

RECEIVED & FILED MAR 17 1971

THE NARRAGANSETT ELECTRIC COMPANY 280 Melrose Street, Providence, Rhode Island 02901

March 17, 1971

Secretary of State of the State of Rhode Island
State House
Providence, Rhode Island 02903

Dear Sir:

Pursuant to vote of the Board of Directors of The Narragansett Electric Company (a corporation originally and duly established under the name of "United Electric Power Company" pursuant to the provisions of an act entitled "An Act to Incorporate United Electric Power Company" passed at the January Session, A. D. 1926, which name has been changed to "The Narragansett Electric Company" under and pursuant to the provisions of an act passed at the January Session, A. D. 1927, amending said above-mentioned Act), at a meeting duly called and held on December 22, 1970, the undersigned, President and Treasurer of such corporation, hereby make application for the issue of your certificate to The Narragansett Electric Company authorizing the issue of 200,000 shares of its preferred stock of a par value of \$50 each, in addition to the shares of capital stock issuable on organization of the corporation and the shares, the issue of which has been authorized by certificates heretofore issued by the Secretary of State of the State of Rhode Island pursuant to the provisions of Section 8 of said Act.

Attached hereto is a certified copy of an order of the Division of Public Utilities and Carriers, Department of Business Regulation (which, with respect to the issue of securities, has succeeded

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March 17, 1971

to the powers of the Public Utilities Commission under Section 7 of the above-mentioned Act) entered on February 19, 1971, approving the issue of said 200,000 additional shares of preferred stock, the purposes of such issue, and the terms and manner of disposition thereof.

The tax of one-tenth of one per cent of the \$10,000,000 par value of such additional preferred stock has been paid into the General Treasury and the receipt therefor accompanies this application.

Yours very truly,

THE NARRAGANSETT ELECTRIC COMPANY

By J. Wesley Banks
President

And by Frederick L. Hill
Treasurer

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

DEPARTMENT OF BUSINESS REGULATION

Exhibit D-2

DIVISION OF PUBLIC UTILITIES AND CARRIERS

Petition of The Narragansett Electric :
Company for approval of and consent :
and authority to issue 200,000 ad- : Docket No. 1082
ditional shares of Preferred Stock :

On December 29, 1970, The Narragansett Electric Company, a public utility as defined in Section 2, Chapter 1 of Title 39, of the General Laws of Rhode Island, 1956, as amended, filed with the Division of Public Utilities and Carriers, Department of Business Regulation of the State of Rhode Island (hereinafter referred to as the "Division"), a petition and statement requesting the entry of an order approving, consenting to and authorizing the issue of 200,000 additional shares of Preferred Stock of the par value of \$50 per share to provide funds to retire short-term indebtedness incurred or to be incurred for capitalizable expenditures as set forth in Exhibit C filed with the said petition and made a part thereof, to pay for such expenditures or to reimburse the treasury of the Petitioner therefor. Said Exhibit C sets forth capitalizable expenditures in excess of Ten Million Dollars (\$10,000,000) as to which no stock or capital obligations have been issued.

Petitioner informs the Division that said 200,000 additional shares of Preferred Stock are to be sold for cash to purchasers selected pursuant to competitive bidding. (The Petitioner informs the Division that the holder of the Common Capital Stock is to waive its pre-emptive rights, if any, to said additional Preferred Stock.)

After consideration of the petition and Exhibits submitted

therewith, and upon investigation of Petitioner's records, the Division is of the opinion that this petition should be granted and that Petitioner should be authorized to issue said additional Preferred Stock in the amount requested and to use the proceeds obtained therefrom in the manner outlined in said petition.

Accordingly, it is

(8668) ORDERED: That the Division of Public Utilities and Carriers within the Department of Business Regulation, pursuant to Sections 7 and 8 of an Act entitled "An Act to Incorporate United Electric Power Company" passed by the General Assembly at the January Session, 1926, as amended, and pursuant to the provisions of Title 39, Chapter 3, Sections 15, 17, 18 of the General Laws of Rhode Island, 1956, as amended, hereby approves, consents to and authorizes the issue by Petitioner of 200,000 additional shares of Preferred Stock of the par value of \$50 per share, and fixes the amount, character and terms of such issue and the purposes to which the proceeds thereof shall be applied as follows:

Said additional shares of Preferred Stock are to be sold for cash to purchasers selected pursuant to competitive bidding under which Petitioner is to invite bids for the purchase of all of said additional Preferred Stock, said competitive bidding to establish the price at which such shares shall be so sold and the dividend rate therefor such price to be not less than \$50 nor more than \$51.375 per share, plus accrued dividends, and such dividend rate not to exceed 9.72 per cent per annum. The redemption prices of such Preferred Stock will be fixed following said competitive bidding in accordance with the formula based on the initial offering price. With respect to redemption, the third series of Preferred Stock may not be redeemed prior to March 1,

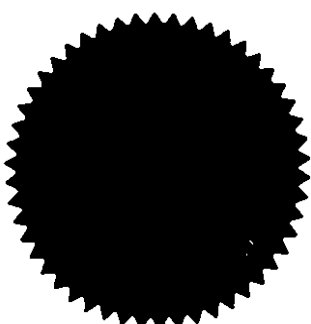
1976 if such redemption is for the purpose of or in anticipation or refunding such Preferred Stock at an effective cost of money less than the effective cost of money to the Petitioner of the third series of Preferred Stock.

The Division further approves, consents to and authorizes the preferences as to dividends, voting power and other incidents of Preferred Stock as set forth in Exhibit A, which is attached to this Order and made a part hereof.

The proceeds of the sale of said 200,000 additional shares of Preferred Stock shall be applied for the purpose of retiring short-term indebtedness, incurred or to be incurred for capitalizable expenditures, of paying for such expenditures or reimbursing the treasury of Petitioner therefor; the money to be procured by the issue of said 200,000 additional shares of Preferred Stock being reasonably required for said purposes; and, it is further

ORDERED: That this order shall become effective forthwith.

Dated at Providence, Rhode Island, this
nineteenth day of February, A. D., 1971



Administrator
Division of Public Utilities and Carriers

APPROVED:



Director
Department of Business Regulation

APPROVED:

PUBLIC UTILITIES COMMISSION

By: 

Commissioner



Commissioner



Commissioner

A True Cop
Attest
Charles A. Lombardi
Asst Secretary
The Narragansett Electric Co.



State of Rhode Island and Providence Plantations

OFFICE OF THE GENERAL TREASURER

Nº 42023

Providence March 17, 19 71

I Hereby Certify That The Narragansett Electric Company

has paid into the State Treasury a fee of

Ten thousand

Dollars for Increase in Capitol Stock

in accordance with the provisions of 7-1-9, General Laws.

Raymond H. Harkley
General Treasurer