

Commission's Office of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by January 8, 1996, to the Secretary, Securities and Exchange Commission, Washington, DC 20549, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in case of an attorney at law, by certificate) should be filed with the request. Any request for hearing shall identify specifically the issues of fact or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After said date, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

Central and South West Corporation (70-8087)

Central and South West Corporation ("CSW"), 1616 Woodall Rodgers Freeway, Dallas, Texas 75266-0164, a registered holding company, has filed an application-declaration under sections 6(a), 7, 9(a) and 10 of the Act and rules 43, 53 and 54 thereunder.

CSW currently has in place a Dividend Reinvestment and Stock Purchase Plan ("Current Plan") pursuant to which shares of CSW's common stock, \$3.50 par value per share ("Common Stock"), are either newly issued or purchased in the open market with reinvested dividends and optional cash payments made by registered shareholders of CSW, employees and eligible retirees of CSW or its subsidiaries and non-shareholders of legal age who are residents of the States of Arkansas, Louisiana, Oklahoma and Texas.

CSW now proposes to make certain amendments to the Current Plan ("Plan") (a) to increase the number of originally issued shares of Common Stock that may be offered pursuant to the Plan from 5 to 10 million, (b) to permit non-shareholders of legal age who are residents of all fifty States of the United States and the District of Columbia to participate in the Plan, (c) to increase the initial cash investment required for enrollment in the Plan by non-employees and non-retirees from \$100 to \$250, and (d) to change the frequency of investment in shares of Common Stock by the Plan from bi-monthly to weekly.

The Plan will be open to registered shareholders of CSW, employees and eligible retirees of CSW or its subsidiary

companies, and non-shareholders of legal age who are residents of the fifty States of the United States and the District of Columbia. Such residents include but are not limited to retail electric customers of CSW's public utility subsidiaries.

Consistent with the Current Plan, the Plan will include full, partial or no reinvestment of dividends and the ability to make optional cash purchases of at least \$25 per investment and not more than \$100.00 annually. There is an initial purchase requirement of \$250 in order to enroll in the Plan. Employees and retirees will be able to participate in the Plan through payroll/pension deductions with a \$10 minimum per pay period.

The shares of Common Stock purchased under the Plan with the initial cash investments, optional cash purchase payments and reinvested dividends, if any, may be, in the discretion of CSW, authorized but previously unissued Common Stock or shares of Common Stock purchased on the open market by the independent agent of the Plan ("Independent Agent"). CSW proposes to use the proceeds from the sale of the newly issued shares of Common Stock for repayment of long- or short-term indebtedness, by working capital or for other general corporate purposes. Purchases will be made weekly on each Monday of each week (or, if not a business day, the next succeeding business day). The timing and manner of purchases and sales on the open market will be determined solely by the Independent Agent. The price of shares of newly issued Common Stock will be the average of the daily high and low sale prices of the Common Stock on the New York Stock Exchange on the applicable investment date. The price of shares of Common Stock purchased on the open market by the Independent Agent with respect to any investment period will be the average price of all such shares of Common Stock purchased during such investment period plus brokerage commissions and other fees. The investment period will commence on each Monday of each week (or, if not a business day, the next succeeding business day) and will continue until all applicable funds are invested, but in no instance past the day prior to the commencement of the next investment period.

A Participant may sell or withdraw all or a portion of his/her shares at any time. Sales will be made weekly by the Independent Agent and the price will be the weighted average cost of shares sold during the applicable investment period, less fees and commissions/

CSW's Shareholder Services Department will continue to share the administration of the Plan with the Independent Agent. The Independent Agent will make open market purchases and sales under the Plan and CSW will handle the other elements of Plan administration. Participants will receive quarterly statements of activity in their account.

EUA Cogenex Corporation (70-8755)

EUA Cogenex Corporation ("Cogenex"), P.O. Box 2333, Boston, Massachusetts 02107, a nonutility subsidiary of Eastern Utilities Associates ("EUA"), a registered holding company, have filed an application-declaration under sections 9(a), 10, 12(b), 12(f) and 13 of the Act and rules 45, 53, 54, 90 and 91 thereunder.

Cogenex proposes to form a Delaware limited liability company ("JV ESCO") with Westar Business Services, a nonaffiliated Kansas corporation and a wholly owned subsidiary of Western Resources, Inc., a Kansas corporation, for the purpose of providing energy conservation services in the states of Kansas, Missouri, Nebraska, Oklahoma and Arkansas and to other Westar or Cogenex customers outside such states as opportunities arise ("Territory"). Cogenex and Westar will each own 50% of JV ESCO and share equally in the capital contributions, allocations of profits and losses and distributions of JV ESCO. JV ESCO will be governed overall by a board of directors comprised of six directors, three of whom will be appointed by Cogenex and three by Westar. Daily management decisions will be made by a management committee comprised of one representative from each of Cogenex and Westar. Cogenex and Westar will make capital contributions in an amount initially expected to be approximately \$1,000 each, which will be used by JV ESCO for working capital purposes. Cogenex states that capital contributions to JV ESCO will be exempt from the requirement of Commission authorization pursuant to rule 45(b)(4). Cogenex and Westar will subcontract personnel to JV ESCO at cost as needed until such time, if any, as JV ESCO employs its own personnel.

Cogenex and Westar entered into a letter agreement dated November 15, 1995 in which they agreed to perform initial marketing, sales, auditing, bidding, job procurement and performance activities in preparation of forming JV ESCO and to develop a long-term business plan for JV ESCO. The term of the letter agreement is one year ("Interim Period"), unless terminated