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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1/A

TENDER OFFER STATEMENT
(AMENDMENT NO. 1)
PURSUANT TO SECTION 14(d)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
AND
SCHEDULE 13D/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

SCS/COMPUTE, INC.
(NAME OF SUBJECT COMPANY)

SCS SUBSIDIARY, INC.,
THOMSON U.S. HOLDINGS INC.
AND
THE THOMSON CORPORATION
(BIDDERS)

COMMON STOCK, \$.10 PAR VALUE
(TITLE OF CLASS OF SECURITIES)

784030 10 8
(CUSIP NUMBER OF CLASS OF SECURITIES)

MICHAEL S. HARRIS, ESQ.
THE THOMSON CORPORATION
METRO CENTER AT ONE STATION PLACE
STAMFORD, CONNECTICUT 06902
(NAME, ADDRESS AND TELEPHONE NUMBER OF
PERSON AUTHORIZED TO RECEIVE NOTICES
AND COMMUNICATIONS ON BEHALF OF BIDDERS)

COPY TO:
DAVID W. HELENIAK, ESQ.
SHEARMAN & STERLING
599 LEXINGTON AVENUE
NEW YORK, NEW YORK 10022
TELEPHONE: (212) 848-4000

January 5, 1996

Page 1 of 10 pages
An Exhibit Index appears on page 9.

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1. Name of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Person

SCS SUBSIDIARY, INC.

2. Check the Appropriate Box if a Member of Group
(a) / /
(b) / /

3. SEC Use only

4. Sources of Funds
WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(f) / /

6. Citizen or Place of Organization

Delaware

7. Aggregate Amount Beneficially Owned by Each Reporting Person

1,082,570 Shares which may be deemed beneficially owned pursuant to the Stock
Purchase Agreement described herein.

8. Check if the Aggregate Amount if Row (7) Excludes Certain Shares / /

9. Percent of Class Represented by Amount in Row (7)

40.1%

10. Type of Reporting Person

CO

1. Name of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Person

THOMSON U.S. HOLDINGS INC.

2. Check the Appropriate Box if a Member of Group
(a) / /
(b) / /

3. SEC Use Only

4. Sources of Funds

WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to item 2(e) or 2(f) / /

6. Citizen or Place of Organization

Delaware

7. Aggregate Amount Beneficially Owned by Each Reporting Person

1,082,570 Shares which may be deemed beneficially owned pursuant to the Stock Purchase Agreement described herein.

8. Check if the Aggregate Amount if Row (7) excludes Certain Shares / /

9. Percent of Class Represented by Amount in Row (7)

40.1%

10. Type of Reporting Person

CO

1. Name of Reporting Persons
S.S. or I.R.S. Identification Nos. of Above Person

THE THOMSON CORPORATION

2. Check the Appropriate Box if a Member of Group
(a) / /
(b) / /

3. SEC Use only

4. Sources of Funds
WC

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(f) / /

6. Citizen or Place of Organization
Ontario, Canada

7. Aggregate Amount Beneficially Owned by Each Reporting Person

1,082,570 Shares which may be deemed beneficially owned pursuant to the Stock Purchase Agreement described herein.

8. Check if the Aggregate Amount in Row (7) Excludes Certain Shares / /

9. Percent of Class Represented by Amount in Row (7)
40.1%

10. Type of Reporting Person
CO

This Amendment No. 1 to the Tender Offer Statement on Schedule 14D-1 (the "Schedule 14D-1") and Amendment No. 1 to Schedule 13D relates to the offer by SCS Subsidiary, Inc., a Delaware corporation ("Purchaser") and a direct wholly owned subsidiary of Thomson U.S. Holdings Inc., a Delaware corporation ("Parent") and an indirect wholly owned subsidiary of The Thomson Corporation, a corporation organized under the laws of Ontario, Canada ("TTC"), to purchase all outstanding shares of Common Stock, par value \$.10 per share (the "Shares"), of SCS/Compute, Inc., a Delaware corporation (the "Company"), at a price of \$6.75 per Share, net to the seller in cash, upon the terms and subject to the conditions set forth in Purchaser's Offer to Purchase dated December 27, 1995 (the "Offer to Purchase") and in the related Letter of Transmittal, copies of which were attached to the Schedule 14D-1 as Exhibits (a)(1) and (a)(2) thereto, respectively. The Schedule 14D-1 was initially filed with the Securities and Exchange Commission on December 27, 1995.

Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Offer to Purchase and the Schedule 14D-1.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(b) is hereby amended and supplemented by adding to the end thereof the following:

On January 4, 1996, Purchaser was informed by the FTC that early termination of the waiting period under the HSR Act relating to the purchase of Shares pursuant to the Offer had been granted. Accordingly, the condition to the Offer requiring the expiration or termination of any applicable waiting period under the HSR Act prior to the expiration of the Offer has been satisfied. A press release relating to the foregoing is filed as Exhibit (a)(10) to the Schedule 14D-1 and is incorporated herein by reference.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended and supplemented by adding the following Exhibit:

(a)(10) Press Release issued by the Company on January 5, 1996.

After due 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.

SCS SUBSIDIARY, INC.

Dated: January 5, 1996

By /s/ NIGEL R. HARRISON

Name: Nigel R. Harrison
Title: Treasurer

After due 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.

THOMSON U.S. HOLDINGS INC.

Dated: January 5, 1996

By /s/ NIGEL R. HARRISON

Name: Nigel R. Harrison

Title: Executive Vice President

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After due 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.

THE THOMSON CORPORATION

Dated: January 5, 1996

By /s/ NIGEL R. HARRISON
Name: Nigel R. Harrison
Title: Executive Vice President

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EXHIBIT INDEX

EXHIBIT NO. -----	PAGE IN SEQUENTIAL NUMBERING SYSTEM -----
(a)(1) Form of Offer to Purchase dated December 27, 1995.....	*
(a)(2) Form of Letter of Transmittal.....	*
(a)(3) Form of Notice of Guaranteed Delivery.....	*
(a)(4) Form of Letter from Purchaser to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.....	*
(a)(5) Form of Letter from Brokers, Dealers, Commercial Banks, Trust Companies and Nominees to Clients.....	*
(a)(6) Form of Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.....	*
(a)(7) Summary Advertisement as published in The Wall Street Journal on December 27, 1995.....	*
(a)(8) Press Release issued by the Company on December 20, 1995.....	*
(a)(9) Consolidated Financial Statements of TTC as set forth in TTC's 1994 Annual Report to Shareholders.....	*
(a)(10) Press Release issued by the Company on January 5, 1996.....	10
(c)(1) Agreement and Plan of Merger, dated as of December 19, 1995, among Parent, Purchaser and the Company.....	*
(c)(2) Stock Purchase Agreement, dated as of December 19, 1995, among Parent, Purchaser and Robert W. Nolan, Sr.	*
(c)(3) Form of Employment Agreement between the Company and Robert W. Nolan, Sr., including, as an exhibit thereto, the form of Consulting Agreement between the Company and Robert W. Nolan, Sr.	*

* Previously Filed

NEWS RELEASE

Contact at The Thomson Corporation: Nigel R. Harrison
Executive Vice President
(203) 328-9422

Contact at SCS/Compute: Charles G. Wilson
Executive Vice President
(314) 432-7323

FOR IMMEDIATE RELEASE

THOMSON U.S. HOLDINGS INC. RECEIVES EARLY TERMINATION
OF HART-SCOTT-RODINO WAITING PERIOD
FOR ACQUISITION OF SCS/COMPUTE, INC.

ST. LOUIS, January 5, 1996 -- Thomson U.S. Holdings Inc., a division of The Thomson Corporation of Toronto, Canada ("Thomson"), and SCS Subsidiary, Inc., a direct wholly owned subsidiary of Thomson ("Purchaser"), have been informed by the United States Federal Trade Commission (the "FTC") that the FTC has granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), relating to Thomson's previously announced tender offer (the "Offer") to purchase all outstanding shares of common stock, par value \$.10 per share, of SCS/Compute, Inc. (NASDAQ Small-Cap: SCOMC), for \$6.75 per share. Accordingly, the condition to the Offer requiring the expiration or termination of any applicable waiting period under the HSR Act prior to the expiration of the Offer has been satisfied.

The Offer remains subject to other conditions described in Thomson's and Purchaser's Offer to Purchase.