

SECURITIES AND EXCHANGE COMMISSION

FORM 35-CERT

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

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FILER

SOUTHERN INDIANA GAS & ELECTRIC CO

CIK: **92195** | IRS No.: **350672570** | State of Incorporation: **IN** | Fiscal Year End: **1231**
Type: **35-CERT** | Act: **35** | File No.: **070-08407** | Film No.: **94538343**
SIC: **4931** Electric & other services combined

Business Address
20 NW FOURTH ST
EVANSVILLE IN 47741-0001
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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

- - - - -x
In the Matter of :
SOUTHERN INDIANA GAS AND : CERTIFICATE OF
ELECTRIC COMPANY : NOTIFICATION
:
File No. 70-8407 :
:
(Public Utility Holding Company :
Act of 1935) :
- - - - -x

Southern Indiana Gas and Electric Company ("SIGECO") hereby certifies that:

1. On June 30, 1994, SIGECO, its wholly-owned subsidiary, Spencer Energy Corp. ("Spencer"), and Lincoln Natural Gas Company, Inc. ("Lincoln"), pursuant to the terms and conditions of the Agreement and Plan of Merger, dated as of December 23, 1993, among SIGECO, Spencer and Lincoln, filed Articles of Merger with the Secretary of State of Indiana pursuant to which:

- a. Each issued and outstanding share of common stock of Lincoln was converted into 5.24708 shares of common stock of SIGECO;
- b. Each issued share of common stock of Spencer was converted into one share of common stock of Lincoln;
- c. Spencer was merged with and into Lincoln; and
- d. Pursuant to applicable Indiana law, the separate existence of Spencer ceased.

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 Amendment No. 1 thereto, of SIGECO in File No. 70-8407 and in accordance with the terms and conditions of the Commission's Order, dated June 30, 1994, 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.

SOUTHERN INDIANA GAS AND
ELECTRIC COMPANY

By /s/ A.E.GOEBEL

A.E. GOEBEL
Senior Vice President, Chief Financial Officer,
Secretary and Treasurer

Date: July 8, 1994

Bamberger, Foreman, Oswald and Hahn
7th Floor Hulman Building
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Evansville, Indiana 47704
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July 8, 1994

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

Re: File No. 70-8407
Opinion Pursuant to Item F(2)
of Instructions as to Exhibits
for Form U-1 Application/Declaration

Ladies and Gentlemen:

This opinion supplements our previous opinion to you dated June 13, 1994, which was filed as Exhibit F to the Application/Declaration on Form U-1, as amended by Amendment No. thereto (the "Application"), of Southern Indiana Gas and Electric Company (the "Company") in the above proceeding under the Public Utility Holding Company Act of 1935, as amended (the "Act").

We have acted as Indiana counsel for the Company in connection with its acquisition of all of the issued and outstanding shares of common stock, par value \$10 per share ("Lincoln Common Stock"), of Lincoln Natural Gas Company, Inc. ("Lincoln"), an Indiana public utility corporation engaged in the gas utility business. On June 30, 1994 (the "Closing"), a wholly-owned subsidiary of the Company, Spencer Energy Corp., an Indiana corporation ("Spencer"), was merged (the "Merger") with and into Lincoln pursuant to an Agreement and Plan of Merger, dated December 23, 1993, among the Company, Spencer and Lincoln (the "Agreement"), with Spencer ceasing to exist and Lincoln continuing as the surviving corporation. In the Merger, the holders of Lincoln Common Stock (the "Lincoln Shareholders") issued and outstanding immediately prior to the Merger received shares of common stock, without par value, of the Company ("SIGECO Common Stock") in accordance with the Agreement, and each share of common stock, no par value ("Spencer Common

Stock"), of Spencer issued and outstanding immediately prior to the Merger was converted into one share of Lincoln Common Stock. The number of shares of SIGECO Common Stock exchanged in the Merger was determined by their average closing market price over a five-day period prior to the day before the Closing. This calculation resulted in the Lincoln Shareholders receiving 49,411.76 shares of SIGECO Common Stock based upon an exchange ratio of 5.24708 shares of SIGECO Common Stock for each share of Lincoln Common Stock. To the extent any Lincoln Shareholder became entitled to receive a fractional share of SIGECO Common Stock, he or she received cash in lieu thereof and no fractional shares were issued. The Application was filed with you under the Act in connection with the Merger. By your order dated June 30, 1994, the Application was declared effective.

We are members of the Bar of the State of Indiana and we do not express any opinion herein concerning any law other than the law of the State of Indiana.

We have examined and relied upon originals or certified copies or copies otherwise identified to our satisfaction of such documents, corporate records and other instruments as we have deemed necessary or appropriate as a basis for the opinions hereinafter expressed, including the order of the Indiana Utility Regulatory Commission approving the Merger (the "Order").

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents and other material submitted to us as originals and the conformity with the originals thereof of all documents and other materials submitted to us as copies. As to various questions of fact material to this opinion, we have, to the extent that relevant facts were not independently established by us, relied upon certificates of public officials, certificates and representations of officers or other representatives of the Company and Lincoln contained in the Agreement or provided at the time of the Closing, and the information set forth in the Application.

Based on the foregoing, we are of the opinion that:

1. Except for the Order, no approval or consent of any state or local governmental body, regulatory body or administrative authority, was legally required for the consummation of the Merger and all laws of the State of Indiana applicable to the Merger have been complied with.
2. The Company and Lincoln are duly organized and validly existing corporations under the laws of the State of Indiana.
3. The Company has taken all corporate action necessary and appropriate for the legal and valid issue of the SIGECO Common Stock in accordance with the provisions of the Agreement and in accordance with the Indiana Business Corporation Law, as amended, and the SIGECO Common Stock is validly issued, fully paid and non-assessable, and the holders thereof are entitled to the rights and privileges appertaining thereto set forth in the Company's Amended Articles of Incorporation, as amended.

4. The Company has legally acquired validly issued, fully paid and non-assessable Lincoln Common Stock and is entitled to the rights and privileges appertaining thereto set forth in Lincoln's Articles of Incorporation, as amended.

5. The consummation of the Merger does not violate the legal rights of the holders of any securities issued by the Company or any associate company thereof.

6. The Merger has been carried out in accordance with the Application.

This opinion is being delivered to you pursuant to the Application. We hereby consent to the use of this opinion in connection with the Application.

Very truly yours,

BAMBERGER, FOREMAN, OSWALD AND HAHN

/s/ GEORGE A. PORCH

George A. Porch