

SECURITIES AND EXCHANGE COMMISSION

FORM 35-CERT

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

Filing Date: **1994-07-08**
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FILER

CONSOLIDATED NATURAL GAS CO

CIK: **23738** | IRS No.: **130596475** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **35-CERT** | Act: **35** | File No.: **070-08387** | Film No.: **94538236**
SIC: **4923** Natural gas transmission & distribution

Business Address
625 LIBERTY AVE CNG
TOWER
PITTSBURGH PA 15222
4122271000

BEFORE THE
SECURITIES AND EXCHANGE COMMISSION

	:	
In the Matter of	:	
	:	
CONSOLIDATED NATURAL GAS COMPANY, ET AL.	:	CERTIFICATE
	:	OF
File No. 70-8387	:	NOTIFICATION
	:	
(Public Utility Holding Company Act of 1935)	:	

TO THE SECURITIES AND EXCHANGE COMMISSION:

By Order dated April 29, 1994 ("Order"), HCAR No. 26038, in the above proceeding, the Securities and Exchange Commission ("Commission") allowed the Application-Declaration of Consolidated Natural Gas Company ("Consolidated"), The River Gas Company ("River") and The East Ohio Gas Company ("CNGP"), to become effective and authorized the merger ("Merger") of CNGD into CNGP. The Agreement and Plan of Merger states that the merger shall become effective when the merger documents are filed in accordance with the General Corporation Law of the State of Ohio and the Corporation Act of the State of West Virginia. The merger documents were filed in accordance with the General Corporation Law of the State of Ohio on June 30, 1994, and in accordance with the Corporation Act of the State of West Virginia on July 7, 1994. As a result of the Merger, the following occurred.

i) 45,500 shares of River common stock, \$100 par value each, were cancelled and 3,559,353 shares of Ohio common shares, \$50 par value, continued as such.

2

Pursuant to the terms of the Merger, Ohio, as surviving corporation, succeeded to, all of the rights, privileges, powers and franchises of both River and Ohio, and also became subject to all of the restrictions, disabilities, liabilities and duties of both constituent corporations.

The "past tense" opinions required by paragraph F(2) of the instructions as to exhibits for Form U-1 are filed herewith as Exhibits A and B.

CONSOLIDATED NATURAL GAS COMPANY
THE EAST OHIO GAS COMPANY
(for itself and as successor to
The River Gas Company)

By H. P. Payne, Jr., Their Attorney

Dated: July 8, 1994

July 8, 1994

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

Re: Consolidated Natural Gas Company, et al.,
SEC File Number 70-8387

Dear Sirs:

The following "past tense" opinion is rendered on behalf of Consolidated Natural Gas Company ("Consolidated"), a Delaware corporation, in accordance with the requirements of paragraph F(2) of the instructions as to exhibits to Form U-1 of the Securities and Exchange Commission ("SEC") with respect to the merger ("Merger") of The River Gas Company ("River"), a wholly-owned subsidiary of Consolidated, into The East Ohio Gas Company ("Ohio"), another wholly-owned subsidiary of Consolidated, the subject of the Application-Declaration ("Application-Declaration") before the SEC at File No. 70-8387.

I have examined the Certificate of Incorporation and Bylaws of Consolidated, the corporate minutes relating to the Merger, the Agreement and Plan of Merger, the Application-Declaration, the SEC's order dated April 29, 1994 (HCAR No. 26038) permitting said Application-Declaration to become effective, the opinion of counsel for Ohio respecting the Merger filed herewith, the Rule 24 Certificate of Notification being filed concurrently herewith, and such other documents and records deemed necessary or appropriate in the circumstance and relating to the Merger.

Based on the aforesaid examination and relying therein, I am of the opinion that:

- (a) All state laws applicable to the transaction have been complied with;
- (b) 45,500 shares of River common stock, \$100 par value each, were cancelled and 3,559,353 shares of Ohio common shares, \$50 par value,

continued as such.

- (c) The consummation of the proposed transaction did not violate the legal rights of the holders of any securities issued by Consolidated or by any associate company thereof; and

2

- (d) The transaction has been carried out in accordance with the provisions of the Application-Declaration and the related order of the SEC.

I hereby consent to the use of this opinion as an exhibit to the said Certificate of Notification.

Very truly yours,

H. P. Payne, Jr.

July 8, 1994

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

Re: Consolidated Natural Gas Company, et al.,
SEC File Number 70-8387

Dear Sirs:

The following "past tense" opinion is rendered on behalf of The East Ohio Gas Company ("Ohio"), an Ohio corporation, for itself and as successor to The River Gas Company ("River"), a former West Virginia corporation, in accordance with the requirements of paragraph F(2) of the instructions as to exhibits to Form U-1 of the Securities and Exchange Commission ("SEC"). This opinion is rendered with respect to the merger ("Merger") of River, a wholly-owned subsidiary of Consolidated Natural Gas Company ("Consolidated"), into Ohio, another wholly-owned subsidiary of Consolidated, the subject of the Application-Declaration ("Application-Declaration") before the SEC at File No. 70-8387.

I have examined the Certificate of Incorporation and Bylaws of Ohio, the corporate minutes relating to the Merger, the Agreement and Plan of Merger, the Application-Declaration, the SEC's order dated April 29, 1994 (HCAR No. 26038) permitting said Application-Declaration to become effective, the opinion of counsel for Consolidated respecting the Merger filed herewith, the Rule 24 Certificate of Notification being filed concurrently herewith, and such other documents and records deemed necessary or appropriate in the circumstance and relating to the Merger.

Based in the aforesaid examination and relying thereon, I am of the opinion that:

- (a) All state laws applicable to the transaction have been complied with;

- (b) Ohio is validly organized and duly existing;
- (c) The obligations of Ohio in open account advances made pursuant to the authorization requested in the Application-Declaration are and will be valid and binding obligations of Ohio in accordance with their terms;

2

- (d) The consummation of the proposed transaction did not violate the legal rights of the holders of any securities issued by Ohio or by any associate company thereof.
- (e) The transaction has been carried out in accordance with the provisions of the Application-Declaration and the related order of the SEC.

I hereby consent to the use of this opinion as an exhibit to the said Certificate of Notification.

Very truly yours,

K. R. Long
General Counsel