

PUBLIC SERVICE COMMISSION  
OF WEST VIRGINIA  
CHARLESTON

Entered: August 31, 2001

CASE NO. 99-1865-G-PC

TOWN GAS INCORPORATED, a corporation; and  
WYOMING NATURAL GAS, INC., a corporation.  
Petition for consent and approval of the  
merger of Town Gas Incorporated and Wyoming  
Natural Gas, Inc., into Wyoming Natural Gas,  
Inc.

RECOMMENDED DECISION

PROCEDURE

On December 30, 1999, Town Gas Incorporated (Town), a West Virginia corporation and public utility, and Wyoming Natural Gas, Inc. (Wyoming), also a West Virginia corporation and public utility, jointly known as Petitioners, filed a petition with the Commission seeking the Commission's consent and approval for the merger of the two utilities, with the surviving corporation being Wyoming Natural Gas, Inc. The Petitioners asserted that all real, personal and mixed property of each corporation and all debts to either of them shall be transferred and invested in the surviving corporation and, upon the merger taking effect, the surviving corporation shall be responsible and liable for all liabilities and obligations of each, with any claim or judgment against either of the corporations being enforced against the surviving corporation. The Petitioners asserted that a merger would result in significant cost savings from combining the operations of the corporations and that, for the immediate future, the surviving corporation shall maintain the two tariffs now existing. [See FootNote <sup>1</sup>](#) The Petitioners also asserted that, while there

will be a change in customer rates that will result from the merged operations, there will be no adverse effect on the corporations' existing customers from the proposed merger and neither corporation will gain any undue advantages from the proposed merger.

On January 13, 2000, Staff filed its Initial Joint Staff Memorandum recommending that the proposed merger and proposed rates be published. Staff recommended that the matter be referred to the Division of Administrative Law Judges. Staff noted that the agreement and plan for merger calls for 7,200 outstanding shares of Town to be cancelled at the time of the merger and that the outstanding shares of Wyoming will remain outstanding and remain unchanged in number. All shares of both Companies are currently held by Christopher H. R. Shomaker. Control of the merged company will remain unchanged. The surviving corporation, Wyoming, will be responsible for all and any liabilities of both Companies at the time of the merger. The Petitioners submitted proposed rate changes, which would result in the current customers of both Companies experiencing changes in both the monthly service charges and commodity rates they pay for service. The two sets of tariff rates charged to customers will be replaced by a single consolidated rate, with identical monthly service charges and commodity rates being charged

to existing customers of both. Staff noted that, while the merger itself may not appear to affect the customers, in that the management will not change, the proposed rates and charges must be published. Under the proposed rates, total revenues collected from Wyoming's current customers would increase by a little more than 1%, while the current Town customers would experience an overall increase of approximately 25%.

By Commission Order entered on January 24, 2000, this matter was referred to the Division of Administrative Law Judges with a decision due date of July 27, 2000.

By Order issued March 9, 2000, the Commission extended the decision due date until August 31, 2000. Staff was directed to file its recommendation on or before June 22, 2000.

By Order issued March 10, 2000, the Commission extended the Administrative Law Judge's decision due date until October 2, 2000.

By Procedural Order issued March 14, 2000, by Administrative Law Judge Susan A. Murensky, Town and Wyoming were directed to give notice to their customers of the proposed merger and proposed rates, by publishing a copy of a specified Notice of Merger and Rate Change, one time in a newspaper of general circulation in each of the Counties of Wyoming and McDowell, no later than April 6, 2000. The Petitioners were directed to file affidavits of publication, indicating that the Notice of Merger and Rate Change was published in each of the Counties of Wyoming and McDowell, no later than April 28, 2000.

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On March 27, 2000, the Petitioners filed affidavits of publication indicating that the Notice of Merger and Rate Change was published in The Welch Daily News, a newspaper of general circulation in McDowell County on March 20, 2000, and in the Independent Herald, a newspaper of general circulation in Wyoming County on March 22, 2000. Protests were received to the Notice.

On June 7, 2000, Staff filed a motion to extend the due date to file its Report.

By Order issued June 8, 2000, the Commission extended the date for Staff to file its report until August 21, 2000. The Administrative Law Judge's decision due date was extended until December 21, 2000.

On August 23, 2000, Staff filed a Joint Staff Recommendation. Technical Staff outlined several irregularities with the utilities and recommended that the Commission employ an independent consultant to conduct a review of the utilities. Legal Staff recommended that Staff contemplate conducting a general investigation into the operations of the utilities.

On August 25, 2000, the Petitioners requested additional time to respond to Staff's Joint Staff Recommendation.

By Procedural Order issued August 30, 2000, the Petitioners were directed to respond to Staff's Joint Staff Recommendation no later than September 15, 2000.

On September 15, 2000, the Petitioners responded to Staff's recommendation. The Petitioners opposed Staff's recommendation that the case be dismissed or suspended until the Commission instituted a general investigation of the Utilities' alleged irregularities.

On September 29, 2000, the Commission denied Staff's motion to dismiss or suspend the case and to

institute a general investigation. The date for Staff to file its report was extended until November 21, 2000. The Administrative Law Judge's decision due date was extended until March 31, 2001.

On October 25, 2000, Staff filed its first data request and requested that the information be filed no later than November 3, 2000.

On November 1, 2000, the Petitioners objected to several requests and stated that Staff should establish the relevance of the matters requested. The Petitioners also requested that they be allowed until November 13, 2000, to respond to the requests for which no objections were raised. The Petitioners advised that Staff did not object to the extension until November 13, 2000.

On November 13, 2000, the Petitioners filed their responses.

By Order issued November 14, 2000, the objections filed by the Petitioners on November 1, 2000, concerning Staff's October 25, 2000 data request were granted.

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On November 15, 2000, Staff filed a motion to extend the Staff Report due date and the Administrative Law Judge's decision due date.

By Commission Order and Corrective Order issued November 16, 2000, the Commission extended the Administrative Law Judge's decision due date until June 22, 2001. Staff's report due date was extended until March 5, 2001.

On December 1, 2000, Staff filed a motion to compel "Hampton Gas Marketing" to answer Staff's request for information.

On December 14, 2000, Town and Wyoming filed their response to Staff's motion.

By Order issued December 22, 2000, Town Gas Incorporated and Wyoming Natural Gas, Inc., were directed to make available no later than January 6, 2001, the tax returns, time cards, work orders, stock withdrawal forms and other business records necessary for Staff to conduct an on-site investigation. The Order provided that any other disputes about discovery must be accompanied by a request for a hearing, outlining the specific issues to be raised at the hearing.

On January 5, 2001, Staff filed a motion for the Administrative Law Judge to compel Hampton Gas Marketing to answer its request for information.

On February 27, 2001, Staff filed its Final Joint Staff Memorandum recommending that the proposed merger be denied. By correspondence dated February 27, 2001, the Petitioners were advised that they had seven (7) days to respond.

By Order issued March 13, 2001, Town and Wyoming were directed to advise the Commission, no later than March 19, 2001, if they accept Staff's recommendation to deny the petition filed on December 30, 1999, or if they wish to proceed to hearing.

On March 19, 2001, the Petitioners advised that they wished to proceed to hearing but would not object to an extension of the decision due date if Staff wished to have the petition consolidated with the Petitioner's new rate cases, once filed.

By Order issued March 28, 2001, this matter was set for hearing to be held on April 23, 2001.

On April 4, 2001, Staff filed a motion to cancel and reschedule the hearing due to Technical Staff's inability to appear at the hearing. Staff also filed a Motion for a 120-day extension of the Administrative Law Judge's decision due date.

On April 6, 2001, the Commission granted Staff's request and extended the Administrative Law Judge's decision due date until October 22, 2001.

By Procedural Order issued June 19, 2001, the Executive Secretary of the Commission was directed to file copies of the protest letters

contained in this file in the rate cases filed on May 8, 2001, Case Nos. 01-0620-G-42T and 01-0621-G-42T.

By Procedural Order issued June 25, 2001, a hearing was set to be held on July 27, 2001, at Wyoming County Courthouse, Conference Room (Prosecuting Attorney's Annex), Main Street, Pineville, Wyoming County, to commence at 10:00 a.m. The Order further directed Town Gas Incorporated and Wyoming Natural Gas, Inc., to give notice to their customers of the proposed merger by publishing a copy of the attached notice, one time, in a newspaper duly qualified by the Secretary of State, published and of general circulation in each of the Counties of McDowell and Wyoming, no later than July 18, 2001.

On June 26, 2001, Town and Wyoming advised that they were not available for hearing on July 27, 2001. Counsel for Town and Wyoming provided a list of available dates.

On August 4, 2001, the Petitioners filed affidavits of publication verifying that the Notice of Hearing was published on July 13, 2001, in The Welch Daily News, a newspaper published and generally circulated in McDowell County, and on July 18, 2001, in The Independent Herald, a newspaper published and generally circulated in Wyoming County.

On August 9, 2001, the Petitioners and Commission Staff filed a Revised Stipulation in this proceeding, which was also filed in the two rate cases previously referenced, Case Nos. 01-0620-G-42T and 01-0621-G-42T, calling for approval of the merger petition and a consolidated rate schedule for the surviving company. Additionally, a motion to consolidate the two rate proceedings with the merger proceeding was filed.

The hearing set for August 14, 2001, was held as scheduled, before Administrative Law Judge Murensky, with Robert R. Rodecker, Esquire, appearing on behalf of the Petitioners. Commission Staff was not present by counsel, who was not available for the hearing. The Petitioners presented the testimony of two witnesses, Christopher Shomaker, the President of the two Petitioners, and Michael Ellis, a CPA, who prepared some of the financial documentation in this matter and who prepared the Rule 42 Exhibits in the two rate cases. Additionally, the Petitioners called as a witness Commission Staff Utilities Analyst Roy McMillion, who reviewed the merger petition and the two rate filings on behalf of Commission Staff. The Revised Stipulation filed with the Commission on August 9, 2001, was marked as Companies' Exhibit No. 1 in this matter. No members of the public appeared to make statements in protest to the merger, although it should be noted that several members of the public appeared at the two hearings held in the two rate filings and expressed opposition to increased rates and charges and raised some issues about the operations of the two Companies, although not necessarily protesting the actual merger itself. At the conclusion of the testimony at the hearing, the matter was submitted for a decision.

On August 24, 2001, as noted above, a Recommended Decision was entered in the two rate filings by the undersigned, approving separate revised tariff sheets for the two Companies. The motion to consolidate the two rate cases with the merger petition was denied in that

Recommended Decision, due to some procedural difficulties in obtaining the transcript of the hearing on August 14, 2001, in time to include the merger petition in the Recommended Decision in the rate cases, which had to be issued no later than August 24, 2001. However, the parties had been informed of that difficulty and were in agreement with the suggested procedure of issuing the decision on the rate cases independent of the merger decision.

On August 27, 2001, the transcript of the August 14, 2001 hearing was filed, consisting of seventeen pages.

### DISCUSSION

The Revised Stipulation, Companies' Exhibit No. 1, indicates that, after continuing negotiations, Commission Staff and the Petitioners have reached agreement on approval of the proposed merger and on a consolidated rate. The Revised Stipulation acknowledges that the two Petitioners have been operating at a loss under their current rates and that they need prompt rate relief in order to pay suppliers and employees in a timely manner and to make needed repairs caused by the flooding that occurred in Wyoming and McDowell Counties on July 8, 2001. The parties recommended approval of a base rate of \$9.34 per Mcf, with a \$7.74 per month service charge, for the surviving utility after the merger, based upon the financial information provided in the two rate filings and the reconciliation and computations contained in Attachment A of the Revised Stipulation. The parties further recommended that the agreed-upon rates be approved for implementation as soon as possible and prior to the expiration of the statutory suspension period for the rate filings in Case Nos. 01-0620-G-42T and 01-0621-G-42T.

The Recommended Decision entered on August 24, 2001, in the two rate cases, approved a consumption rate of \$8.70 per Mcf for Town, with the existing monthly service charge of \$9.40 per Mcf, while a consumption rate of \$9.92 per Mcf was approved for Wyoming, with the existing \$7.74 per Mcf monthly service charge. The proposed consolidated rates use the Wyoming monthly service charge of \$7.74 and a consolidated consumption charge of \$9.34 per Mcf, which results in an increase for the Town customers above the consumption rate approved in the rate case, and a decrease for the Wyoming customers from the consumption rate approved in the rate case. The consolidated rates are still below the rates originally requested by the Companies in the Rule 42 proceedings and which were noticed to the public. A derived purchased gas increment of \$6.368 per Mcf would also be approved for the consolidated utility, which is included in the \$9.34 per Mcf consolidated consumption rate. The consolidated rates will generate the same revenue as the two individual sets of rates approved in the two rate proceedings, or \$2,093,134 annually. (See, Companies' Ex. No. 1).

The first witness to testify at the hearing in support of the merger petition was Christopher Shomaker, the President of both Petitioners. He indicated that, from the field operations side, a merged utility would make it much easier to account for inventory and simply operate the system. With respect to the business side of the operation, in terms of accounting, permits, reporting, tax returns and other requirements, it

would be a major benefit across the board and a cost savings for the consolidated operations. Indeed, both Companies currently are operated as a single entity, with all the employees working for both Companies under Mr. Shomaker's supervision. It is simply the various reporting, tax returns and accounting requirements which have continued separately for the two Companies. (Tr., pp. 7-9).

The next witness to testify was Michael Ellis, a CPA and a member of the accounting firm of Ellis & Ellis. Mr. Ellis sponsored the rate computation attached to Companies' Exhibit No. 1 and he explained how the rates were established and how the revenues would be generated. He verified that the combined rate will generate the same revenues as the separate rates agreed to in the Rule 42 cases. (Tr., pp. 11-12). He also noted that the combined rate is still less than the rates that had been requested and advertised in the two rate cases. (Tr., pp. 13-14).

Commission Utilities Analyst Roy McMillion also testified in this matter, indicating that he had been assigned to review both this proceeding and the two rate filings on behalf of Commission Staff and agreed with the representations and results contained in the Revised Stipulation. (Tr., pp. 14-16).

Given the Revised Stipulation and Staff's recent support for the merger of the two Companies, approval of the merger petition would appear to be a foregone conclusion and it will be approved in this decision; however, the Administrative Law Judge cannot ignore the significant Staff recommendation filed on August 23, 2000, and Town's equally substantive response filed on September 15, 2000. Both documents are extensive and involve a great many issues and allegations. Many of the problems involving allocation of employees' time and Company resources between the two separate entities will no longer exist as a result of the consolidation. Some of the other issues raised by Commission Staff, i.e., involving inappropriate use of Company vehicles and failure to adequately implement the Uniform System of Accounts, have been adequately addressed by the Petitioners in their September 15, 2000 response. However, two issues raised by Commission Staff are extremely troubling and were not adequately addressed by the Petitioners. Both of these issues involve the construction of pipelines by the Petitioners for Hampton Gas Marketing, Inc. (Hampton), a company owned and operated by the father of the President of Wyoming and Town. In both instances, pipeline was constructed to facilities owned and operated by the Wyoming County Board of Education, i.e., the Wyoming East High School and the Baileysville High School, for Hampton to provide natural gas service to those facilities. Those pipelines were turned over free of charge by Hampton to the Petitioners. However, Hampton is not paying a transportation fee to the Petitioners for any of the gas volumes flowing through those utility-owned lines to the end users. Aside from the failure to pay a transportation fee, the failure of Town and Wyoming to file a bypass complaint with the Public Service Commission for these instances is extremely troubling. While these issues will not hold up approval of the consolidation, the 2001 Rule 30C application for the consolidated Company will address these issues in full, through a litigated hearing if necessary. When the actual 2001 Rule 30C filing is submitted by Wyoming Natural Gas, Inc., for the consolidated operations, a procedural schedule will be issued establishing a schedule for the

filing of prepared direct and rebuttal testimony by Wyoming and Commission Staff. Additionally, a copy of this Order, the August 23, 2000 Staff Recommendation and the September 15, 2000 Petitioners' Response to that Recommendation will be served upon the Consumer Advocate Division of the Public Service Commission for its review in determining whether or not to intervene in Wyoming's 2001 Rule 30C proceeding.

#### FINDINGS OF FACT

1. On December 30, 1999, Town Gas Incorporated and Wyoming Natural Gas, Inc., both West Virginia corporations and certificated natural gas public utilities, jointly filed a petition with the Public Service Commission seeking the Commission's consent and approval for the merger of the two utilities, with the surviving corporation being Wyoming Natural Gas, Inc. All real, personal and mixed property of each corporation and all debts of either of them would be transferred and invested in the surviving corporation. Upon the merger taking effect, Wyoming would be responsible and liable for all liabilities and obligations of each of the predecessor corporations, with any claim or judgment against either of the predecessor corporations being enforced against the surviving corporation. The Petitioners asserted that

the merger would result in significant cost savings from combining the operations of the two utilities. (See, Petition filed December 30, 1999).

2. The merger of the two utilities will significantly reduce the recordkeeping and bookkeeping required for the two separate entities. The actual operations of the two Companies will not change significantly, since, for all intents and purposes, the two utilities are operated as one corporation. However, there will no longer be a requirement for two separate sets of books, two tax returns, two Commission Annual Reports, etc. (See, Petition filed December 30, 1999; Tr., pp. 7-9).

3. Although initially opposed to the proposed merger, Commission Staff has recommended approval of the merger due to the cost savings that will accrue to the surviving corporation. (See, Companies' Ex. No. 1; Tr., pp. 14-16).

4. By Recommended Decision entered on August 24, 2001, in Case Nos. 01-0620-G-42T and 01-0621-G-42T, Town and Wyoming were each granted separate rate increases for the natural gas service they provide to their customers in Wyoming and McDowell Counties. The separate increased rates are scheduled to take effect for all service rendered on and after October 14, 2001. As part of the Stipulation entered into between the Petitioners and Commission Staff calling for approval of the proposed merger, a consolidated rate schedule for the surviving corporation has also been recommended, which reflects the existing monthly service charge currently in effect for Wyoming and a consolidated consumption charge of \$9.34 per Mcf, which is lower than the consumption charge previously approved for Wyoming to take effect on October 14, 2001, but is higher than the rate previously approved to take effect on October 14, 2001, for Town. However, that consumption charge is still lower than the rates requested by either Company in the two rate cases, which rates were noticed to the public. (See, Companies' Ex. No. 1; Tr., pp. 11-14;

Recommended Decision, Case No. 01-0620-G-42T and 01-0621-G-42T, entered August 24, 2001).

5. A non-regulated gas marketer, Hampton Gas Marketing, Inc., owned by the father of the President of Town and Wyoming, is currently serving two major end users in the service territory of these utilities, East Wyoming High School and Baileysville High School, owned and operated by the Wyoming County Board of Education, through gas pipeline constructed for Hampton by Wyoming and then turned over at no cost to Wyoming. However, Hampton is not paying a transportation fee on any of the gas flowing through those pipelines to serve those end users. Further, no bypass complaint was ever filed against Hampton by the Petitioners. (See, Final Joint Staff Memorandum filed August 23, 2000; Petitioners' Response filed September 15, 2000).

#### CONCLUSIONS OF LAW

1. The merger of Town Gas Incorporated and Wyoming Natural Gas, Inc., will result in significant cost savings to the Companies and their customers, through reduced recordkeeping, bookkeeping and accounting requirements and other filing requirements. Additionally, there will no longer be a need to allocate Company employees and resources between the two entities. Service to the predecessor companies' customers will not be adversely affected and the cost savings may enable the surviving corporation to extend service to currently unserved areas or to improve service to existing service territories. Accordingly, the merger petition will be approved.

2. Since the two utilities are being merged into one consolidated operation, it is reasonable to approve a consolidated tariff for the surviving utility. The revised rates and charges contained in the Revised Stipulation will be approved for use by the surviving utility, Wyoming Natural Gas, Inc., for all

service rendered by it on and after October 14, 2001. Since the revised and consolidated rates reflect the rate increases approved for the two separate utilities in Case Nos. 01-0620-G-42T and 01-0621-G-42T, the consolidated rate schedule cannot become effective until the conclusion of the statutory suspension period in the two rate cases, unless that statutory suspension period is shortened by order of the Commission. The consolidated rates and charges will be substituted for the rates and charges approved in the Recommended Decision entered on August 24, 2001, in the two rate proceedings.

3. While most of the concerns first raised by Commission Staff in its August 23, 2000 Final Joint Staff Memorandum, recommending that the merger be held in abeyance pending a general investigation of the two Petitioners, have been adequately addressed by the two Petitioners, two issues involving service to two end users by a non-regulated third-party gas marketing firm using utility facilities without payment requires additional investigation. The issue of the service rendered by Hampton Gas Marketing, Inc., to the Wyoming County Board of Education's Wyoming East High School and Baileysville High School will be addressed in the consolidated 2001 Rule 30C application.

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### ORDER

IT IS, THEREFORE, ORDERED that the petition filed on December 30, 1999, by Town Gas Incorporated and Wyoming Natural Gas, Inc., for Commission consent and approval of the merger of Town Gas Incorporated and Wyoming Natural Gas, Inc., with Wyoming Natural Gas, Inc., being the surviving utility, be, and it hereby is, approved, without specifically approving the terms and conditions of the agreement and plan of merger dated November 10, 1999, and attached to said petition.

IT IS FURTHER ORDERED that a consolidated tariff be approved for Wyoming Natural Gas, Inc., as the consolidated utility, for all service rendered by it on and after October 14, 2001, to be used in lieu of the rates and charges approved for the two separate utilities in the Recommended Decision entered on August 24, 2001, in Case Nos. 01-0620-G-42T and 01-0621-G-42T, containing the following revised rates and charges, in addition to the remaining rates and charges which are unaffected by this decision:

Service Charge \$7.74 per month  
Consumption Charge \$9.34 per Mcf\*

\*includes a purchased gas increment of \$6.368 per Mcf.

IT IS FURTHER ORDERED that Town Gas Incorporated and Wyoming Natural Gas, Inc., or Wyoming Natural Gas, Inc., as the surviving corporation, be, and they hereby are, authorized to file a consolidated Rule 30C application for the 2001 Rule 30C filing period, as requested in the motion to consolidate filed on August 9, 2001.

IT IS FURTHER ORDERED that the service currently being rendered by Hampton Gas Marketing, Inc., to the Wyoming County Board of Education for two of its school facilities, in the service territory of the consolidated utility, without payment of transportation fees for the use of the utility facilities to provide that service, and the failure of the two Petitioner utilities to file a bypass complaint with the Public Service Commission against the non-regulated gas marketer, shall be addressed in the 2001 Rule 30C application to be filed for the consolidated operations.

IT IS FURTHER ORDERED that the Commission's Executive Secretary serve a copy of this Order, the Staff's Final Joint Staff Memorandum and attachments filed August 23, 2000, and the Response filed on September 15, 2000, by Town and Wyoming, upon the Consumer Advocate Division of the Public

Service Commission by hand delivery.

IT IS FURTHER ORDERED that this proceeding be, and it hereby is, removed from the Commission's docket of open cases.

The Executive Secretary is hereby ordered to serve a copy of this order upon the Commission by hand delivery, and upon all parties of record by United States Certified Mail, return receipt requested.

Leave is hereby granted to the parties to file written exceptions supported by a brief with the Executive Secretary of the Commission

within fifteen (15) days of the date this order is mailed. If exceptions are filed, the parties filing exceptions shall certify to the Executive Secretary that all parties of record have been served said exceptions.

If no exceptions are so filed this order shall become the order of the Commission, without further action or order, five (5) days following the expiration of the aforesaid fifteen (15) day time period, unless it is ordered stayed or postponed by the Commission.

Any party may request waiver of the right to file exceptions to an Administrative Law Judge's order by filing an appropriate petition in writing with the Secretary. No such waiver will be effective until approved by order of the Commission, nor shall any such waiver operate to make any Administrative Law Judge's Order or Decision the order of the Commission sooner than five (5) days after approval of such waiver by the Commission.

Melissa K. Marland  
Chief Administrative Law Judge

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*Footnote: 1*

*<sup>1</sup>Subsequent to the filing of the petition, Commission Staff requested that the rate aspects of the merger petition be bifurcated into two separate rate applications, one for each Petitioner, and consolidated with the merger case. That motion was granted and, for a time, the rate implications of the merger petition were to be decided in Case Nos. 00- 391-G-42A and 00-0392-G-42A. Both proceedings were ultimately dismissed, at the request of the Petitioners and Commission Staff in February of 2001. Subsequently, on May 8, 2001, the two Petitioners filed revised tariff sheets reflecting increased rates and charges for their customers and those proceedings were designated as Case Nos. 01-0620-G-42T and 01- 0621-G-42T. Those proceedings were decided by Recommended Decision entered on August 24, 2001, with the adoption of a Joint Stipulation entered into by the two Petitioners and Commission Staff calling for separate rate schedules for the two Petitioners containing increased*

*rates and charges. As will be discussed subsequently, a Revised Stipulation was filed in the instant proceeding which calls for the approval of a consolidated rate schedule if the merger petition is granted.*