

SECURITIES AND EXCHANGE COMMISSION

FORM 35-CERT

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

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EASTERN UTILITIES ASSOCIATES

CIK: **31224** | IRS No.: **041271872** | State of Incorporation: **MA** | Fiscal Year End: **1231**
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SIC: **4911** Electric services

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

In the matter of)
)
EASTERN UTILITIES ASSOCIATES)
Boston, Massachusetts)
)
EUA COGENEX CORPORATION) Certificate of
Lowell, Massachusetts) Notification
) Pursuant to
) Rule 24
(70-8255))
)
(Public Utility Holding Company Act of 1935))

Eastern Utilities Associates and its wholly-owned subsidiary, EUA Cogenex Corporation, in accordance with the Order of the Securities and Exchange Commission entered in the above matter on January 28, 1994, hereby certify pursuant to Rule 24 that the acquisition by merger of Northeast Energy Management, Inc. by EUA Acquisition Corp., a wholly-owned subsidiary of EUA Cogenex Corporation, and the subsequent change of EUA Acquisition Corp.'s name to Northeast Energy Management, Inc., as described in the Application-Declaration, as amended, filed in said matter was carried out on January 31, 1994 in accordance with the terms and conditions of and for the purposes represented by said Application-Declaration, as amended, and said Order with respect thereto.

EASTERN UTILITIES ASSOCIATES

By: Clifford J. Hebert, Jr.
Treasurer

EUA COGENEX CORPORATION

By: Basil G. Pallone
Vice President

Dated: February 10, 1994

February 10, 1994

Securities and Exchange Commission
Washington, D.C. 20549

Re: File No. 70-8255: Eastern Utilities Associates
and EUA Cogenex Corporation--Acquisition of
Northeast Energy Management, Inc.
Past-tense Opinion

Ladies and Gentlemen:

As counsel for Eastern Utilities Associates ("EUA") and its wholly-owned subsidiary, EUA Cogenex Corporation ("Cogenex"), we are furnishing this opinion to be filed by EUA and Cogenex at the time of filing their joint certificate of notification pursuant to Rule 24 concerning the issuance by EUA of 464,579 of its common shares to fund the acquisition of Northeast Energy Management, Inc. ("NEMI") by EUA Acquisition Corp., a wholly-owned subsidiary of Cogenex ("EUA Acquisition"), (the "NEMI Transaction"), all as more fully described in the Application-Declaration on Form U-1 (the "Application-Declaration") dated August 19, 1993 under the Public Utility Holding Company Act of 1935 filed on behalf of EUA and Cogenex with the Securities and Exchange Commission (the Commission), File No. 70-8255, as amended. A Registration Statement on Form S-4 relating to EUA's common shares was filed with the Commission under the Securities Act of 1933 and such Registration Statement became effective on February 22, 1993. EUA Acquisition acquired NEMI on January 31, 1994 through a statutory merger, with EUA Acquisition as the surviving corporation (now named Northeast Energy Management, Inc.).

This opinion is the past-tense opinion required by the instructions as to exhibits for Form U-1. It is our opinion, subject to the additional assumptions, exceptions and qualifications hereinafter stated, that in conjunction with the consummation of the NEMI Transaction in accordance with the Application-Declaration:

- (a) all State laws applicable to the NEMI Transaction have been complied with by EUA, Cogenex and EUA Acquisition;
- (b) EUA, the issuer of the common shares, is a validly

organized and duly existing voluntary association under the laws of The Commonwealth of Massachusetts and the common shares issued in connection with the NEMI Transaction are validly issued, fully paid and non-assessable, and the holders thereof are entitled to the rights and privileges appertaining thereto set forth in the Declaration of Trust of EUA, as amended, which is the document defining such rights and privileges;

(c) EUA Acquisition legally acquired the assets of NEMI through a statutory merger; and

(d) the consummation of the NEMI Transaction does not violate the legal rights of the holders of any of the securities issued by EUA, Cogenex or EUA Acquisition or by Eastern Edison Company ("Eastern Edison"), Montaup Electric Company ("Montaup"), EUA Service Corporation ("EUA Service"), EUA Energy Investment Corporation ("EUA Energy"), OSP Finance Company ("OSP"), Blackstone Valley Electric Company ("Blackstone"), Newport Electric Corporation ("Newport"), EUA Ocean State Corporation ("EUA Ocean State"), Ocean State Power ("OSP I") and Ocean State Power II ("OSP II"), all associate companies of EUA, Cogenex and EUA Acquisition.

This opinion is also subject to the following additional assumptions, exceptions and qualifications:

(1) compliance with such order or orders as the Commission may issue from time to time upon the Application-Declaration and the continued effectiveness of the Registration Statement on Form S-4 relating to the EUA common shares;

(2) the accuracy of information furnished to us (a) as to the outstanding securities of EUA, Cogenex, EUA Acquisition, Eastern Edison, Montaup, EUA Service, EUA Energy, OSP, Blackstone, Newport, EUA Ocean State, OSP I and OSP II, 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 NEMI Transaction;

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

(4) that the enforceability of the NEMI Transaction 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

(5) that the enforceability of the NEMI Transaction 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 federal law 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 Rule 24 certificate filed with the Commission.

Very truly yours,

McDERMOTT, WILL & EMERY