

SECURITIES AND EXCHANGE COMMISSION

FORM 35-CERT

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

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FILER

EASTERN EDISON CO

CIK: **14407** | IRS No.: **041123095** | State of Incorp.: **MA** | Fiscal Year End: **1231**
Type: **35-CERT** | Act: **35** | File No.: **070-08287** | Film No.: **96502680**
SIC: **4911** Electric services

Mailing Address
*110 MULBERRY STREET
BOSTON MA 02403*

Business Address
*110 MULBERRY ST
BROCKTON MA 02403
5085801213*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

In the Matter of :
: :
EASTERN EDISON COMPANY :
110 Mulberry Street :
Brockton, Massachusetts 02403 :
: :
BLACKSTONE VALLEY ELECTRIC COMPANY :
Washington Highway, P.O. Box 1111 :
Lincoln, Rhode Island 02865 :
: :
NEWPORT ELECTRIC CORPORATION :
12 Turner Road, P.O. 4128 :
Middletown, Rhode Island 02840 :
: Certificate of Notification
: Pursuant to Rule 24
MONTAUP ELECTRIC COMPANY :
P.O. Box 2333 :
Boston, Massachusetts 02107 :
: :
EUA SERVICE CORPORATION :
P.O. Box 2333 :
Boston, Massachusetts 02107 :
: :
EUA OCEAN STATE CORPORATION :
P.O. Box 2333 :
Boston, Massachusetts 02107 :
: :
(70-8287) :
: :
Public Utility Holding Company Act of 1935: :
:

Eastern Edison Company, Montaup Electric Company, Blackstone Valley Electric Company, Newport Electric Corporation, EUA Service Corporation and EUA Ocean State Corporation, subsidiaries of Eastern Utilities Associates, a registered holding company, in accordance with the Order of the Securities and Exchange Commission entered in the above matter on December 21, 1993, hereby certify pursuant to Rule 24 that the transactions reported in the Certificates of Notification pursuant to Rule 24 dated April 29, 1994, July 13, 1994, November 1, 1994, January 13, 1995, April 24, 1995, August 3, 1995, October 19, 1995 and January 4, 1996, constitute all of the steps in the consummation of a series of transactions during the period ended December 31, 1995, in accordance with terms and conditions of, and for the purposes represented by, the joint application dated October 13, 1993, as amended, as

filed in said matter, and said Order with respect thereto.

Item 6. Exhibits and Financial Statements (* indicates filed herewith)

* Exhibit F - Past Tense Opinion of McDermott, Will & Emery

By: /s/ Clifford J. Hebert, Jr.
Clifford J. Hebert, Jr.
Treasurer

EASTERN EDISON COMPANY
MONTAUP ELECTRIC COMPANY
BLACKSTONE VALLEY ELECTRIC COMPANY NEWPORT
ELECTRIC CORPORATION
EUA SERVICE CORPORATION
EUA OCEAN STATE CORPORATION

EXHIBIT F
January 10, 1996

Securities and Exchange Commission
450 5th Street, N.W.
Washington, D.C. 20549

Re: File No. 70-8287 Declaration With Respect To
Issue And Sale Of Notes To Banks

Ladies and Gentlemen:

As counsel for Eastern Edison Company ("Eastern"), Montaup Electric Company ("Montaup"), EUA Service Corporation ("Service"), Blackstone Valley Electric Company ("Blackstone"), Newport Electric Corporation ("Newport") and EUA Ocean State Corporation ("Ocean State") (collectively, the "Companies"), we are furnishing this opinion to be filed by the Companies in at the time of their filing of their certificate of notification pursuant to Rule 24 concerning their issuance and sale of short-term notes (the "Notes") to banks through the period ending December 31, 1995 in aggregate amounts outstanding at any one time not to exceed \$35 million in the case of Eastern, \$20 million in the case of Montaup, \$8 million in the case of Blackstone, \$7 million in the case of Service, \$6 million in the case of Newport and \$5 million in the case of Ocean State (referred to together hereinafter as the "Transactions"), all as more fully described in the application-declaration on Form U-1 under the Public Utility Holding Company Act of 1935, as amended, (the "Application-Declaration") filed by Eastern, Montaup, Service, Blackstone, Newport and Ocean State with the Securities and Exchange Commission (the "SEC"), on October 13, 1993 File No. 70-8287.

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 Transactions in accordance with the Application-Declaration:

(a) All state laws applicable to the Transactions have been complied with by Eastern, Montaup, Service, Blackstone, Newport and Ocean State.

(b) Eastern, Montaup and Service, issuers of Notes to evidence bank borrowings in accordance with the Application-

Declaration, are all validly organized and duly existing corporations organized under the laws of the Commonwealth of Massachusetts and any Notes issued by Eastern, Montaup or Service are valid and binding obligations of Eastern, Montaup or Service, as the case may be, in accordance with their terms.

(c) Blackstone, Newport and Ocean State, also issuers of Notes to evidence bank borrowings in accordance with the Application-Declaration, are all validly organized and duly existing corporations organized under the laws of the State of Rhode Island and Notes issued by Blackstone, Newport or Ocean State are valid and binding obligations of Blackstone, Newport or Ocean State, as the case may be, in accordance with their terms.

(d) The consummation of the Transactions does not violate the legal rights of the holders of any of the securities of Eastern, Montaup, Service, Blackstone, Newport or Ocean State, or of their parent company Eastern Utilities Associates ("EUA") or of EUA Energy Investment Corporation ("EUA Energy"), OSP Finance Company ("OSP"), and EUA Cogenex Corporation ("EUA Cogenex"), EUA Cogenex-Canada Inc. ("Cogenex-Canada"), Eastern Unicord Corporation ("Unicord"), EUA TransCapacity, Inc. ("TransCapacity"), Northeast Energy Management, Inc. ("NEM"), EUA Citizens Conservation Services, Inc. ("CCS"), EUA Highland Corporation ("Highland"), and EUA BIOTEN, Inc. ("BIOTEN"), associate companies of Eastern, Montaup, Service, Blackstone, Newport and Ocean State and Ocean State Power ("OSP I"), Ocean State Power II ("OSP II"), Rhode Island general partnerships.

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

(1) the due authorization by the Board of Directors of Eastern, Montaup, Service, Blackstone, Newport and Ocean State in connection with the issuance of their respective Notes;

(2) compliance with such order or orders as the Securities and Exchange Commission may issue from time to time upon the Application-Declaration;

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

(4) that the enforceability of the Notes 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 Notes 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 express no opinion with respect to the effect of the consummation of the Transactions on the legal rights of the holders of any of the securities of any associate companies of Eastern, Montaup, Service, Blackstone, Newport or Ocean State, other than those associate companies expressly set forth herein.

We consent to the use of this opinion in connection with the Rule 24 certificate filed with the SEC.

Very truly yours,

McDermott, Will & Emery