG. 30) (BR. 6)
- S-1 NCS HEALTHCARE INC, 3201 ENTERPRISE PARKWAY, SUITE 2200, BEACHWOOD, OH 44122 - \$121,468,750 COMMON STOCK. (FILE 333-11251 - AUG. 30) (BR. 1)

- S-1 PJ AMERICA INC, 9109 PARKWAY EAST, BIRMINGHAM, AL 35206 (205) 836-1212 - 2,070,000 (\$23,805,000) COMMON STOCK. (FILE 333-11253 - AUG. 30) (NEW ISSUE)
- S-8 COLONIAL BANCGROUP INC, ONE COMMERCE ST STE 800, P O BOX 1108, MONTGOMERY, AL 36104 (334) 240-5000 - 177,038 (\$3,209,078.20) COMMON STOCK. (FILE 333-11255 - AUG. 30) (BR. 7)
- S-3 MCI COMMUNICATIONS CORP, 1801 PENNSYLVANIA AVE N W, WASHINGTON, DC 20006 (202) 872-1600 - 150,000 (\$4,031,250) COMMON STOCK. (FILE 333-11259 - AUG. 30) (BR. 3)
- S-1 WILD OATS MARKETS INC, 1645 BROADWAY, BOULDER, CO 80302 (303) 938-1132 - \$46,000,000 COMMON STOCK. (FILE 333-11261 - AUG. 30)
- S-3 TORCHMARK CORP, 2001 3RD AVE S, BIRMINGHAM, AL 35233 (205) 325-4200 - 4,130,000 (\$159,005,000) COMMON STOCK. (FILE 333-11263 - AUG. 30) (BR. 1)
- S-8 FIRST USA INC, 1601 ELM STREET 47TH FLOOR, DALLAS, TX 75201 (214) 849-2444 - 500,000 (\$27,250,000) COMMON STOCK. (FILE 333-11265 - AUG. 30) (BR. 7)
- S-4 MEDPARTNERS MULLIKIN INC, 3000 GALLERIA TOWER, STE 1000, BIRMINGHAM, AL 35244 (205) 733-8996 - 2,200,000 (\$325,177) COMMON STOCK. (FILE 333-11267 - AUG. 30) (BR. 1)
- S-1 OFFSHORE ENERGY DEVELOPMENT CORP, 1400 WOODLOCH FOREST DRIVE, SUITE 200, THE WOODLANDS, TX 77380 (713) 364-0033 - \$47,570,900 COMMON STOCK. (FILE 333-11269 - AUG. 30) (NEW ISSUE)
- S-8 WHOLE FOODS MARKET INC, 601 N LAMAR, STE 300, AUSTIN, TX 78703 (512) 328-7541 - 2,750,000 (\$92,317,500) COMMON STOCK. (FILE 333-11271 - AUG. 30) (BR. 2)
- S-8 WHOLE FOODS MARKET INC, 601 N LAMAR, STE 300, AUSTIN, TX 78703 (512) 328-7541 - 542,212 (\$18,202,057) COMMON STOCK. (FILE 333-11273 - AUG. 30) (BR. 2)
- S-8 OAK TREE MEDICAL SYSTEMS INC, 16504 STONEHAVEN RD, MIAMI LAKES, FL 33014 (305) 822-8889 - 10,000 (\$76,300) COMMON STOCK. (FILE 333-11275 - AUG. 30) (BR. 1)
- S-8 REMEDYTEMP INC, 32122 CAMINO CAPISTRANO, SAN JUAN CAPISTRANO, CA 92675 (714) 661-1211 - 250,000 (\$3,985,000) COMMON STOCK. (FILE 333-11277 - SEP. 03) (BR. 1)
- S-8 COOPER & CHYAN TECHNOLOGY INC, 1601 SARATOGA SUNNYVALE RD, CUPERTINO, CA 95014 (408) 366-6966 - 71,273 (\$12,377.56) COMMON STOCK. (FILE 333-11279 - SEP. 03) (BR. 3)
- S-8 PREMIERE TECHNOLOGIES INC, 3399 PEACHTREE ROAD NE, LENOX BUILDING SUITE 400, ATLANTA, GA 30326 (404) 262-8435 - 541,944 (\$11,550,181.50) COMMON STOCK. (FILE 333-11281 - SEP. 03) (BR. 3)

RECENT 8K FILINGS

Form 8-K is used by companies to file current reports on the following events:

- Item 1. Changes in Control of Registrant.
- Item 2. Acquisition or Disposition of Assets.
- Item 3. Bankruptcy or Receivership.
- Item 4. Changes in Registrant's Certifying Accountant.
- Item 5. Other Materially Important Events.
- Item 6. Resignations of Registrant's Directors.
- Item 7. Financial Statements and Exhibits.
- Item 8. Change in Fiscal Year.

The following companies have filed 8-K reports for the date indicated and/or amendments to 8-K reports previously filed, responding to the item(s) of the form specified. Copies of the reports may be purchased from the Commission's Public Reference Room (when ordering, please give the date of the report). An invoice will be included with the requested material when mailed.

8K REPORTS

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
ABIGAIL ADAMS NATIONAL BANCORP INC	DE				X					08/27/96	
AEROVOX INC	DE				X					09/01/96	
ALLEN GROUP INC	DE				X	X				09/04/96	
AMB FINANCIAL CORP	DE				X	X				09/04/96	
AMERICAN ENTERTAINMENT GROUP INC	CO				X					09/04/96	
AMTROL INC /RI/	RI	X					X			08/28/96	
APERTUS TECHNOLOGIES INC	MN				X	X				09/04/96	
ARCADIAN CORP	DE				X	X				09/02/96	
ARV ASSISTED LIVING INC	CA						X			06/18/96	AMEND
ASSOCIATES CORPORATION OF NORTH AMERICA	DE						X			09/04/96	
BAXTER INTERNATIONAL INC	DE				X					08/29/96	
BIG ENTERTAINMENT INC	FL						X			08/23/96	
CABLETEL COMMUNICATIONS CORP				X				X		08/14/96	
CAMPBELL SOUP CO	NJ					X				09/05/96	
CANANDAIGUA WINE CO INC	DE					X				09/05/96	
CARGILL FINANCIAL SERVICES CORP	DE	X				X				08/23/96	
CELLULAR PRODUCTS INC	NY				X	X				08/27/96	
CENTER FINANCIAL CORP /CT	CT				X	X				09/03/96	
CENTRAL BANCORPORATION /WA/	WA	X					X			08/31/96	
CENTURA BANKS INC	NC	X					X			09/04/96	
CHASE MANHATTAN BANK N A						X	X			06/26/96	
CIT RV TRUST 1996-B	DE	X					X			08/21/96	
CITIBANK SOUTH DAKOTA NA CITIBK CR CA MA							X			02/15/96	
CITIBANK SOUTH DAKOTA NA STAND CR CARD M	DE						X			02/15/96	
CITIBANK SOUTH DAKOTA NA STANDARD CR CA							X			02/15/96	
CITIBANK SOUTH DAKOTA NA STANDARD CR CA							X			02/15/96	
CITIBANK SOUTH DAKOTA NA STANDARD CR CA							X			02/15/96	
CITIBANK SOUTH DAKOTA NA STANDARD CR CA							X			02/15/96	
CITIBANK SOUTH DAKOTA NA STANDARD CR CA							X			02/15/96	
CITIBANK SOUTH DAKOTA NA STANDARD CREDIT	DE						X			02/15/96	
CITIBANK SOUTH DAKTA NA CITBK CR CA MA T	DE						X			02/15/96	
CITIBANK SOUTH DAKTA NA CITIBK CR CA MA	DE						X			02/15/96	
COMFORCE CORP	DE	X					X			09/04/96	
COMMUNITY MEDICAL TRANSPORT INC	DE	X					X			08/22/96	
COMPANY DOCTOR	DE	X					X			08/21/96	
CONTIMORTGAGE HOME EQUITY LOAN TRUST 199				X			X			08/20/96	
CROMPTON & KNOWLES CORP	MA	X					X			08/21/96	
DISCOVERY TECHNOLOGIES INC /KS/	KS	X								08/27/96	
DYNAMOTION/ATI CORP	NY	X					X			08/21/96	
ECC INTERNATIONAL CORP	DE				X	X				08/27/96	
EQUIVANTAGE ACCEPTANCE CORP	DE				X					08/27/96	
EVEREST & JENNINGS INTERNATIONAL LTD	DE	X								09/03/96	
FINANCIAL ASSET SECURITIES CORP	DE				X	X				08/15/96	
FINANCIAL ASSET SECURITIES CORP	DE				X	X				08/30/96	
FIRST COMMONWEALTH INC	DE	X					X			07/18/96	
FIRST MIDWEST FINANCIAL INC	DE				X	X				09/05/96	
FIRST SAVINGS BANCORP INC	NC				X	X				08/29/96	
FIRST UNION CORP	NC				X	X				08/28/96	

8K REPORTS

NAME OF ISSUER	STATE CODE	8K ITEM NO.								DATE	COMMENT
		1	2	3	4	5	6	7	8		
FLEET FINANCIAL GROUP INC	RI					X		X		08/23/96	
FREEPORT MCMORAN INC	DE					X				09/02/96	
GALLERY RODEO INTERNATIONAL	CA				X					08/22/96AMEND	
GE CAPITAL MORT SERV INC REMIC MUL CL PA	NJ					X		X		08/22/96	
GEOTEK COMMUNICATIONS INC	DE					X		X		08/29/96	
GRAHAM FIELD HEALTH PRODUCTS INC	DE					X		X		09/03/96	
GRANCARE INC	CA					X				09/05/96	
GRAND PREMIER FINANCIAL INC	DE		X			X		X		08/22/96	
GREAT LAKES REIT INC	MD	X								08/28/96	
GREAT WESTERN BANK MORTGAGE PASS THROUGH										07/31/96	NO ITEMS
GREAT WESTERN BANK MORTGAGE PASS THROUGH	DE									07/31/96	NO ITEMS
GREAT WESTERN BANK MORTGAGE PASS THROUGH	DE									07/31/96	NO ITEMS
GREAT WESTERN BANK MORTGAGE PASS THROUGH	DE									07/31/96	NO ITEMS
GREAT WESTERN BANK MORTGAGE PASS THROUGH	DE									07/31/96	NO ITEMS
GREAT WESTERN BANK MORTGAGE PASS THROUGH	DE									07/31/96	NO ITEMS
GREAT WESTERN BANK MORTGAGE PASS THROUGH	DE									07/31/96	NO ITEMS
GREEN TREE FINANCIAL CORP	MN					X		X		08/29/96	
GROVE REAL ESTATE ASSET TRUST	MD				X			X		08/16/96AMEND	
H&R BLOCK INC	MO					X		X		08/28/96	
HEALTH CARE REIT INC /DE/	DE					X		X		09/04/96	
HEALTHY PLANET PRODUCTS INC	DE						X			08/26/96	
HF BANCORP INC	DE							X		09/04/96AMEND	
HIGHLANDS INSURANCE GROUP INC	DE				X			X		08/30/96	
HOME PROPERTIES OF NEW YORK INC	MD		X			X		X		05/16/95AMEND	
HOME PROPERTIES OF NEW YORK INC	MD		X					X		01/01/96AMEND	
HORMEL FOODS CORP /DE/	DE	X								09/05/96	
ICH CORP /DE/	DC					X		X		08/20/96	
ICON CASH FLOW PARTNERS L P SERIES A	DE	X								08/20/96	
ICON CASH FLOW PARTNERS L P SERIES C	DE	X								08/20/96	
ICON CASH FLOW PARTNERS L P SERIES D	DE	X								08/20/96	
ICON CASH FLOW PARTNERS L P SERIES E	DE	X								08/20/96	
ICON CASH FLOW PARTNERS L P SIX	DE	X								08/20/96	
ICON CASH FLOW PARTNERS LP SERIES B	DE	X								08/20/96	
IMPERIAL HOLLY CORP	TX					X		X		08/29/96	
INFINITY BROADCASTING CORP	DE		X					X		06/26/96AMEND	
INTERNATIONAL CABLETTEL INC	DE					X		X		09/03/96	
INTERNATIONAL REALTY GROUP INC	DE		X					X		08/19/96	
ISO BLOCK PRODUCTS USA INC	CO					X		X		06/30/96	
JERRYS FAMOUS DELI INC	CA					X		X		08/30/96	
KELLOGG CO	DE					X		X		09/04/96	
KLS ENVIRO RESOURCES INC	NV	X								08/16/96	
LEE SARA CORP	MD							X		06/29/96	
LOEWEN GROUP INC								X		06/30/96	
MERCHANTS NEW YORK BANCORP INC	DE							X		08/21/96	
NATIONAL RURAL UTILITIES COOPERATIVE FIN	DC							X		08/28/96	
NEMDACO INC	CO	X								08/30/96	
NEVADA ENERGY COMPANY INC	DE		X					X		06/21/96AMEND	
NEW ENERGY CO OF INDIANA LTD PARTNERSHIP	IN	X								08/23/96	
NORTHERN STATES POWER CO /MN/	MN					X				09/04/96	
NTS PROPERTIES V	MD					X				09/04/96	
NYLIFE GOVERNMENT MORTGAGE PLUS LTD PART	MA		X					X		08/21/96	
PANTRY INC	DE	X						X		08/19/96	
PENFED BANCORP INC	DE					X		X		09/05/96	
PEOPLES FIRST CORP	KY	X								08/30/96	
PIEMONTE FOODS INC	SC				X			X		07/18/96AMEND	
PRIVATE BRANDS INC	DE					X		X		08/26/96	
QUEST MEDICAL INC	TX					X		X		09/03/96	
RENAISSANCE COSMETICS INC /DE/	DE		X					X		08/21/96	

8K REPORTS

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		1	2	3	4	5	6	7	8		
ROMAC INTERNATIONAL INC	FL								X	06/18/96	AMEND
SAXON MORTGAGE SECURITIES CORP	VA			X	X					08/26/96	
SEARS ROEBUCK ACCEPTANCE CORP	DE			X	X					08/22/96	
SENETEK PLC /ENG/									X	09/26/95	AMEND
SHARED TECHNOLOGIES CELLULAR INC	DE				X					08/19/96	
SINCLAIR BROADCAST GROUP INC	MD	X				X				05/09/96	AMEND
SOI INDUSTRIES INC	DE		X			X				08/05/96	AMEND
SOUTHMARK CORP	GA			X	X					08/15/96	
SUN CITY INDUSTRIES INC	DE			X	X					08/07/96	
SUNSTAR HEALTHCARE INC	DE			X						08/27/96	
SYMIX SYSTEMS INC	OH			X	X					08/08/96	
TAPISTRON INTERNATIONAL INC	GA			X						08/20/96	
TEGAL CORP /DE/	DE			X	X					08/26/96	
TIME WARNER INC	DE			X	X					09/05/96	
TRANSMATION INC	OH					X				04/03/96	AMEND
TURNER BROADCASTING SYSTEM INC	GA			X	X					09/06/96	
UCFC ACCEPTANCE CORP	LA			X	X					08/15/96	
UNIDIGITAL INC	DE		X			X				08/28/96	
UNIONFED FINANCIAL CORP	DE			X						08/30/96	
VANSTAR CORP	DE			X	X					08/27/96	
WASHINGTON MUTUAL SAVINGS BANK MORT BACK	WA					X				06/30/96	
WESBANCO INC	WV	X								08/30/96	
WFS FINANCIAL INC	CA			X	X					09/01/96	
4FRONT SOFTWARE INTERNATIONAL INC/CO/	CO	X				X				08/21/96	



U.S. Securities and Exchange Commission
Washington, D.C. 20549 (202) 942-0020

News
Release

FOR IMMEDIATE RELEASE

96-105

CEASE-AND-DESIST ORDER ENTERED AGAINST FOOD RESEARCH CORPORATION

Washington, D.C., September 6, 1996 -- On September 5, 1996, the Commission issued an Order pursuant to Section 21C of the Securities Exchange Act of 1934 ("Exchange Act") against Food Research Corporation ("FRC"), requiring it to cease and desist from committing or causing any violations of, or any future violations of, Sections 13(d) and 16(a) of the Exchange Act, and Rules 13d-1, 13d-2, 16a-2 and 16a-3 thereunder. FRC, without admitting or denying the allegations, consented to the entry of the Order. FRC beneficially owned more than ten percent of the common stock of Vie de France Corporation ("Vie de France"), which is traded on NASDAQ.

The Order finds that FRC failed for periods ranging from one week to more than one year and five months to file seven amendments to its Schedule 13D reporting acquisition or ownership and changes thereto, in the securities of Vie de France. The Order finds that FRC was two years late in filing its Form 3 for holdings of Vie de France, failed for periods ranging from two months to more than one year and eight months to file six Forms 4 reporting changes in its beneficial ownership of Vie de France common stock, and failed to timely file three Forms 5 for periods ranging from more than one month to one year and one month. The combined value of FRC's stock transactions in late Form 4 filings for Vie de France is \$6,594,964. [Release No. 34-37641]

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