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June 25, 1997

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Ms. Blanca S. Bayo, Director Division of Records and Reporting Florida Public Service Commission 2540 Shumard Oak Boulevard Tallahassee, FL 32399-0850

Notice of Merger of Peoples Gas System, Inc. with and into Tampa Electric Company; RE: Adoption and Ratification of Tariff

Dear Ms. Bayo:

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On June 16, 1997, Peoples Gas System, Inc. was merged with and into Tampa Electric Company ("the Company"). Fla. Admin. Code Rule 25-9.044 requires the filing of a notice and the adoption and ratification of the tariff of an acquired company within ten days of a change in ownership or control of a utility, which places the operation under a different or new utility. This will serve as the Company's Notice, Adoption and Ratification under the above-referenced rule.

-As the surviving corporation of the merger, the Company will continue to provide the goods and ACK services heretofore provided by Peoples Gas System, Inc. and will do so under the registered AFA name "Peoples Gas System". The Company's gas operations will be through a division separate APP from the Company's electric division. CAF

The Company hereby adopts, ratifies and makes its own all rates, rules, classification and regulations of the former Peoples Gas System, Inc. on file with the Commission and effective at the time of merger.

Within thirty days of the filing of this Notice, Adoption and Ratification, the Company, doing business as "Peoples Gas System", will issue and file in its own name the tariff of the predecessor utility, Peoples Gas System, Inc., then in effect and adopted by the Company.

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In filing this Notice, Adoption and Ratification, the Company does not request that a formal docket be opened or that any action be taken by the Commission.

Please acknowledge receipt and filing of the above by stamping the duplicate copy of this letter and returning the same to this writer.

Thank you for your assistance in connection with this matter.

Sincerely Roger HV. Kessel

General Counsel and Secretary