

SECURITIES AND EXCHANGE COMMISSION

FORM U-1/A

Application or declaration under the act 1935 [amend]

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FILER

**EUA COGENEX CORP**

CIK: **852435** | IRS No.: **042807267** | State of Incorporation: **MA** | Fiscal Year End: **1231**  
Type: **U-1/A** | Act: **35** | File No.: **070-08473** | Film No.: **95514165**

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 3

TO

FORM U-1

APPLICATION-DECLARATION WITH RESPECT TO  
THE ACQUISITION OF CERTAIN ASSETS OF  
AN ENERGY SERVICES BUSINESS

UNDER

THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

EUA COGENEX CORPORATION  
P.O. Box 2333, BOSTON, MASSACHUSETTS 02107

(Name of company filing this statement  
and address of principal executive office)

EASTERN UTILITIES ASSOCIATES

(Name of top registered holding company parent of  
applicant or declarant)

CLIFFORD J. HEBERT, JR., TREASURER  
EASTERN UTILITIES ASSOCIATES  
P.O. Box 2333, BOSTON, MASSACHUSETTS 02107

(Name and address of agent for service)

The Commission is requested to mail signed copies  
of all orders, notices and communications to:

ARTHUR I. ANDERSON, ESQ.  
McDermott, Will & Emery  
75 State Street  
Boston, MA 02109

ITEM 2. FEES, COMMISSIONS AND EXPENSES.

The estimated fees, commissions and expenses to be paid or incurred

directly or indirectly in connection with the proposed transaction are as follows:

Securities and Exchange Commission Fee	\$ 2,000*
EUA Service Corporation Expenses	5,000
Fees and Expenses of Company Counsel	65,000
TOTAL	\$ 72,000

(\*actual)

ITEM 6. EXHIBITS AND FINANCIAL STATEMENTS (\*Filed herewith)

Item 6 is hereby amended and restated in its entirety as follows:

(a) Exhibits.

Exhibit A-1	Form of Articles of Organization for CCS.
Exhibit A-2	Form of By-laws of CCS.
Exhibit B-1	Memorandum of Understanding dated September 2, 1994, as amended by Amendment No. 1 dated October 4, 1994, between EUA Cogenex Corporation and Citizens Conservation Corporation.
Exhibit B-2	Definitive Agreement among Cogenex, CCS and CCC.
Exhibit B-3	Service contract between CCS and CCC (filed with Exhibit B-2).
*Exhibit F	Opinion of counsel.
Exhibit G	Proposed Form of Notice.

(b) Financial Statements (filed pursuant to a confidential treatment request).

Exhibit b-1	EUA Cogenex Consolidated Proforma Income Statements, Balance Sheets and Statements of Capitalization.
Exhibit b-2	EUA Consolidated Proforma Balance Sheets, Statements of Capitalization and Income Statements.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned applicant has duly caused this statement to be signed on its behalf by the undersigned duly authorized individual.

EUA COGENEX CORPORATION

By: /s/ Basil G. Pallone  
Basil G. Pallone  
Vice President

Dated: February 22, 1995

February 22, 1995

Securities and Exchange Commission  
Washington, D.C. 20549

Re:File No. 70-8473: EUA Cogenex Corporation--  
Acquisition of Certain Assets of an Energy  
Services Business

Ladies and Gentlemen:

As counsel for EUA Cogenex Corporation ("EUA Cogenex"), a wholly-owned subsidiary of Eastern Utilities Associates ("EUA"), we are furnishing this opinion to be used in connection with the application-declaration on Form U-1 under the Public Utility Holding Company Act of 1935 filed on behalf of EUA Cogenex with the Securities and Exchange Commission (the "Commission") dated September 30, 1994, File No. 70-8473, as amended (the "Application-Declaration"), concerning the acquisition of certain assets of Citizens Conservation Corporation ("CCC") by EUA Citizens Conservation Services, Inc. ("CCS"), which will be a subsidiary of EUA Cogenex at the time of such acquisition, and the issuance by CCS of 7,500 shares of its Class A Preferred Stock to CCC in consideration of said assets.

It is our opinion, subject to the additional assumptions, exceptions and qualifications hereinafter stated, that in the event that the proposed transactions are consummated in accordance with the Application-Declaration:

All State laws applicable to the proposed transactions will have been complied with.

CCS, the issuer of the Class A Preferred Stock, is a validly organized and duly existing corporation under the laws of The Commonwealth of Massachusetts and the Class A Preferred Stock will be validly issued, fully paid and non-assessable, and the holders thereof will be entitled to the rights and privileges appertaining thereto set forth in the Articles of Organization of CCS, which is the document defining such rights and privileges.

CCS will legally acquire the assets of CCC set forth in Exhibit B-2 to the Application Declaration.

The consummation of the proposed transactions will not violate the legal rights of the holders of any of the securities issued by CCS or EUA Cogenex or by EUA, Eastern Edison Company ("Eastern Edison"), Blackstone Valley Electric Company ("Blackstone"), Newport Electric Corporation ("Newport"), Montaup Electric Company ("Montaup"), EUA Service Corporation ("EUA Service"), EUA Energy Investment Corporation ("EUA Energy"), EUA Ocean State Corporation ("EUA Ocean State"), Ocean State Power ("OSP I"), Ocean State Power II ("OSP II"), OSP Finance Company ("OSP Finance"), Northeast Energy Management, Inc. ("NEM"), EUA TransCapacity, Inc. ("EUA TransCapacity") and EUA Cogenex Canada Corporation ("Cogenex Canada"), all associate companies of EUA Cogenex.

This opinion in addition to being subject to the consummation of the proposed transactions in accordance with the application-declaration is also subject to the following additional assumptions, exceptions and qualifications:

that the Class A Preferred Stock will be duly authorized, executed and delivered;

compliance with such order or orders as the Commission may issue from time to time upon the Application-Declaration;

the accuracy of information furnished to us (a) as to the outstanding securities of CCS, EUA Cogenex, EUA, Eastern Edison, Blackstone, Newport, Montaup, EUA Service, EUA Cogenex, EUA Energy, EUA Ocean State, OSP I, OSP II, OSP Finance, NEM, EUA TransCapacity and Cogenex Canada and (b) that there is no provision or condition in any note or other document in connection with outstanding short-term borrowings of any of those companies limiting the transactions which are the subject of the Application-Declaration;

that requirements of applicable state securities or "blue sky" laws will have been complied with;

that the enforceability of the proposed transactions may be subject to and affected by applicable bankruptcy, receivership, insolvency, reorganization, moratorium, fraudulent conveyance or other laws affecting the enforcement of the rights and remedies of creditors generally (including, without limitation, such as may deny giving effect to waivers of rights to debtors or guarantors); and such duties and standards as are or may be imposed on creditors, including, without limitation, good faith, reasonableness and fair dealing under any applicable statute, rule, regulation or judicial decision; and

that the enforceability of the proposed transactions may be subject to and affected by general principles of equity

(regardless of whether such enforceability is considered in a proceeding in equity or at law) and the exercise of equitable powers by a court of competent jurisdiction (and no opinion is given herein as to specific performance or as to the availability of other equitable remedies or equitable relief of any kind).

This opinion relates only to the federal law of the United States and the laws of The Commonwealth of Massachusetts and we express no opinion with respect to any other jurisdiction. To the extent that certain matters addressed may involve the laws of other states, we have assumed that such laws are not materially different from the laws of The Commonwealth of Massachusetts.

We consent to the use of this opinion in connection with the Application-Declaration filed with the Commission.

Very truly yours,

McDERMOTT, WILL & EMERY

EXHIBIT B-1, PREVIOUSLY FILED WITH CONFIDENTIAL TREATMENT REQUESTED



EXHIBIT B-2, PREVIOUSLY FILED WITH CONFIDENTIAL TREATMENT REQUESTED