

BEFORE

THE PUBLIC UTILITIES COMMISSION OF OHIO

In the Matter of the Joint Application of )  
 CenturyTel, Inc. and Embarq Corporation )  
 for Approval of a Transfer of Control of ) Case No. 08-1267-TP-ACO  
 United Telephone Company of Ohio, United )  
 Telephone Company of Indiana Inc. and )  
 Embarq Communications Inc. )

OPINION AND ORDER

BACKGROUND:

On November 26, 2008, as amended on February 13, 2009, CenturyTel, Inc. (CenturyTel) and Embarq Corporation (Embarq) (collectively, Joint Applicants) filed a joint application and supporting direct testimony of three witnesses, pursuant to Section 4905.402, Revised Code, seeking approval of a transfer in ownership whereby the ultimate ownership of United Telephone Company of Ohio (United of Ohio), United Telephone of Indiana, Inc. (United of Indiana), and Embarq Communications Inc. (Embarq Communications) (collectively, Embarq Ohio subsidiaries),<sup>1</sup> all wholly owned subsidiaries of Embarq, would be transferred from Embarq to CenturyTel.

On December 5, 2008, the office of the Ohio Consumers' Counsel (OCC) filed a motion to intervene, a motion for suspension, and a motion for a hearing. Pursuant to its December 17, 2008, Order, the Commission granted OCC's motion to intervene and suspended the application for the purpose of ensuring that it would not be deemed approved by operation of law on the thirty-first day subsequent to the filing of the joint application. With respect to OCC's motion for a hearing, the Commission determined that this issue should be addressed at a subsequent time in this proceeding. Pursuant to the attorney examiner entry of February 13, 2009, the application was suspended a second time in order to allow for additional information and investigation.

SCOPE OF REVIEW:

Section 4905.402, Revised Code, controls in this situation because the transaction involves a change in control of the ultimate parent of the Embarq Ohio subsidiaries.<sup>2</sup> Section 4905.402, Revised Code, states that no person shall acquire control, directly or

<sup>1</sup> The joint application notes that Embarq Payphone Services, Inc. is also an Embarq subsidiary providing telecommunications service in Ohio, but because the Commission does not regulate the subsidiary, it was not included as part of this request for a change in ownership.

<sup>2</sup> Section 4905.49, Revised Code, is not controlling in that this transaction involves unregulated holding companies and does not involve the merger of telephone companies doing business in this state.

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indirectly, of a domestic telephone company or a holding company controlling a domestic telephone company unless that person obtains the Commission's approval. To obtain approval, that person must file an application "demonstrating that the acquisition will promote public convenience and result in the provision of adequate service for a reasonable rate, rental, toll, or charge." If, after review of the application and any necessary hearing, the Commission is "satisfied that approval of the application will promote public convenience and result in the provision of adequate service for a reasonable rate, rental, toll, or charge, the commission shall approve the application and make such order as it considers proper."

#### SUMMARY OF THE TRANSACTION:

Joint Applicants submit that this transfer of ownership involving the Embarq Ohio subsidiaries to CenturyTel is contemplated in the agreement and plan of merger dated October 26, 2008, entered into between Embarq, CenturyTel, and Cajun Acquisition Company (Cajun), a direct wholly owned subsidiary of CenturyTel created to effectuate the proposed transaction. Under the terms of the proposed transaction, Embarq and Cajun will merge and Embarq will be the surviving corporation. As a result, Embarq will become a wholly owned subsidiary of CenturyTel and, accordingly, the Embarq Ohio subsidiaries will become indirect subsidiaries of CenturyTel. Following the completion of the transaction, CenturyTel's Ohio operating subsidiaries will remain subsidiaries of the post-transaction CenturyTel (Joint Application at 21).

The transaction will be accomplished through a stock-for-stock transaction. CenturyTel expects to refinance Embarq's bank debt at the time of closing, but the Joint Applicants represent that no incremental debt will be incurred as a result of this transaction. Following the completion of the transaction, the shareholders of the pre-transaction Embarq are expected to own approximately 66 percent of post-transaction CenturyTel and the shareholders of the pre-transaction CenturyTel are expected to own approximately 34 percent of the post-transaction CenturyTel. The board of directors will be comprised of 8 members designated by the pre-transaction CenturyTel Board of Directors and 7 members designated by the pre-transaction Embarq Board of Directors (*Id.* at 21, 22).

Embarq is a Delaware corporation. United of Ohio is an Ohio corporation authorized by the Commission to provide incumbent local exchange company (ILEC) telephone service to subscribers in 164 exchanges in the state of Ohio. United of Indiana is an Indiana corporation authorized by the Commission to provide ILEC telephone service to subscribers in the Union City Exchange in the state of Ohio. Embarq Communications is a Delaware corporation certified to provide competitive telecommunications services in the state of Ohio. As of December 31, 2007, Embarq Ohio subsidiaries served approximately 440,000 total access lines in Ohio (*Id.* at 24).

CenturyTel is a Louisiana corporation with the following Ohio subsidiaries: (1) CenturyTel of Ohio, Inc., an ILEC serving 64,095 access lines in six exchanges situated in Lorain and Erie counties; (2) CenturyTel Solutions, LLC, a competitive local exchange company (CLEC); (3) CenturyTel Fiber Company II, LLC dba LightCore, a CLEC; and (4) CenturyTel Long Distance LLC, a competitive telecommunications service provider authorized to provide interexchange services in Ohio (collectively, CenturyTel Ohio subsidiaries) (*Id.* at 24, 25). Joint Applicants clarify that, although they do not serve any of the same markets in Ohio, there are a limited number of business customers in United of Ohio's service area that utilize Embarq Communications' interexchange service for their business locations within CenturyTel of Ohio's service territory (*Id.* at 45; Supplemental Filing at 1, February 13, 2009). Additionally, Joint Applicants note that although CenturyTel Long Distance interexchange service is available outside of CenturyTel of Ohio's service territory, including in the Lebanon Exchange of United of Ohio, CenturyTel Long Distance does not currently provide service to any customers in that exchange (*Id.*).

As a result of the transaction, control of United of Ohio, United of Indiana, and Embarq Communications will be maintained by the post-transaction Embarq (*Id.* at 27). From an operational perspective, Joint Applicants assert that little will change as a result of the proposed transaction. Specifically, the transaction will not result in any transfer of certificates, assets, or facilities in Ohio, and the Embarq and CenturyTel Ohio subsidiaries will continue to offer the same full range of products and services that they offered immediately prior to the proposed transaction, at the same prices and under the same terms and conditions (Joint Application at 22, 47). Additionally, Joint Applicants state that customer service, network, and operations functions will continue at the levels that they are currently provisioned (*Id.* at 31). Finally, Joint Applicants note that, following the consummation of the transaction, the Commission will continue to maintain the same regulatory authority over the Embarq Ohio subsidiaries and that the companies will continue to offer service subject to the same rules, regulations, applicable tariffs, and existing interconnection agreements (*Id.* at 31).

Joint Applicants assert that the proposed transfer of control will promote the public convenience and will result in the provision of adequate service for a reasonable rate, rental, toll, or charge (*Id.* at 22). Joint Applicants also represent that the Embarq and CenturyTel Ohio subsidiaries will continue to provide high quality service to their customers and that they will continue to have the requisite managerial, technical, and financial capability to provide services to their customers (*Id.* at 22, 41, 46, 47). Benefits of the transaction, according to Joint Applicants, include the combination of two leading telecommunications companies with customer-focused, industry-leading capabilities, each with deep roots serving rural markets.

As a result of the proposed transaction, Joint Applicants submit that the combined companies will be able to better focus on delivering new products and services to their

customers in their predominantly rural service areas (*Id.* at 23, 28). Specifically, Joint Applicants represent that as combined entities they will have greater financial and operational resources to capitalize on marketplace opportunities, diversify revenues, and expand networks and expertise in order to build long-term value for customers and shareholders. According to Joint Applicants, this will be accomplished by allowing the new company to combine their resources for the single focus of delivering a full portfolio of services that meet the targeted needs of local customers in predominantly rural and smaller markets (*Id.* at 23).

Further, Joint Applicants assert that the joint application should be approved absent a hearing due to their belief that the transfer does not implicate any potential concerns that will be harmful to competition and will be transparent and seamless to customers. In support of its position, Joint Applicants note that the Commission, in prior similar cases, has determined that a hearing is not necessary under Section 4905.402, Revised Code (*Id.* at 33 citing Case No. 99-583-TP-AMT, Finding and Order at 3, 4, August 12, 1999; Case No. 05-269-TP-ACO, Entry at 6, May 4, 2005; Case No. 05-1040-TP-ACO, Opinion and Order, December 5, 2005).

#### TESTIMONY IN SUPPORT OF THE JOINT APPLICATION:

As noted above, Joint Applicants offered the sworn testimony of three witnesses in support of the joint application. That testimony will be discussed in turn below.

##### A. G. Clay Bailey

The first witness to offer testimony in support of the joint application was G. Clay Bailey. Mr. Bailey is employed as the Vice-President and Treasurer of CenturyTel Service Group, LLC, a wholly owned subsidiary of CenturyTel, Inc. Mr. Bailey submits that the post-transaction CenturyTel will have greater financial resources and access to capital to invest in networks, systems, and employees in order to be better able to respond to changes in technologies and the corresponding customer expectations (*Id.* at 39-41). Mr. Bailey opines that the public interest will be advanced as customers in Ohio benefit from the enhanced economies of scope and scale that will arise from the proposed transaction, as well as the adoption of the best practices of both companies (*Id.* at 39, 44, 45). Mr. Bailey points out that Joint Applicants are both very strong and stable financially as evidenced by the fact that they are the only mid-sized ILECs that possess investment grade ratings from the major credit rating agencies (*Id.* at 40). Additionally, Mr. Bailey represents that the post-merger CenturyTel is expected to receive an investment-grade rating from the major rating agencies and that this favorable rating is indicative of the financial strength of the post-transaction company. Additionally, Mr. Bailey focuses on the fact that the transaction will be accomplished through a stock-for-stock swap resulting in no incremental debt (*Id.* at 41, 42).

Mr. Bailey believes that CenturyTel and Embarq are similar companies with similar complementary cultures allowing for them to be effectively combined in order to generate a stronger resulting company (*Id.* at 39, 40). For example, Mr. Bailey notes that both are holding companies whose primary focus has been the ownership and operation of subsidiary ILECs on a multi-state basis. Additionally, the witness represents that both companies have strong management teams that share the common view that successfully providing high quality communication services is contingent upon the ability to respond quickly to rapid changes in market forces, technology, and customer demands (*Id.* at 40). Mr. Bailey contends that CenturyTel is financially, technically, and managerially qualified to acquire the Embarq assets (*Id.* at 41, 42). He points out that CenturyTel has a long history of successfully integrating numerous acquired properties and companies, expanding now to a company that provides service to more than 2 million access lines spread over 25 states (*Id.* at 43, 44). He highlights the fact that the integration of the two companies will be eased by the fact that CenturyTel will be acquiring Embarq in its entirety, including all of its systems and employees (*Id.* at 44).

Mr. Bailey also believes that the proposed transaction will have a positive impact on the state of competition in Ohio. In expressing this opinion, the witness notes that Embarq's and Century's Ohio affiliates do not serve any of the same markets in Ohio and, therefore, will not result in the elimination of a competitor in Ohio. Additionally, Mr. Bailey submits that the proposed transaction will help Embarq and CenturyTel to become stronger financially and operationally by adopting the best practices from both companies, thereby helping to assure the existence of a viable wireline platform, for both wholesale and retail operations, in the markets served by the combined entities (*Id.* at 46, 46; Supplemental Filing at 2).

Finally, Mr. Bailey represents that the services provided by Embarq Ohio subsidiaries and the CenturyTel subsidiaries, and the rates and terms under which they are offered, will not change as a result of the proposed transaction. Further, Mr. Bailey indicates that on a going-forward basis, all changes in regulated rates or services will continue to be subject to applicable Ohio law and the requirements of the Commission, and that all interconnection agreements previously executed by the companies will remain in effect (Joint Application at 47, 48).

#### B. Barry A. Counts

The second witness to offer testimony in support of the joint application was Barry A. Counts. Mr. Counts is employed by Embarq Management Company as a state executive for the states of Ohio, Indiana, Pennsylvania, and New Jersey. Mr. Counts offers testimony describing the nature of the proposed transaction between the Joint Applicants and the resulting change in control of the Embarq Ohio subsidiaries' parent company to

CenturyTel. Additionally, Mr. Counts testifies that there will be no immediate effect on the organization and operations of the Embarq Ohio subsidiaries (*Id.* at 55; Supplemental Filing at 1, 2). Mr. Counts also states that, after the completion of the proposed transaction, United of Ohio and United of Indiana will continue to have the technical and managerial capabilities to provide quality service and that the transaction will promote the public convenience and result in the provision of adequate service for a reasonable rate, rental, toll, or charge (Joint Application at 53). Mr. Counts also describes how, upon completion of the proposed transaction, the Embarq Ohio subsidiaries will be better positioned to serve customers in an increasingly competitive environment and will be the largest independent, non-Regional Bell Operating Company, wireline communications company in the United States (*Id.* at 56, 57; Supplemental Filing at 2).

To the extent that there is ultimately a change in names under which the companies are doing business, Mr. Counts represents that the appropriate business entity would seek approval of a name change at the appropriate time (Joint Application at 51-57). In support of the statement that there will be no negative impact of the transaction on Embarq customers, Mr. Counts states that, on the day after the separation, the Embarq Ohio subsidiaries will offer the full range of products and services that they offered the day before the separation, at the same prices and subject to the same rules, regulations, and applicable tariffs (*Id.* at 58). Additionally, Mr. Counts notes that the Embarq Ohio subsidiaries will continue to have the assets, facilities, certificates, technical capabilities, managerial expertise, employee experience, and staffing levels, and other resources needed to continue to provide quality services for customers (*Id.* at 58, 59).

### C. Mark A. Gast

The third witness offering sworn testimony in this matter was Mark A. Gast, Director-Regulatory Analysis and Reporting for Embarq. Mr. Gast testified to the "strong financial capabilities" of post-transaction CenturyTel (*Id.* at 63). He avers that the post-transaction CenturyTel will be a stronger financial entity than if each company were to continue to exist independently due to the fact that it will have greater financial resources to raise capital, invest in networks, employees and systems, and generate sufficient cash to pay all expenses, service debt, pay a dividend to shareholders, and build long-term value for customers and shareholders in the markets in which it operates, including Ohio (*Id.* at 63-67). Mr. Gast submits that a stronger financial post-transaction CenturyTel will in turn enhance the financial stability of Joint Applicants' Ohio subsidiaries and provide access to capital in order to continue to provide reliable services and compete in the telecommunications marketplace (*Id.* at 64, 66). Mr. Gast opines that the post-transaction CenturyTel will have financial metrics of those companies that have been rated "investment grade" by major ratings agencies reflecting that the post-transaction company debt will allow it to access capital at favorable interest rates, resulting in lower borrowing costs (*Id.* at 65, 66). To support his positions, Mr. Gast testified that he relied upon a

review of CenturyTel's and Embarq's external financial statements, their Securities and Exchange Commission's filings and the regulatory financial statements and statistical information included in their Federal Communications Commission's (FCC) and state Commission filings (*Id.* at 64, 65).

PENDING OCC MOTIONS AND OBJECTIONS:

In support of its motion for a hearing, OCC submits that Section 4905.49, Revised Code, as well as the magnitude of the proposed transaction requires that the Commission hold full public hearings on the joint application. OCC states that:

[I]f the merger does not promote the public convenience by providing benefits to residential customers, then residential customers will be adversely affected, compared to where they would be if the merger did provide such benefits. There are a myriad of ways that residential consumers could be adversely affected by this merger, which need to be explored through discovery and hearing.

(Reply Memorandum at 4, December 15, 2008). Notwithstanding Joint Applicants' representation that there will be no effect on the rates paid by Ohio consumers as a result of the proposed transaction, OCC avers that rate increases may be necessary if the proposed transaction results in a weaker company due to CenturyTel's assumption of Embarq's debt (*Id.* at 4, 5).

Joint Applicants aver that Section 4905.402, Revised Code, and not Section 4905.49, Revised Code, is the applicable statute relative to the proposed transaction. Pursuant to Section 4905.402, Revised Code, Joint Applicants contend that a hearing is clearly optional and at the discretion of the Commission. Finally, Joint Applicants posit that the joint application and accompanying testimony undeniably demonstrate that the proposed transaction satisfies the requirements of Section 4905.402, Revised Code.

OCC's motion for hearing in this matter is denied. The proposed transaction is subject to Rule 4901:1-6-14(B)(1)(a), Ohio Administrative Code (O.A.C.) and Section 4905.402, Revised Code, which leaves the discretion as to whether to hold a hearing to the Commission. On balance, we believe that the involved change in ownership can be adequately evaluated by reviewing the joint application and supporting testimony without scheduling this matter for public hearings.

On February 23, 2009, OCC filed a motion for the imposition of conditions on the approval of the joint application. Specifically, OCC requests that the Commission require:

- (1) A commitment that within two years of the closing of the transaction, broadband service will be available to 95 percent of residential customers in Embarq's Ohio service territory and, within four years of the closing of the transaction, to 100 percent of residential customers in Embarq's Ohio service territory.
- (2) The elimination of CenturyTel of Ohio's \$1.65 monthly touchtone charge.
- (3) The removal of Embarq Ohio's \$4.10 interstate access fee.

In support of its request, OCC argues that the companies enjoy healthy earnings and can well afford conditions on the merger which will yield benefits to Ohioans.

#### CONCLUSION:

Upon reviewing the joint application and the supporting testimony, the Commission concludes that the statutory criteria of Section 4905.402, Revised Code, have been satisfied. Further, we believe that the transaction will promote the public convenience and will result in the provision of adequate service and reasonable rates. The Commission has thoroughly considered the concerns expressed by OCC and, nevertheless, we find that this transaction should be approved at this time without further proceedings.

In reaching this determination, the Commission focuses on Joint Applicants' representation that the economies of scale and the efficiencies produced by this transaction will allow the combined parent company to better focus on delivering new products and services that more directly address the preferences of customers in its predominantly rural service areas by allowing it to combine resources for the single focus of delivering a full portfolio of services that meet the targeted needs of local customers in predominantly rural and smaller markets, including those in Ohio (Joint Application at 23, 39, 44, 45). Additionally, the Commission finds that the transaction will promote the public convenience by giving the combined parent company greater financial resources to invest in networks and to respond to changes in technologies and corresponding customer expectations. The Commission also highlights Joint Applicants' representation that they will continue to offer services subject to the same rules, regulations, applicable tariffs, and existing interconnection agreements (*Id.* at 47, 48).

Based on the record in this proceeding, the Commission concludes that CenturyTel is financially, technically, and managerially qualified to acquire the Embarq assets (*Id.* at 41, 42). In reaching this determination, the Commission recognizes that CenturyTel is

currently the parent company of CenturyTel of Ohio, Inc.; CenturyTel Solutions, LLC; CenturyTel Fiber Company II, LLC, dba LightCore; and CenturyTel Long Distance LLC, which are all public utilities currently in good standing in Ohio, and which will all continue to be subject to the Commission's jurisdiction.

The record reflects that the proposed transaction will result in customer service and service quality that meets current service standards (*Id.* at 47, 57-59). Given that the Embarq and CenturyTel regulated Ohio ILECs will retain their certificates of authority and *continue to operate as they always have, the Commission retains jurisdiction to ensure that Embarq's and CenturyTel's customers continue to receive adequate and reliable service.* Additionally, the Commission retains jurisdiction over the reasonableness of Embarq's and CenturyTel's rates, terms, and conditions of service. As alternative regulation companies, both Embarq's and CenturyTel's rates for basic local exchange service (BLES) are capped at existing rates, except for in the few exchanges in which Embarq has obtained BLES alternative regulation authority. All other rates will continue to be subject to the Commission's retail service rules in Chapter 4901:1-6, O.A.C.

Regarding the financial aspects of this transaction, the Joint Applicants have demonstrated that the regulated entities in Ohio will remain financially viable to continue to make infrastructure and employee investments in order to generate a sufficient level of cash to pay expenses and dividend payments (*Id.* at 63-67). Additionally, we note that both of Embarq's and CenturyTel's Ohio-regulated ILECs are operating under alternative regulation where prices are not directly linked to the capital structure, revenues or expenses of the regulated entity. Nevertheless, we will continue, as we do with all Ohio-regulated public utilities, to monitor the financial well-being of the Ohio-regulated entities in order to ensure that service does not decline as a result of this change in ownership.

As a result of our decision today, the Commission shall continue to monitor Joint Applicants' Ohio subsidiaries' activities and will maintain full regulatory oversight regarding the terms and conditions of this Opinion and Order. Our approval of the joint application is expressly contingent upon the representations of the Joint Applicants and the circumstances of the proposed transaction. If the circumstances of this proposed transaction change or the transaction is not closed, the Commission's approval will be deemed withdrawn. Additionally, to the extent that the FCC, in WC Docket No. 08-238 *Applications Filed for the Transfer of Control of Embarq Corporation to CenturyTel, Inc.*, adds conditions following its review of the proposed transaction, the Commission reserves the right to revisit the terms under which it is approving this transaction.

Further, we note that, to the extent there are future modifications resulting from this transaction for which the Ohio-regulated utilities need to obtain Commission approval, e.g., corporate name changes, our approval of this change in ownership is

specifically conditioned on the Joint Applicants following the appropriate Commission rules and procedures for obtaining approval of those changes.

After reviewing OCC's motion and in light of our findings, OCC's motion for the imposition of conditions on the approval of the joint application is denied. The Commission finds that OCC has failed to present any basis for determining that the proposed change in ownership will not promote the public convenience and result in the provision of adequate service for a reasonable rate, rental, toll, or charge. Additionally, the Commission notes that neither Embarq Ohio nor CenturyTel of Ohio are rate of return companies; rather, they are subject to the alternative regulatory requirements under Chapter 4927, Revised Code. Regarding broadband deployment, the Commission determines that, as alternative regulation companies, Embarq Ohio and CenturyTel of Ohio have made broadband capability available to all customers within eighteen thousand feet of a class five high density central office as required by Rule 4901:1-4-06(A), O.A.C. The Commission encourages Joint Applicants to continue their collaborative efforts with the Ohio Broadband Council and Connect Ohio for the purpose of furthering broadband deployment in their rural markets.

Finally, the Commission finds that OCC's February 23, 2009, motion for a protective order is granted consistent with Rule 4901-1-24, O.A.C. Therefore, the information identified in OCC's motion that Joint Applicants have asserted as being trade secrets shall be maintained under seal for a period of 18 months from the date of this Opinion and Order.

#### FINDINGS OF FACT AND CONCLUSIONS OF LAW:

- (1) On November 26, 2008, Joint Applicants filed an application seeking approval of a transfer of ownership whereby the ultimate ownership of United of Ohio, United of Indiana, and Embarq Communications Inc. would be transferred from Embarq to CenturyTel.
- (2) The Commission engaged in its review of the joint application pursuant to Section 4905.402, Revised Code, based on the finding that the application pertains to the change of control of a domestic telephone company or a holding company controlling a domestic telephone company.
- (3) Pursuant to Section 4905.402, Revised Code, the Commission determines that no hearing is necessary in this proceeding.
- (4) The joint application should be approved in accordance with this Opinion and Order. The joint application, as discussed in this

Opinion and Order, will promote the public convenience and result in the provision of adequate service at reasonable rates, rentals, tolls, or charges as set forth in Section 4905.402, Revised Code.

- (5) The Commission retains continued oversight authority over this transaction and the ongoing implementation in accordance with this Opinion and Order.

It is, therefore,

ORDERED, That the proposed transfer of ownership is approved as described in this Opinion and Order. It is, further,

ORDERED, That OCC's motion for a hearing and motion for imposition of merger conditions are denied as set forth in this Opinion and Order. It is, further,

ORDERED, That OCC's motion for a protective order is granted for a period of 18 months from the date of this Opinion and Order. The protected information shall remain under seal in the Commission's docketing division for the 18-month period. It is, further,

ORDERED, That, Joint Applicants comply with the terms and directives of this Opinion and Order. It is, further,

ORDERED, That, within three days of the transaction closure, Joint Applicants formally notify the Commission when the proposed transfer of ownership has occurred. It is, further,

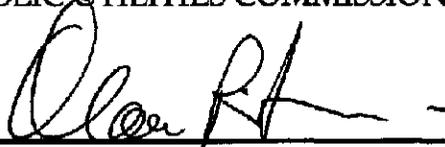
ORDERED, That any asset transfer, name change of an Ohio public utility, or the cancellation/reissuance of certificates resulting from this transaction must be formally approved by the Commission prior to its implementation. It is, further,

ORDERED, That our approval of the joint application, to the extent set forth in this Opinion and Order, does not constitute state action for the purposes of antitrust laws. It is not our intent to insulate the companies from the provisions of any state or federal laws that prohibit the restraint of trade. It is, further,

ORDERED, That, except as specifically provided for or clarified in this Opinion and Order, nothing shall be binding upon the Commission in any subsequent investigation or proceeding involving the justness or reasonableness of any rate, charge, rule, or regulation. It is, further,

ORDERED, That a copy of this Opinion and Order be served upon all parties and interested persons of record.

THE PUBLIC UTILITIES COMMISSION OF OHIO



Alan R. Schriber, Chairman



Paul A. Centolella



Ronda Hartman Fergus



Valerie A. Lemmie

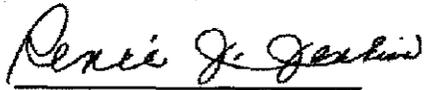


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Renee J. Jenkins

Secretary