

SECURITIES AND EXCHANGE COMMISSION

FORM 35-CERT

Certificate of compliance with terms by public utility company under Rule 24

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FILER

SIGCORP INC

CIK: **945372** | State of Incorporation: **IN**
Type: **35-CERT** | Act: **35** | File No.: **070-08635** | Film No.: **96502661**

Mailing Address
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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In the Matter of :
SIGCORP, INC. : CERTIFICATE OF
NOTIFICATION
:
File No. 70-08635
:
(Public Utility Holding Company
Act of 1935) :
-----x

SIGCORP, Inc. ("SIGCORP") hereby certifies that:

1. On January 1, 1996, at 12:01 A.M. (EST), pursuant to the terms and conditions of the Agreement and Plan of Exchange, dated as of January 13, 1995, among SIGCORP and Southern Indiana Gas and Electric Company ("SIGECO") and the Articles of Exchange filed thereunder with the Secretary of State of Indiana the following occurred:

- a. Each issued and outstanding share of common stock of SIGECO was converted into one share of common stock of SIGCORP;
- b. Each issued and outstanding share of common stock of SIGCORP was converted into one share of common stock of SIGECO; and
- c. SIGECO became the wholly owned subsidiary of SIGCORP.

2. The above-described transaction has been carried out in accordance with the terms and conditions of, and for the purposes represented in, the Application/Declaration on Form U-1, as amended by Amendments Nos. 1 and 2 thereto, of SIGCORP in File No. 70-08635 and in accordance with the terms and conditions of the Commission's Order, dated December 14, 1995, with respect thereto.

The following Exhibit is filed herewith:

Exhibit A - "Past-Tense" opinion of counsel
(supplementing Exhibit F to
Application/Declaration on Form U-1).

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the undersigned company has duly caused this Certificate of Notification to be signed on its behalf by the undersigned thereunto duly authorized.

SIGCORP, INC.

By /s/ A.E.GOEBEL
A.E. GOEBEL
Secretary and Treasurer

Date: January 10, 1996

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Bamberger, Foreman, Oswald & Hahn
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PO Box 657
Evansville, Indiana 47704
Tel: (812) 425-1591
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January 10, 1996

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Ladies and Gentlemen:

We are counsel to Southern Indiana Gas and Electric Company ("SIGECO") and its subsidiary SIGCORP, Inc. ("SIGCORP"). We have examined SIGCORP's Application on Form U-1 (File No. 70- 8635) filed on May 19, 1995 with the Securities and Exchange Commission (the "Commission") under the Public Utility Holding Company Act of 1933, as amended (the "Act"), as amended by Amendments Nos. 1 and 2 thereto (the "Application") and the Order dated December 14, 1995 of the Commission under the Act (i) approving the acquisition by SIGCORP of all of the 15,754,826 outstanding shares of Common Stock, without par value, of SIGECO (the "SIGECO Shares") in connection with the proposed exchange of 15,754,826 shares of SIGCORP Common Stock, without par value (the "Shares") for the SIGECO shares (the "Exchange") and (ii) granting SIGCORP and its subsidiaries, upon consummation of such Exchange and reorganization, an exemption under Section 3(a)(1) of the Act from all provisions of the Act except Section 9(a)(2). The Exchange was effective as of January 1, 1996 pursuant to and in accordance with the Agreement and Plan of Exchange, dated as of January 13, 1995 (the "Plan"), between SIGECO and SIGCORP, a copy of which is included as an exhibit to the Application.

Based upon our examination of the Application and such other instruments, documents and matters of law as we have deemed requisite, we are of the opinion that:

1. SIGCORP and SIGECO have been duly incorporated and are validly existing under the laws of the State of Indiana, with full power and authority (corporate and other) to own its properties and conduct its business as described in the Application; to the best of our knowledge, neither SIGCORP nor SIGECO is qualified as a foreign corporation in any jurisdiction and the natures of their respective operations are such that they are not required to be so qualified.

2. (i) All laws of the State of Indiana applicable to the Exchange were complied with, (ii) the Shares are legally

issued, fully paid and nonassessable, and the holders thereof are entitled to the rights appertaining thereto set forth in the Restated Articles of Incorporation of SIGCORP, (iii) SIGCORP legally acquired the SIGECO Shares, and (iv), the consummation of the transactions set forth in the Application do not violate the legal rights of the holders of any securities issued by SIGECO or any associate company thereof.

We hereby consent to the filing of this opinion as an exhibit to the Application.

Very truly yours,

Bamberger, Foreman, Oswald & Hahn

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