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JUN 27 1991

Issue 91-123

U.S. SECURITIES
EXCHANGE COMMISSION

June 26, 1991

NOTICE OF COMMISSION MEETINGS

Following is a schedule of Commission meetings which will be conducted under provisions of the Government in the Sunshine Act. In general, the Commission expects to follow a schedule of holding closed meetings on Tuesdays, and open meetings on Thursday mornings. Meetings on Wednesdays, and if necessary on Thursday afternoons, will be either open or closed according to the requirements of agenda items under consideration.

Visitors are welcome at all open meetings, insofar as space is available.

Meetings will be held in the Commission Meeting Room, Room 1030, at the Commission's headquarters building, 450 Fifth Street, N.W., Washington, D.C. Persons wishing to photograph or videotape Commission meetings must obtain permission in advance from the Secretary of the Commission. Persons wishing to tape record a Commission meeting should notify the Secretary's office 48 hours in advance of the meeting.

CLOSED MEETING - TUESDAY, JUNE 25, 1991 - 2:30 P.M.

The subject matter of the closed meeting held on June 25 was: Institution of administrative proceedings of an enforcement nature; Settlement of administrative proceedings of an enforcement nature; Institution of injunctive actions; Settlement of injunctive actions; Formal order of investigation; and Withdrawal of injunctive action.

OPEN MEETING - THURSDAY, JUNE 27, 1991 - 10:00 A.M.

The subject matter of the June 27 open meeting will be:

The Commission will hear oral argument on appeals from the decision of an administrative law judge by Donald T. Sheldon, president of both Donald Sheldon & Co., Inc., a registered broker-dealer, and Donald Sheldon Government Securities, Inc., a dealer in U.S. Government-backed securities; Bruce W. Reid, branch manager of the firms' Houston office; and the Commission Division of Enforcement. FOR FURTHER INFORMATION CONTACT: Kermit Kennedy at (202) 272-7400.

AT TIMES CHANGES IN COMMISSION PRIORITIES REQUIRE ALTERATIONS IN THE SCHEDULING OF MEETING ITEMS. FOR FURTHER INFORMATION AND TO ASCERTAIN WHAT, IF ANY, MATTERS HAVE BEEN ADDED, DELETED OR POSTPONED, PLEASE CONTACT: Jonathan Gottlieb at (202) 272-2200.

ADMINISTRATIVE PROCEEDINGS

COMBELLUCK, REYNOLDS & RUSSELL, INC., RICHARD ANGELL AND RAYMOND RUSSELL, JR., SANCTIONED

Administrative Law Judge Jerome K. Soffer has issued an initial decision denying the accounting firm of Combellick, Reynolds & Russell, Inc., and Richard D. Angell and Raymond R. Russell, Jr. of Englewood, Colorado, two of the firm's principals, the privilege of appearing or practicing before the Commission in any way or from accepting or undertaking any new professional engagement which can be expected to result in filings, submissions or certifications with the Commission for a period of three months.

The sanctions imposed were based upon findings that the respondents named had engaged in improper professional conduct arising out of audits performed by them of the 1983, 1984 and 1985 financial statements of George Risk Industries, Inc., a Colorado corporation. This conduct resulted in the issuance of unqualified audit reports on statements which were incorrect for significantly and improperly recording income from a research and development program offered to investors as a tax shelter. (Initial Decision Rel. No. 21)

HOLDING COMPANY ACT RELEASES

ENERGY INITIATIVES, INC.

An order has been issued authorizing Energy Initiatives, Inc. (EII), a wholly owned nonutility subsidiary company of General Public Utilities Corporation, a registered holding company, to enter into an option to acquire, directly or indirectly through a wholly-owned subsidiary to be formed, the interests of two Delaware limited partnerships (Partnerships). The Partnerships own a 20% limited partnership interest in two Qualifying Cogeneration Facilities, as defined in the Public Utility Regulatory Policies Act of 1978, and regulations thereunder. Jurisdiction has been reserved over the exercise of the option to acquire the interests of the Partnerships, pending completion of the record. (Rel. 35-25335)

SELF-REGULATORY ORGANIZATIONS

APPROVAL OF PROPOSED RULE CHANGES

The Commission approved a proposed rule change filed by the Municipal Securities Rulemaking Board (SR-MSRB-90-2) under Rule 19b-4 that permits the MSRB to establish and operate a central electronic facility, the Municipal Securities Information Library, through which information regarding municipal securities and their issuers would be made available to market participants and information vendors. Publication of the order was expected in the Federal Register during the week of June 17. (Rel. 34-29298)

The Commission approved a proposed rule change filed by the Municipal Securities Rulemaking Board (SR-MSRB-90-3) under Rule 19b-4 that amends Rule G-36 to require underwriters to deliver advance refunding documents to the MSRB. Publication of the order was expected in the Federal Register during the week of June 17. (Rel. 34-29299)

IMMEDIATE EFFECTIVENESS OF PROPOSED RULE CHANGES

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-91-28) under Rule 19b-4 that would redesignate the "SOES Review Committee" as the "Market Operations Review Committee" and reflect that change in Section 70 of the Uniform Practice Code. Publication of the proposal is expected in the Federal Register during the week of June 24. (Rel. 34-29360)

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-91-27) under Rule 19b-4 that would amend Part IX of Schedule D to the NASD By-Laws to increase service charges for Automated Confirmation Transaction Service risk management from \$.02 per side to \$.03 per side. Publication of the proposal is expected in the Federal Register during the week of June 24. (Rel. 34-29361)

The National Association of Securities Dealers filed a proposed rule change (SR-NASD-91-30) under Rule 19b-4 that would amend Section 10 under Part IX of Schedule D to the NASD By-Laws to establish a new service fee for connection of a second monitor and keyboard to a NASDAQ Workstation unit. Publication of the proposal is expected in the Federal Register during the week of June 24. (Rel. 34-29362)

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-1 SOMATOGEN INC, 5797 CENTRAL AVE, BOULDER, CO 80301 (303) 440-9988 - 2,300,000 (\$43,700,000) COMMON STOCK. UNDERWRITER: BROWN ALEX & SONS INC, MONTGOMERY SECURITIES. (FILE 33-41229 - JUN. 18) (BR. 4 - NEW ISSUE)
- S-18 INTERCEL INC/DE, 206 WEST NINTH ST, WEST POINT, GA 31833 (404) 645-2355 - 1,000,000 (\$6,000,000) COMMON STOCK. (FILE 33-41230 - JUN. 18) (BR. 7 - NEW ISSUE)
- S-4 FIRST OF AMERICA BANK CORP /MI/, 108 E MICHIGAN AVE, KALAMAZOO, MI 49007 (616) 376-9000 - 198,905 (\$3,128,000) COMMON STOCK. (FILE 33-41232 - JUN. 17) (BR. 2)
- F-1 ROGERS CANTEL MOBILE COMMUNICATIONS INC, 10 YORK MILLS RD, N YORK ONTARIO CANADA M2P 2C9, A6 (416) 440-1400 - 18,745,000 (\$412,390,000) FOREIGN GOVERNMENT AND AGENCY DEBT. UNDERWRITER: DONALDSON LUFKIN & JENRETTE SECURITIES C, GOLDMAN SACHS & CO, MERRILL LYNCH & CO, SALOMON BROTHERS INC. (FILE 33-41233 - JUN. 18) (BR. 7 - NEW ISSUE)

REGISTRATIONS CONTINUED

- S-1 SAGE ALERTING SYSTEMS INC, 700 CANAL STREET, STAMFORD, CT 06902 (203) 357-1464 - 1,150,000 (\$3,450,000) COMMON STOCK. 1,150,000 (\$4,600,000) COMMON STOCK. 100,000 (\$360,000) COMMON STOCK. 100,000 (\$400,000) COMMON STOCK. UNDERWRITER: ROYCE INVESTMENT GROUP INC. (FILE 33-41269 - JUN. 18) (BR. 8 - NEW ISSUE)
- S-8 TOTAL CANADA OIL & GAS LTD, 639 FIFTH AVE S W STE 700, CALGARY ALBERTA CANADA T2P 0M9, A0 (403) 267-3000 - 1,000,000 (\$5,190,000) COMMON STOCK. (FILE 33-41275 - JUN. 19) (BR. 4)
- S-8 ACCUGRAPH CORP, 5822 CROMO DRIVE, EL PASO, TX 79912 (915) 581-1171 - 125,000 (\$66,250) COMMON STOCK. 170,500 (\$63,085) COMMON STOCK. 225,000 (\$20,250) COMMON STOCK. (FILE 33-41276 - JUN. 19) (BR. 9)
- S-8 CLOROX CO /DE/, 1221 BROADWAY, OAKLAND, CA 94612 (415) 271-7000 - 220,000 (\$8,973,500) COMMON STOCK. (FILE 33-41277 - JUN. 19) (BR. 2)
- S-8 NEW LINE CINEMA CORP, 575 EIGHTH AVE, NEW YORK, NY 10018 (212) 239-8880 - 1,308,822 (\$15,705,864) COMMON STOCK. (FILE 33-41278 - JUN. 19) (BR. 11)
- S-8 EATERIES INC, 3240 W BRITTON RD STE 202, OKLAHOMA CITY, OK 73120 (405) 755-3607 - 1,318,077 (\$1,489,427.01) COMMON STOCK. 1,149,990 (\$718,743.75) COMMON STOCK. 110,000 (\$55,000) COMMON STOCK. 113,970 (\$142,462.50) COMMON STOCK. (FILE 33-41279 - JUN. 19) (BR. 12)
- S-8 FLEXWATT CORP, 2380 CRANBERRY HWY, WEST WAREHAM, MA 02576 (617) 248-7000 - 350,000 (\$306,250) COMMON STOCK. 500,000 (\$437,500) COMMON STOCK. 150,000 (\$131,250) COMMON STOCK. 1,760,000 (\$840,000) COMMON STOCK. (FILE 33-41280 - JUN. 18) (BR. 9)
- S-8 MARTIN MARIETTA CORP, 6801 ROCKLEDGE DR, BETHESDA, MD 20817 (301) 897-6000 - 1,600,000 (\$90,000,000) COMMON STOCK. (FILE 33-41286 - JUN. 18) (BR. 12)
- S-3 MARTIN MARIETTA CORP, 6801 ROCKLEDGE DR, BETHESDA, MD 20817 (301) 897-6000 - 200,000,000 (\$200,000,000) STRAIGHT BONDS. (FILE 33-41287 - JUN. 18) (BR. 12)
- S-3 MAUNA LOA MACADAMIA PARTNERS LP, 827 FORT ST, HONOLULU, HI 96813 (808) 536-4461 - 1,000,000 (\$9,810,000) LIMITED PARTNERSHIP CERTIFICATE. (FILE 33-41288 - JUN. 18) (BR. 3)
- S-2 LIFECORE BIOMEDICAL INC, 1055 TENTH AVE SE, MINNEAPOLIS, MN 55414 (612) 379-8080 - 1,023,691 (\$9,533,122.44) COMMON STOCK. 1,391,309 (\$12,956,565) COMMON STOCK. (FILE 33-41291 - JUN. 19) (BR. 4)
- S-4 NOVACARE INC, 2570 BLVD OF THE GENERALS, VALLEY FORGE, PA 19482 (215) 631-9300 - 6,256,590 (\$11,249,974.48) COMMON STOCK. (FILE 33-41292 - JUN. 19) (BR. 5)
- F-1 ROGERS COMMUNICATIONS INC, 2600 COMMERCIAL UNION TOWER, TORONTO DOMINION CENTRE, TORONTO ONTARIO M5K 1J5, A6 (416) 864-2373 - 718,750,000 (\$143,750,000) FOREIGN GOVERNMENT AND AGENCY DEBT. (FILE 33-41293 - JUN. 19) (BR. 8)
- S-8 ENERGY SERVICE COMPANY INC, 2700 FOUNTAIN PL, 1445 ROSS AVE, DALLAS, TX 75202 (214) 922-1500 - 445,000 (\$1,309,500) COMMON STOCK. (FILE 33-41294 - JUN. 19) (BR. 10)
- S-8 KANEB SERVICES INC, 2400 LAKESIDE BLVD STE 600, RICHARDSON, TX 75082 (214) 699-4000 - 750,000 (\$4,875,000) COMMON STOCK. (FILE 33-41295 - JUN. 19) (BR. 7)

ACQUISITION OF SECURITIES

Companies and individuals must report to the Commission within ten days on Schedule 13D if after the acquisition of equity securities of a public company their beneficial interest therein exceeds five percent. Persons eligible to use the short form (Schedule 13G) may in lieu of filing a Schedule 13D file a Schedule 13G within 45 days after the end of the calendar year in which the person became subject to Section 13(d)(1). Companies and individuals making a tender offer must have on file at the time the tender offer commences a Schedule 14D-1.

Below is a list of recent filings of Schedules 13D and 14D, which includes the following information: Column 1 - the company purchased (top), and the name of the purchaser; Column 2 - the type of security purchased; Column - 3 - the type of form filed; Column 4 - the date the transaction occurred; Column 5 - the current number of shares (in 000's) owned (top) and the current percent owned; Column 6 - the CUSIP number (top) and the percent owned; and Column 7 - the status of the filing, i.e., new, update or revision.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
AM DIAGNOSTICS INC QUEST BIOTECHNOLOGY INC	COM 13D	6/15/91	9,557 36.4	00299710 32.6	UPDATE
AM DIAGNOSTICS INC VENTURE FUNDING LTD	COM 13D	6/15/91	7,257 25.8	00299710 24.5	UPDATE
ALLCITY INS CO PHLCORP INC ET AL	COM 13D	6/17/91	6,231 89.0	01675210 88.0	UPDATE
BARTON INDS INC CAMARDA JACK J	COM 13D	1/11/91	1,144 7.2	06956710 7.2	RVISION
BARTON INDS INC FINANCIAL MARKETING SVCS INC	COM 13D	12/10/90	1,054 6.6	06956710 0.0	NEW
CHOCK FULL O NUTS CORP BOYAR ASSET MGMT ET AL	COM 13D	6/11/91	428 5.1	17026810 0.0	NEW
FINANCIAL SVCS CORP MIDWEST WEINDRUCH DONNA F	COM 13D	6/12/91	0 0.0	31769710 0.0	NEW
FINANCIAL SVCS CORP MIDWEST WEINDRUCH IRA J	COM 13D	6/12/91	0 0.0	31769710 0.0	NEW
FIRST MICH CAP CORP BAKER LOUIS C ET AL	COM 13D	6/18/91	227 9.0	32086210 0.0	NEW
LIFECORE BIOMEDICAL INC ALCOM SURGICAL ET AL	COM 13D	6/18/91	1,024 19.8	53218710 22.0	UPDATE
PCA INTL INC REICH JOSEPH H ET AL	COM 13D	6/12/91	2,018 42.7	69318010 43.5	UPDATE
SCITEX LTD IDB BANKHOLDING CORP LTD ET AL	ORD 13D	6/14/91	17,559 47.8	80909010 49.0	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
SOFTWARE SVCS AMER INC GRANT LESTER J, FAMILY TRUST	COM 13D	5/31/91	225 9.2	83403410 0.0	NEW
TEJAS PWR CORP QUASHA ALAN GRANT ET AL	COM 13D	6/14/91	2,718 30.9	87907910 17.8	UPDATE
UNITED BANCORP DEL JOHNSON ERMA DAVIS FAM LV TR	COM 13D	6/ 3/91	2,000 94.3	90944310 0.0	NEW
UNITED BANCORP DEL JOHNSON MARLEN	COM 13D	5/17/91	2,000 94.8	90944310 0.0	NEW
VITALINK COMMUNICATIONS CORP NETWORK SYS CORP	COM 14D-1	6/20/91	2,771 20.4	92847010 20.4	UPDATE
AMBER RES CO HEAFITZ BRUCE	COM 13D	11/ 2/90	3,382 72.5	02318410 51.6	UPDATE
AUIMATHAEA RES INC LACEY GRAHAM FERGUSON	COM 13D	5/21/91	975 38.1	04099410 38.1	UPDATE
AUTOMOBILE PROTN CORP-APCO DAVIS J MORTON ET AL	COM 13D	5/ 4/91	1,462 23.1	05290510 23.0	RVISION
BANYAN CORP CENTAUR PARTNERS II ET AL	COM 13D	6/19/91	3,847 30.7	06690610 22.7	UPDATE
CAERE CORP STATE OF WISCONSIN INVEST	COM BD	6/10/91	350 6.8	12764610 8.4	UPDATE
CAPITOL TRANSAMERICA CORP CAPITOL LAND TITLE INS	COM 13D	6/14/91	182 5.6	14064010 5.7	UPDATE
CHAMPION PARTS INC GENERAL REFRACTORIES ET AL	COM 13D	6/18/91	269 7.4	15860910 7.4	UPDATE
CONTINENTAL MED SYS INC FIDELITY INTL LTD	COM 13D	6/ 7/91	198 1.0	21164210 0.0	NEW
CONTINENTAL MED SYS INC FMR CORP	COM 13D	5/ 8/91	2,124 10.8	21164210 7.4	UPDATE
DELTA WOODSIDE INDS INC NEW MADDREY EDWIN ERWIN II	COM 13D	6/11/91	3,214 17.1	24790910 20.1	UPDATE
DELTA WOODSIDE INDS INC NEW MICCO CORP	COM 13D	6/11/91	1,285 6.8	24790910 9.0	UPDATE
DELTA WOODSIDE INDS INC NEW MICKEL BUCK ALSTON	COM 13D	6/11/91	1,636 8.7	24790910 10.8	UPDATE
DELTA WOODSIDE INDS INC NEW MICKEL CHARLES C	COM 13D	6/11/91	1,555 8.3	24790910 10.4	UPDATE
DELTA WOODSIDE INDS INC NEW MICKEL MINOR H	COM 13D	6/11/91	1,610 8.6	24790910 9.6	UPDATE

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ %OWNED	CUSIP/ PRIOR%	FILING STATUS
DELTA WOODSIDE INDS INC NEW RAINSFORD BETTIS C	COM 13D	6/11/91	3,211 17.1	24790910 N/A	UPDATE
DELTA WOODSIDE INDS INC NEW SHAW MINOR MICKEL	COM 13D	6/11/91	1,565 8.3	24790910 10.3	UPDATE
FINANCIAL INSTITUTIONS INS LONG R KEITH	COM 13D	6/13/91	91 6.6	31758810 6.4	UPDATE
FORSCHNER GROUP INC MARX LOUIS JR ET AL	COM 13D	5/20/91	1,462 35.6	34659010 25.2	UPDATE
GENESCO INC BUSSETTI RONALD	SUB SER PFD 13D	\$2.30 3/ 1/91	9 11.7	37153260 0.0	NEW
GREENMAN BROS INC TWEEDY BROWNE CO L P ET AL	COM 13D	6/20/91	365 6.6	39537010 0.0	NEW
HALLWOOD GROUP INC HALLWOOD ENERGY CORP	COM NEW 13D	6/18/91	303 4.9	40636430 4.2	UPDATE
HALLWOOD INDS INC PRUDENTIAL BACHE SPL SITS	COM PAR FD 13D	\$1.00 6/13/91	200 7.7	40699310 7.7	UPDATE
HEALTH-CHEM CORP SPEISER MARVIN M	COM 13D	6/ 7/91	3,312 46.6	42217410 43.0	UPDATE
HIMEDICS INC DAVIS J MORTON ET AL	COM 13D	5/ 4/91	626 8.4	43289710 8.6	RVISION
HORN & HARDART CO QUASHA ALAN GRANT ET AL	COM 13D	6/19/91	1,290 9.3	44050610 0.0	NEW
IMCERA GROUP INC FIDELITY INTL LTD	COM 13D	6/12/91	1,456 5.9	45245410 0.0	NEW
IMCERA GROUP INC FMR CORP	COM 13D	6/ 5/91	1,456 5.9	45245410 6.9	UPDATE
KEMPER CORP FIDELITY INTL LTD	COM 13D	6/14/91	3,635 7.7	48839610 8.7	UPDATE
KEMPER CORP FMR CORP	COM 13D	6/14/91	3,635 7.7	48839610 8.7	UPDATE
LAIDLAW INC CAISSE DE DEPOT DU QUEBEC	CL B 13D	6/ 4/91	16,668 6.6	50799120 0.0	NEW
MDT CORP SMITH & NEPHEW INC ET AL	COM 13D	6/14/91	442 7.1	55268710 0.0	NEW
MAGNETEK INC KELSO & CO INC ET AL	COM 13D	5/31/91	0 0.0	55942410 20.0	UPDATE
MONITERM CORP MCCLUNG JOHN D ET AL	COM 13D	6/13/91	4,815 64.6	60939510 0.0	NEW

ACQUISITIONS CONT.

NAME AND CLASS OF STOCK/OWNER	FORM	EVENT DATE	SHRS(000)/ XOWNED	CUSIP/ PRIOR%	FILING STATUS
NICHOLAS APPLGATE EQUITY FD COM LEVIN JOHN A & CO INC	13D	6/17/91	0.0	65369810 9.8	UPDATE
NICHOLAS APPLGATE EQUITY FD COM LEVIN JOHN A ET AL	13D	6/17/91	1.7	202 65369810 16.1	UPDATE
OFFICE DEPOT INC CARREFOUR NEDERLAND B V	COM 13D	6/ 7/91	5,043 20.9	67622010 14.7	UPDATE
PATHE COMPUTER CONTROL SYS CLEGG C STEPHEN	COM 13D	6/20/91	102 99.9	70319510 95.0	UPDATE
POLARIS INDS PARTNERS LP POWERS JOHN L TRUSTEE	UN BEN ASS CL A 13D	5/16/91	336 5.0	73106910 5.9	UPDATE
RAX RESTAURANTS INC CITICORP VENTURE CAPITAL ET AL	COM 13D	6/14/91	14,088 50.9	74924510 5.4	UPDATE
RSI HLDGS INC MICCO CORP	COM 13D	6/19/91	1,685 21.5	74972310 20.7	UPDATE
RSI HLDGS INC MICKEL MINOR H	COM 13D	6/19/91	2,067 26.3	74972310 22.9	UPDATE
RSI HLDGS INC SHAW MINOR MICKEL	COM 13D	6/19/91	1,965 25.0	74972310 24.8	UPDATE
SOUTHWALL TECH INC MONSANTO CO	COM 13D	6/12/91	755 10.4	84409010 7.8	UPDATE
TECHNOLOGY DEV CORP REAMER R E ET AL	COM 13D	6/14/91	444 18.8	87899210 0.0	NEW
TERADATA CORP STATE OF WISCONSIN INVEST BD	COM 13D	6/10/91	945 6.2	88076910 5.2	UPDATE
UNIONFED FINL CORP NOVELL ROBERT E	COM 13D	11/14/90	388 5.1	90906210 0.0	NEW
VIATECH INC BAINTON DONALD J	COM 13D	6/ 7/91	435 24.9	92552810 21.5	UPDATE
VISTA CHEMICAL CO SPEAR LEEDS KELLOGG	COM 13D	6/10/91	0 0.0	92834710 5.5	UPDATE
VITALINK COMMUNICATIONS CORP NETWORK SYS CORP	COM 14D-1	6/21/91	12,854 94.8	92847010 20.4	UPDATE
WISCONSIN CENTRAL TRANSP STATE OF WISCONSIN INVEST BD	COM 13D	6/11/91	458 7.1	97659210 6.1	UPDATE