

**TUS A-14 ATTACHMENT**

**PENNSYLVANIA-AMERICAN WATER COMPANY  
COPC REGARDING SUPPLYING WATER IN FAIRVIEW  
TOWNSHIP, YORK COUNTY**

*To the Governor of the Commonwealth of Pennsylvania:*

SIR:—In compliance with the requirements of an act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An act to provide for the incorporation and regulation of certain corporations," approved the 29th day of April, A. D. 1874, and the several supplements thereto, the undersigned ALL of whom are citizens of Pennsylvania, having associated themselves together for the purpose hereinafter specified, and desiring that they may be incorporated, and that letters patent may issue to them and their successors according to law, do hereby certify:

1st. The name of the proposed corporation is  
FAIRVIEW TOWNSHIP WATER COMPANY

2d. Said corporation is formed for the purpose of  
 Supplying and furnishing water to the public and such individuals partnerships or corporations residing or being in the Township of Fairview, York County, and State of Pennsylvania, as may desire the same.

3d. The business of said corporation is to be transacted in Fairview Twp. York Co., Penna.

4th. Said corporation is to exist for the term of 999 years.

5th. The names and residences of the subscribers and the number of shares subscribed by each, are as follows:

NAME.	RESIDENCE.	No. OF SHARES.
Patricio Russ,	Harrisburg, Pa.	96
J. H. Reiff,	New Cumberland, Pa.	2
G. H. Reiff,	New Cumberland, Pa.	2

6th. The number of directors of said corporation is fixed at THREE and the names and residences of the directors who are chosen directors for the first year are as follows:

NAME.	RESIDENCE.
J. H. Reiff,	New Cumberland, Pa.
G. H. Reiff,	" " "
Patricio Russ,	Harrisburg, Pa.

7th. The amount of the capital stock of said corporation is \$5,000,00/100.- divided into  
100 shares of the par value of \$50,00/100.-, and \$500,00/100.-  
being ten per centum of the capital stock, has been paid in cash to the Treasurer of said corporation, whose name and residence are:

Patricio Russ, Harrisburg, Pa.

Patricio Russ, (SEAL) J. H. Reiff, (SEAL)  
G. H. Reiff, (SEAL)

State of Pennsylvania, }  
County of Dauphin } ss:

Before me a Notary Public in and for the county aforesaid, personally came the above named  
Patricio Russ, J. H. Reiff, and G. H. Reiff,  
who in due form of law acknowledge the foregoing instrument to be their act and deed for the purposes therein specified.

Witness my hand and Seal of office, the Twenty Ninth day of December A.D. 1903.

[SEAL.]

Wm. C. Armor, Notary Public.

State of Pennsylvania, }  
County of Dauphin } ss:

My Commission expires April 19, 1907.

Personally appeared before me this 29th day of December A.D. 1903, Patricio Russ, J. H. Reiff,  
and Geo. H. Reiff,

who being duly sworn, according to law, depose and say that the statements contained in the foregoing instrument are true.

Sworn and subscribed before me, the day and year aforesaid, }

Patricio Russ,

Wm. C. Armor, Notary Public. }

J. H. Reiff,

[SEAL.]

My Commission expires April 19, 1907. }

G. H. Reiff,

#### EXECUTIVE CHAMBER.

Harrisburg, Dec. 31, 1903.

To the Secretary of the Commonwealth:

Having examined the within application and found it to be in proper form, and within the purposes of the class of corporations specified in section two, of the act, entitled "An act to provide for the incorporation and regulation of certain corporations," approved April 29th, A. D. 1874, and the several supplements thereto, I hereby approve the same, and direct that letters patent issue according to law.

Saml W. Pennypacker,

Governor.

#### SECRETARY'S OFFICE.

PENNSYLVANIA, SS:

Enrolled in Charter Book No. 79, page 267.

Witness my hand and Seal of office, at Harrisburg, this 31st day of December A.D. 1903.

[SECRETARY'S SEAL.]

Lewis E. Beitler,

Secretary of the Commonwealth.

Certified to Auditor General, Dec. 31st 1903.

Depy.

IN THE NAME AND BY AUTHORITY OF THE  
Commonwealth of Pennsylvania,  
EXECUTIVE DEPARTMENT.

To all to whom these Presents shall come, Greeting:

Whereas, In and by an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act to provide for the incorporation and regulation of certain corporations," approved the twenty-ninth day of April, Anno Domini one thousand eight hundred and seventy-four, and the supplements thereto, the Governor of this Commonwealth is authorized and required to issue Letters Patent to all corporations formed under the provisions of said acts, embraced within the second class named therein.

And Whereas, The stipulations and conditions in said Act of the General Assembly and the supplements thereto have been fully complied with by

*Fairview Township Water Company.*

Therefore, Know Ye, That under authority of the Constitution and laws of said Commonwealth in such case made and provided, I Do by these Presents, which I have caused to be made Patent and sealed with the Great Seal of the State, create, erect and incorporate the subscribers to the stock of said corporation, their associates and successors, and also those who may thereafter become subscribers or holders of the stock of the said corporation, into a body politic and corporate in deed and in law, by the name chosen and hereinbefore specified who shall have succession *for the term of nine hundred and ninety nine years* and shall be invested with and have and enjoy all the powers, privileges and franchises incident to a corporation and be subject to all the duties, requirements and restrictions specified and enjoined in and by the said Acts of the General Assembly and all other laws of this Commonwealth.

Given under my hand and the Great Seal of the State, at the City of Harrisburg, this *thirty first* day of *December* in the year of our Lord one thousand nine hundred and *three* and of the Commonwealth the one hundred and twenty *eight*



BY THE GOVERNOR:

*Saml W. Pennypacker*  
*Frank M. Falter*  
Secretary of the Commonwealth

OFFICE OF THE  
SECRETARY OF THE COMMONWEALTH OF PENNSYLVANIA

*Harrisburg,* December 2, 1931.

Pennsylvania, ss:

I DO HEREBY CERTIFY, That the foregoing and annexed is a full, true and correct copy of Certificate of Incorporation of "FAIRVIEW TOWNSHIP WATER COMPANY", together with full, true and correct copy of Letters Patent issued thereon, as the same appear of record in this Office.



IN TESTIMONY WHEREOF, I have here-  
unto set my hand and caused the seal of  
the Secretary's Office to be affixed, the day  
and year above written.

*Geo. D. Thorne*  
Deputy Secretary of the Commonwealth

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AGREEMENT OF MERGER AND CONSOLIDATION

By and between the  
RIVERTON WATER COMPANY, SUSQUEHANNA WATER SUPPLY  
COMPANY, ALLEN SPRING WATER COMPANY, EAST  
PENNSBORO WATER COMPANY, FAIRVIEW  
TOWNSHIP WATER COMPANY and the  
MOUNTAIN WATER COMPANY OF  
NEW CUMBERLAND.

Forming the  
RIVERTON CONSOLIDATED WATER COMPANY

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AGREEMENT OF CONSOLIDATION AND MERGER made the 10th day of February, 1904, by and between the Riverton Water Company, by its directors, namely; B. F. Meyers, Patricio Russ, James H. Warden, Charles D. Stucker, Peter F. Pendergast, J. C. Hutton, J. H. Reiff; the Susquehanna Water Supply Company, by its directors, namely; Patricio Russ, B. F. Meyers, J. C. Hutton, W. K. Meyers, Charles D. Stucker; the Allen Spring Water Company, by its directors, namely; B. F. Meyers, J. C. Hutton, James H. Warden, Patricio Russ, Charles D. Stucker; the East Pennsboro Water Company, by its directors, namely; B. F. Meyers, J. C. Hutton, James H. Warden, Patricio Russ, Charles D. Stucker; the Fairview

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George H. Reiff

Township Water Company, by its directors, namely; Patricio Russ, J. H. Reiff, and the Mountain Water Company of New Cumberland, by its directors, namely; Patricio Russ, Charles D. Stucker, J. C. Hutton, the said companies being corporations duly created and existing under the laws of the Commonwealth of Pennsylvania.

WHEREAS the said Riverton Water Company was organized under the Act of April 29th 1874, and the several supplements thereto, as will appear by letters patent, dated the 2nd day of June, A. D. 1892, enrolled in Charter Book No. 38, page 18, and entered in the Recorder's Office in and for Cumberland County, in Miscellaneous Record Book No. 14 page 146, for the purpose of supplying water to the village of Riverton, Cumberland County, Pa. and to such persons, partnerships, corporations and associations residing therein and adjacent thereto as may desire the same,

AND WHEREAS by virtue of authority granted to them in a mortgage record in Cumberland County in Mortgage Book No. 37, page 108, the Commonwealth Trust Company, by deed dated November 19, 1903, conveyed to Patricio Russ all the right, title and interest of the said Riverton Water Company.

AND WHEREAS on December 16, 1903, the persons for and on <sup>was</sup> whose account the said The Riverton Water Company purchased met and formed the present Riverton Water Company and filed a certificate <sup>of</sup> reorganization in accordance with the law, said Riverton Water Company having a capital stock of \$50,000 divided into 1000 shares of \$50.00 each, and an indebtedness to Patricio Russ in addition to the same in the sum of \$50,000.

AND WHEREAS the said The Susquehanna Water Supply Company was organized under the Act of April 29, 1874, and the several supplements thereto as will appear by reference to letters patent dated the 6th day of December A. D. 1897, enrolled in Charter Book No. 51, page 292, and entered in the Recorder's Office in and for Cumberland County in Miscellaneous Record Book No. 22, page 285, for the purpose of supplying water to the Borough of Camp Hill, Cumberland County, Pa., and to such persons, partnerships, corporations and associations residing therein and adjacent thereto as may desire the same having a capital stock of \$5,000, divided into 100 shares of the par value of \$50.00 each, and no bonded indebtedness,

AND WHEREAS the Allen Spring Water Company was organized under the Act of April 29th, 1874, as will appear by letters patent dated the 9th day of December, 1901, enrolled in Charter Book No. 65, page 275, and entered in the Recorder's Office in and for Cumberland County in Miscellaneous Record Book No. 20, page 243, for the purpose of supplying water to the public in the Township of Allen, County of Cumberland and State of Pennsylvania, except all such portions of said Township as may be covered by the Riverton Water Company to such persons, partnerships, corporations residing therein or adjacent thereto, having a capital stock of \$500, divided into 10 shares, par value \$50. each, no bonded indebtedness.

AND WHEREAS the said The East Pennsboro Water Company was organized under the Act

of April 29, 1874, and the several supplements thereto as will appear by letters patent dated the 11th day of December, 1901, enrolled in Charter Book No 65, page 269, and entered in the Recorder's office in and for Cumberland County in Miscellaneous Record Book No 20, page 246, for the purpose of supplying water to the public in the Township of East, Pennsboro, County of Cumberland and State of Pennsylvania, except all such portions of said Township as may be covered by the Riverton Water Company, to such persons, partnerships, corporations residing therein or adjacent thereto, having a capital stock of \$500, divided into 10 shares of the par value of \$50.00 each, and no bonded indebtedness.

AND WHEREAS the Fairview Township Water Company was organized under the Act of April 29th, 1874, and the several supplements thereto as will appear by reference to letters patent, dated the 31st day of Dec. A. D. 1903, and enrolled in Charter Book No. 79, page 267, and entered in the Recorder's Office in and for York County in Record Book No. 13 Y, page 266, for the purpose of supplying and furnishing water to the public and such individuals, partnerships, corporation residing in the Township of Fairview, York County and State of Pennsylvania as may desire the same, having a capital stock of \$5000, divided into 100 shares of the par value of \$50.00 each, and no bonded indebtedness.

AND WHEREAS the said The Mountain Water Company of New Cumberland was organized under the Act of April 29th, 1874, and the several supplements thereto, as will appear by letters patent, dated the 20th day of February, 1896, enrolled in Charter Book No. 49, page 63, and entered in the Recorder's Office in and for Cumberland County in Miscellaneous Record Book No. 15, page 526, for the purpose of supplying water to the public at the Borough of New Cumberland, Cumberland County, Pennsylvania and to such persons, partnerships and associations residing therein and adjacent thereto as may desire the same, having a capital stock of \$10,000 divided into 200 shares of the par value of \$50 each and a bonded indebtedness of \$20,000.

AND WHEREAS it is the desire of the said corporations, parties hereto, as expressed by the action of the board of directors of each corporation to merge and consolidate the franchises as they are by law authorized in that behalf to do.

NOW THIS AGREEMENT WITNESSETH the said companies hereto in consideration of the premises do hereby agree that upon due approval of this agreement by the stockholders of the said corporations, parties hereto, and the filing of this agreement or a copy thereof and the certificates of the secretaries of the said corporations of the approval of the stockholders of this agreement as required by law with the Secretary of the Commonwealth of Pennsylvania, the said corporations shall be deemed and taken to be one corporation by the name provided in this agreement and act of consolidation, possessing all the rights, privileges and franchises heretofore vested in each of them and subject to all the restrictions, disabilities and duties of each of the said corporations, the terms and conditions of such merger and consolidation shall, be and are as follows:

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FIRST,- The name, style and title of said consolidated corporation shall be Riverton Consolidated Water Company.

SECOND,- The number of directors shall be fixed at five and the names and residences of those who shall be directors are as follows:

NAME	RESIDENCE
Patricio Russ	Harrisburg, Penna.
Peter F. Pendergast	Harrisburg, Penna.
J. C. Hutton	Harrisburg, Penna.
Charles D. Stucker	Harrisburg, Penna.
J. H. Reiff	New Cumberland, Penna.

The other officers of said corporation shall be a President, Secretary and Treasurer as follows:

NAME	RESIDENCE
Patricio Russ	Harrisburg, Penna., President.
J. H. Reiff	New Cumberland, Penna., Secretary.
J. H. Reiff	New Cumberland, Penna., Treasurer.

The said directors and officers to serve until others are chosen in their places.

THIRD,- The capital stock of said consolidated corporation shall be \$100,000 divided into 2000, shares of the par value of \$50.00 each all of which shall be fully paid up stock.

FOURTH,- The capital stock of each of said corporations, parties hereto, shall be converted into that of the new or consolidated corporation in the manner following,- the holder of each share of the Riverton Water Company shall be entitled to one share in the consolidated company, the holder of each share of the Susquehanna Water Supply Company shall be entitled to one share in the consolidated company, the holder of each share of the Allen Spring Water Company shall be entitled to one share in the consolidated company, the holder of each share of the East Pennsboro Water Company shall be entitled to one share in the consolidated company, the holder of each share of the Fairview Township Water Company shall be entitled to four-fifths of a share in the consolidated company, the holder of each share of the Mountain Water Company of New Cumberland shall be entitled to four shares of the consolidated company.

FIFTH,- The Mountain Water Company of New Cumberland has a bounded indebtedness of \$20,000, the Riverton Water Company an indebtedness of \$50,000.

SIXTH,- The said consolidated corporation shall be subject to and regulated by the corporate rights, privileges, franchises, duties and obligations existing under or by force of each and all of the several certificates of incorporation and letters patent thereunder as aforesaid and the several acts of assembly, principal or supplementary relating to any or all of said corporations, parties hereto,- all of said corporations having been organized under the provisions of the Constitution of the State of Pennsylvania adopted December 16th, 1873, and under the act of April 29th, 1874,

and the supplements thereto.

SEVENTH,- Upon the consummation of this act of consolidation all and singular the rights, privileges and franchises of each of said corporations, parties hereto, and all the property, real, personal and mixed and all the debts due on whatever account as well as stock subscriptions and other things in action belonging to each of such corporations parties hereto, shall be taken and deemed to be transferred to and vested in the said consolidated or new corporation without further act or deed and all property and all and every other interest shall be as effectually the property of the said consolidated or new corporation as they were of the said corporations, parties hereto, and the title to real estate either by deed or otherwise vested in any of said corporations, parties hereto, shall not be deemed to revert or be in any way impaired by reason of this act and agreement or consolidation, provided however, that all the rights of creditors and all liens upon the property of each of said corporations, parties hereto, shall continue unimpaired and the respective constituent corporations, parties hereto, may be deemed to be in existence to preserve the same and all debts, duties and liabilities of each of said constituent corporations shall thenceforth attach to the said new corporation and may be enforced against it to the same extent and by the same process as if said debts, duties and liabilities had been contracted by it.

IN WITNESS WHEREOF the directors of the said Riverton Water Company, the directors of the said The Susquehanna Water Supply Company, the directors of the Allen Spring Water Company, the directors of the East Pennsboro Water Company, the directors of the said Fairview Township Water Company and the directors of the Mountain Water Company of New Cumberland have hereunto set their hands and seals and caused the common or corporate seal of the respective corporations to be hereto affixed, duly attested, dated the day and year first above written.

RIVERTON WATER COMPANY

By

- B. F. Meyers, President.(Seal)
- B. F. Meyers, (Seal)
- James H. Warden, (Seal)
- Chas. D. Stucker, (Seal) Directors.
- Peter F. Pendergast, (Seal)
- Patricio Russ, (Seal)
- J. H. Reiff, (Seal)
- J. C. Hutton, (Seal)

ATTEST:

J. C. Hutton,  
(Seal) Secretary.

THE SUSQUEHANNA WATER SUPPLY COMPANY

By

- Chas. D. Stucker, President(Seal)
- Chas. D. Stucker, (Seal)
- B. F. Meyers, (Seal)

ATTEST: Patricio Russ, (Seal)  
 J. C. Hutton, J. C. Hutton, (Seal) Directors.  
 (Seal) Secretary. W. K. Meyers (Seal)

ALLEN SPRING WATER COMPANY

By  
 B. F. Meyers, President. (Seal)  
 B. F. Meyers, (Seal)

ATTEST: James H. Worden, (Seal) Directors.  
 J. C. Hutton, Patricio Russ, (Seal)  
 (Seal) Secretary. J. C. Hutton, (Seal)  
 Chas. D. Stucker, (Seal)

EAST PENNSBORO WATER COMPANY,

By  
 B. F. Meyers, President. (Seal)  
 B. F. Meyers, (Seal)

ATTEST: James H. Worden, (Seal)  
 J. C. Hutton, Patricio Russ, (Seal) Directors.  
 (Seal) Secretary. J. C. Hutton, (Seal)  
 Chas. D. Stucker, (Seal)

FAIRVIEW TOWNSHIP WATER COMPANY

By  
 J. H. Reiff (Seal)  
 J. H. Reiff (Seal) Directors.  
 Patricio Russ (Seal)  
 Geo. H. Reiff (Seal)

ATTEST:  
 Patricio Russ,  
 (Seal) Secretary.

MOUNTAIN WATER COMPANY OF NEW CUMBERLAND

By  
 J. C. Hutton, (Seal)  
 J. C. Hutton, (Seal) Directors.  
 Chas. D. Stucker, (Seal)  
 Patricio Russ, (Seal)

ATTEST:  
 Patricio Russ,  
 (Seal) Secretary.

State of Pennsylvania )  
 : SS:  
 County of Dauphin )

Be it remembered, that on this 10 day of Feb., 1904, before me,  
 the subscriber, a Notary Public, in and for said county and state, personally appeared  
 J. C. Hutton, who being by me duly sworn according to law, deposes and says, that he is

the Secretary of the Riverton Water Company, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the Board of Directors thereof, and that the signature of B. F. Meyers, as President, and this deponent as Secretary to said agreement, are their own and proper respective handwritings.

Witness my hand and seal of office the day and year aforesaid.

Wm. C. Armor,

(Seal)

Notary Public.

My commission expires April 19, 1907.

OFFICE OF THE RIVERTON WATER COMPANY

Harrisburg, Pa. February 10th, 1904.

I hereby certify that the foregoing agreement entered into by and between the Boards of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and Mountain Water Company of New Cumberland was submitted to the stockholders of the Riverton Water Company, at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval, adoption, ratification and conformation of the same, which meeting was this day held at the principal office of the company at Harrisburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of said waiver being as follows:

"To the Board of Directors of the Riverton Water Company.

We the undersigned stockholders of the Riverton Water Company do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of Feb 1904, at 7 P. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property real, personal and mixed of the Riverton Water, Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland, and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company, we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request

you to call required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Riverton Water Company and do hereby signify our assent to the holding of said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES.
Patricio Russ	973
B. F. Meyers	10
James H. Worden	5
Charles D. Stucker	5
J. C. Hutton	5
J. H. Reiff	1
Peter F. Pendergast	1

I further certify that the persons who signed the said waiver constituted all the stockholders of said company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the time of such submission the capital stock consisted of 1000 shares of the par value of \$50.00 each and that the holders of 995 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no votes were cast in opposition thereto.

I do further certify that the agreement hereto attached is the original agreement entered into by the said corporations, sealed with their respective seals, signed by their respective Presidents, Directors and Secretaries.

J. C. Hutton,

(Seal)

Secretary.

State of Pennsylvania )  
                                  : SS:  
County of Dauphin )

Be it remembered, that on this 10 day of Feb. 1904, before me the subscriber, a Notary Public, in and for said county and state, personally appeared J. C. Hutton, who being by me duly sworn, according to law, deposes and says, that he is the secretary of The Susquehanna Water Supply Company, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the Board of Directors thereof, and that the signature of Charles D. Stucker as President and this deponent as Secretary to said agreement, are their own and proper respective handwriting.

Witness my hand and seal of office the day and year aforesaid.

(Seal)

Wm. C. Armor, Notary Public.

My commission expires April 19, 1907.

## OFFICE OF THE SUSQUEHANNA WATER SUPPLY COMPANY

Harrisburg, Penna., February 10th, 1904

I hereby certify that the foregoing agreement entered into by and between the Board of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and Mountain Water Company of New Cumberland was submitted to the stockholders of the Susquehanna Water Supply Company at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval adoption, ratification and confirmation of the same, which meeting was this day held at the principal office of the company at Harrisburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of said waiver being as follows:

"To the Board of Directors of the Susquehanna Water Supply Company.

We, the undersigned stockholders of the Susquehanna Water Supply Company do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of Feb. 1904 at 7.40 P. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property, real, personal and mixed, of the Riverton Water Company, Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland, and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of new Cumberland and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request you to call, required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Susquehanna Water Supply Company and do hereby signify our assent to the holding of the said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES
Patricio Russ,	60
B. F. Meyers,	25
J. C. Hutton,	5
W. K. Meyers,	5
Charles D. Stucker,	5

I further certify that the persons who signed the said waiver constituted all the stockholders of said company and were the owners of all the capital stock of the said

company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the date of such submission the capital stock consisted of 100 shares of the par value of \$50.00 each, and that the holders of 95 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no votes were cast in opposition thereto.

I do further certify that the agreement hereto attached is the original agreement entered into by the said corporations, sealed with their respective seals, signed by their respective Presidents, Directors and Secretaries.

J. C. Hutton,  
Secretary.

(Seal)

State of Pennsylvania )  
: SS:  
County of Dauphin )

Be it remembered, that on this 10 day of Feb. 1904, before me, the subscriber, a Notary Public, in and for said county and state, personally appeared J. C. Hutton, who being by me duly sworn according to law, deposes and says, that he is the secretary of the Allen Spring Water Company, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the board of directors thereof, and that the signature of B. F. meyers, as president, and this deponent as secretary to said agreement, are their own and proper respective handwritings.

Witness my hand and seal of office the day and year aforesaid.

Wm. C. Armor,  
Notary Public.

(Seal)

My commission expires April 19, 1907.

OFFICE OF THE ALLEN SPRING WATER COMPANY

Harrisburg, Pa. February 10th, 1904.

I hereby certify that the foregoing agreement entered into by and between the Board of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and Mountain Water Company of New Cumberland was submitted to the stockholders of the Allen Spring Water Company, at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval, adoption, ratification and conformation of the same, which meeting was this day held at the principal office of the company at Harrisburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of

said waiver being as follows;

"To the Board of Directors of the Allen Spring Water Company.

We the undersigned stockholders of the Allen Spring Water Company do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of Feb. 1904, at 7.20 P. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property real, personal and mixed of the Riverton Water, Susquehanna Water Supply Company, Allen Spring Water Company, East pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company Allen Spring Water Company, Mountain Water Company of New Cumberland, and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company, we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request you to call required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Allen Spring Water Company and do hereby signify our assent to the holding of said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES
B. F. Meyers,	2
Patricio Russ,	2
J. C. Hutton,	2
James H. Worden,	2
Charles D. Stucker,	2

I further certify that the persons who signed the said waiver constituted all the stockholders of said company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the time of such submission the capital stock consisted of 10 shares of the par value of \$50.00 each and that the holders of 10 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no votes were cast in opposition thereto.

I do further certify that the agreement hereto attached is the original agreement entered into by the said corporations, sealed with their respective seals, signed by their respective Presidents, Directors and Secretaries.

(Seal)

J. C. Hutton,

Secretary.

State of Pennsylvania )  
: SS:  
County of Dauphin )

Be it remembered, that on this 10 day of Feb. 1904, before me, the subscriber, a Notary Public, in and for said county and state, personally appeared J. C. Hutton, who being by me duly sworn according to law, deposes and says, that he is the Secretary of the East Pennsboro Water Company, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the Board of Directors thereof, and that the signature of B. F. Meyers, as president, and this deponent as secretary to said agreement, are their own and proper respective handwriting. Witness my hand and seal of office the day and year aforesaid.

(Seal) Wm. C. Armor,  
Notary Public.

My commission expires April 19, 1907.

OFFICE OF THE EAST PENNSBORO WATER COMPANY

Harrisburg, Pa. February 10, 1904.

I hereby certify that the foregoing agreement entered into by and between the Board of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and Mountain Water Company of New Cumberland was submitted to the stockholders of the East Pennsboro Water Company, at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval, adoption, ratification and confirmation of the same, which meeting was this day held at the principal office of the company at Harrisburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of said waiver being as follows:

"To the Board of Directors of East Pennsboro Water Company.

We the undersigned stockholders of the East Pennsboro Water Company we do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of Feb. 1904, at 7.10 A. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property real, personal and mixed of the Riverton Water ----- Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New

Cumberland, and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsburo Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company, we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request you to call required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Esst Pennsboro Water Company and do hereby signify our assent to the holding of said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES
B. F. Meyers	2
Patricio Russ	2
J. C. Hutton	2
James H. Worden	2
Charles D. Stucker	2

I further certify that the persons who signed the said waiver constituted all the stockholders of said company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the time of such submission the capital stock consisted of 10 shares of the par value of \$50.00 each and that the holders of 8 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no votes were cast in opposition thereto.

I do further certify that the agreement hereto attached is the original agreement entered into by the said corporations, sealed with their respective seals, signed by their respective Presidents, Directors and Secretaries.

J. C. Hutton,  
Secretary.

(Seal)

State of Pennsylvania     )  
                                  : SS:  
County of Dauphin        )

Be it remembered, that on this 10 day of Feb. 1904, before me the subscriber, a Notary Public, in and for said county and state, personally appeared Patricio Russ, who being by me duly sworn, according to law, ~~according to law~~, deposes and says, that he is the secretary of the Fairview Township Water Company, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the Board of Directors thereof, and that the signature of J. H. Reiff, as

President, and this deponent as secretary to said agreement, are their own and proper respective handwriting.

Witness my hand and seal of office the day and year aforesaid.

Wm. C. Armor,

(Seal)

Notary Public.

My commission expires April 19, 1907.

OFFICE OF THE FAIRVIEW TOWNSHIP WATER COMPANY

Harrisburg, Penna., February 10th, 1904.

I hereby certify that the foregoing agreement entered into by and between the Boards of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and Mountain Water Company of New Cumberland was submitted to the stockholders of the Fairview Township Water Company at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval, adoption, ratification and confirmation of the same, which meeting was this day held at the principal office of the company at Harriburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of said waiver being as follows;

\*To the Board of Directors of the Fairview Township Water Company.

We, the undersigned stockholders of the Fairview Township Water Company, do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of February, 1904, at 7.50 P. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property, real, personal and mixed, of the Riverton Water Company, Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland, and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company, we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request you to call, required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Fairview Township Water Company and do hereby signify our assent to the holding of the said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES
Patricio Russ	96
J. H. Reiff	2
G. H. Reiff	2

I further certify that the persons who signed the said waiver constituted all the stockholderd of said company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the date of such submission the capital stock consisted of 100 shares of the par value of \$50.00 each, and that the holders of 100 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no votes were cast in opposition thereto.

I do further certify that the agreement hereto attached is the original agreement entered into by the said corporations, sealed with their respective seals, signed by their respective Presidents, Directors and Secretaries.

Patricio Russ,  
Secretary.

(Seal)

State of Pennsylvania     )  
                                  : SS:  
County of Dauphin         )

Be it remembered, that on this 10 day of Feb. 1904, before me, the subscriber, a Notary Public, in and for said county and state,, personally appeared Patricio Russ, who being by me duly sworn, according to law, deposes and says, that he is the secretary of the Mountain Water Company of New Cumberland, that he was personally present at the execution of the foregoing agreement, and caused the corporate seal of the said company to be affixed thereto; that the seal so affixed is the common or corporate seal of said company; that the said agreement was duly executed by and as the act and deed of the said company for the uses and purposes therein mentioned, by authority of the Board of Directors thereof, and that the signature of J. C. Hutton as President, and this deponent as Secretary to said agreement, are their own and proper respective hand-writing.

Witness my hand and seal of office the day and year aforesaid.

Wm. C. Armor,  
Notary Public.

(Seal)

My commission expires April 19, 1907.

OFFICE OF THE MOUNTAIN WATER COMPANY OF NEW CUMBERLAND

Harrisburg, Penna. February 10th, 1904.

I hereby certify that the foregoing agreement entered into by and between the Board of Directors of the Riverton Water Company, The Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company and

Mountain Water Company of New Cumberland was submitted to the stockholders of the Mountain Water Company of New Cumberland at a meeting thereof called separately for the purpose of taking the same into consideration and voting for or against the approval, adoption, ratification and confirmation of the same, which meeting was this day held at the principal office of the company at Harrisburg, County of Dauphin, State of Pennsylvania, of which meeting notice was waived by each and every stockholder of said company, the form of said waiver being as follows:

"To the Board of Directors of the Mountain Water Company of New Cumberland.

We, the undersigned stockholders of the Mountain Water Company of New Cumberland do hereby request that you call a meeting of the stockholders of the company to be held on the 10 day of Feb. 1904, at 7.30 P. M. for the purpose of voting upon the adoption or rejection of an agreement for the purchase by the Riverton Consolidated Water Company of the franchises and all the property, real, personal and mixed, of the Riverton Water Company, Susquehanna Water Supply Company, Allen Spring Water Company, East Pennsboro Water Company, Fairview Township Water Company, Mountain Water Company of New Cumberland, and the sale thereof by the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company and for the merger and consolidation of the Riverton Water Company, Susquehanna Water Supply Company, East Pennsboro Water Company, Allen Spring Water Company, Mountain Water Company of New Cumberland and Fairview Township Water Company into and with the Riverton Consolidated Water Company, we are the holders of the number of shares of the stock of the company set opposite our names respectively, and we do hereby waive the notice of the meeting of the stockholders which we do hereby request you to call, required to be given by the laws of the Commonwealth of Pennsylvania or by any by laws of the Mountain Water Company of New Cumberland and do hereby signify our assent to the holding of the said election upon said date with like effect as if the notice required by law had been duly given.

NAME	NUMBER OF SHARES
Patricio Russ	197
J. C. Hutton	1
Charles D. Stucker	1
W. K. Meyers	1

I further certify that the persons who signed the said waiver constituted all the stockholders of said company and were the owners of all the capital stock of the said company at the date thereof.

I further certify that at the date of such submission the capital stock consisted of 200 shares of the par value of \$50.00 each, and that the holders of 199 shares voted in favor of the consummation, ratification and adoption of said agreement, said vote being more than a majority in amount of the entire capital stock of said company and that no



IN THE NAME AND BY AUTHORITY OF THE  
COMMONWEALTH OF PENNSYLVANIA,



Executive Department.

To all to whom these Presents shall come, Greeting:

Whereas, In and by an Act of the General Assembly of the Commonwealth of Pennsylvania, entitled "An Act supplementary to an act, entitled 'An Act to provide for the incorporation and regulation of certain corporations,' approved the twenty-ninth day of April, Anno Domini one thousand eight hundred and seventy-four, providing for the merger and consolidation of certain corporations," approved the twenty-ninth day of May, Anno Domini one thousand nine hundred and one, the Governor of this Commonwealth is authorized and required to issue **LETTERS PATENT** to all corporations organized in accordance with the above recited act.

And Whereas, The directors of the Riverton Water Company, the directors of the Susquehanna Water Supply Company, the directors of the Allen Spring Water Company, the directors of the East Pennsboro Water Company, the directors of the Fairview Township Water Company and the directors of the Mountain Water Company of New Cumberland corporations heretofore organized under the act entitled "An Act to provide for the incorporation and regulation of certain corporations," Approved April twenty-ninth, one thousand eight hundred and seventy-four, and the supplements thereto, have this day filed in the office of the Secretary of the Commonwealth a joint agreement, under the corporate seal of each corporation, for the merger and consolidation of said corporations, duly approved by the stockholders of each of said companies;

Therefore, Know Ye, That under authority of the Constitution and laws of said Commonwealth in such case made and provided, I DO BY THESE PRESENTS, which I have caused to be made **PATENT** and sealed with the Great Seal of the State, declare the said consolidated corporation to be and erect it into a body corporate and politic in deed and in law, by the name, style and title of RIVERTON CONSOLIDATED WATER COMPANY

and entitled to all of the privileges, immunities, franchises and powers conferred by the act entitled "An Act supplementary to an act, entitled 'An Act to provide for the incorporation and regulation of certain corporations' approved the twenty-ninth day of April, one thousand eight hundred and seventy-four, providing for the merger and consolidation of certain corporations," approved the twenty-ninth day of May, Anno Domini one thousand nine hundred and one.

Given under my hand and the Great Seal of the State, at the City of Harrisburg, this seventeenth day of February in the year of our Lord one thousand nine hundred and four and of the Commonwealth the one hundred and twenty-eighth

By the Governor:

Saml. W. Pennypacker

Frank M. Fuller

*Secretary of the Commonwealth.*

SEAL.  
Form A. No. 88.

AGREEMENT AND PLAN OF MERGER

THIS IS AN AGREEMENT AND PLAN OF MERGER dated as of February 28, 1986, between KEYSTONE WATER COMPANY, a Pennsylvania corporation ("Keystone") and RIVERTON CONSOLIDATED WATER COMPANY, a Pennsylvania corporation ("Riverton").

The Boards of Directors of Keystone and Riverton deeming it to be advantageous to their respective corporations and their stockholders, have duly approved this Agreement and its execution. Accordingly, the parties hereto agree as follows:

1. Merger. Riverton shall merge into Keystone (the "Merger") pursuant to provisions of the Pennsylvania Business Corporation Law (Act of May 5, 1933, P.L. 364, as amended) (the "BCL") on the terms and subject to the conditions and requirements hereinafter stated. The separate existence of Riverton shall cease and Keystone shall be the surviving corporation and shall continue its existence under Pennsylvania law. Without limitation upon the effect of the Merger as provided by law, all the rights, powers, privileges, franchises and property, real, personal and mixed, of Riverton shall be transferred to and vested in Keystone without any further act or deed or any order or decree of any court or other tribunal.

2. Name. Upon the Merger becoming effective, the name of the surviving corporation shall be changed to "Pennsylvania American Water Company."

3. Directors and Officers. Upon the Merger becoming effective, the Board of Directors of the surviving corporation shall consist of seven persons who shall be the persons who were members of the Board of Directors of Keystone and Riverton immediately prior to the Merger. The respective terms of office of such persons shall expire on the dates that their terms of office as directors of Keystone and Riverton were to expire. The officers of Keystone and Riverton at the time the Merger becomes effective shall hold the same offices in the surviving corporation. The names of the directors and officers of the surviving corporation are as follows. Their address is 800 West Hersheypark Drive, Hershey, Pennsylvania 17033.

<u>Name</u>	<u>Office(s)</u>
J. James Barr	Director
W. K. Gemmill	Director
G. W. Johnstone	Director
J. V. LaFrankie	Director
Marilyn W. Lewis	Director
L. D. Mellendorf	Director
G. C. Smith	Director and President

Richard D. Hugus	Vice President and Treasurer
J. C. Downs	Vice President
M. D. Klein	Secretary
E. J. Patterson, Jr.	Assistant Secretary
E. A. Owens	Assistant Treasurer
R. W. Freeston	Comptroller
P. A. Mecca	Assistant Comptroller

4. Conversion of Stock. Upon the merger becoming effective:

(a) The total number of shares of the Common Stock of Riverton, par value \$50.00 per share ("Riverton Common Stock"), issued and outstanding immediately prior to the Merger, shall, without any action on the part of the holder thereof, become and be converted into 95,001 shares of Keystone Common Stock, no par value, and outstanding certificates representing shares of Riverton Common Stock shall be exchanged by the holder thereof, after the Merger becomes effective, for a new certificate for the appropriate number of shares bearing the name of the surviving corporation;

(b) Each share of Preferred Stock, par value \$100.00 per share, of Keystone ("Preferred Stock"), and each share of Preference Stock, par value \$100.00 per share, of Keystone ("Preference Stock"), issued and outstanding immediately prior to the Merger shall be and shall continue to be one share of Preferred Stock or Preference Stock, as the case may be, of the surviving corporation;

(c) Each share of Preferred Stock, par value \$100.00 per share, of Riverton issued and outstanding immediately prior to the merger shall, without any action on the part of the holder thereof, become and be converted into preferred shares of Keystone Preferred Stock, \$100 par value per share, and shall continue to be one share of Preferred Stock of the surviving corporation.

(d) All authorized shares of Keystone Preferred Stock and Preference Stock shall continue to be authorized after the Merger; and

(e) After the Merger the surviving corporation will not have any authorized class of shares ranking prior to or on a parity with the Preferred Stock or the Preference Stock, except such as were authorized immediately preceding the Merger.

5. Dissenters' Rights. The rights and remedies of a dissenting stockholder under Sections 1515 and 1908 of the BCL shall be afforded to any holder of Keystone Common Stock, Preferred Stock or Preference Stock and Riverton Common Stock or Preferred Stock who objects to this Agreement and who takes the steps necessary to perfect his rights. Keystone and Riverton will make whatever payments are to be made to such dissenting stockholders in the exercise of such rights.

6. Conditions Precedent. The Merger shall take place only if:

(a) The Pennsylvania Public Utility Commission issues a certificate of public convenience approving the transactions contemplated by this Agreement and all other requirements prescribed by law are satisfied; and

(b) This Agreement is approved by (i) the holders of a majority of the outstanding Keystone Preferred Stock, Preference Stock and Keystone Common Stock entitled to vote on the Merger, taken together, and (ii) the holders of a majority of the outstanding Riverton Preferred and Common Stock entitled to vote on the merger, taken together.

7. Modification and Termination. Notwithstanding the fact that the conditions set forth in paragraph 6 hereof may have been satisfied, at any time before the Merger becomes effective, (a) this Agreement may be modified in any manner not inconsistent with its general purpose by the Boards of Directors of Keystone and Riverton; (b) this Agreement may be terminated by the Board of Directors of Keystone if because of the number of shares of Keystone Common Stock, Preferred Stock and Preference Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect; and (c) this Agreement may be terminated by the Board of Directors of Riverton if because of the number of shares of Riverton Common Stock or Preferred Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect.

8. Effective Date. The Merger shall take effect upon the approval of this Agreement by the Pennsylvania Department of State evidenced by the issuance of a certificate of merger.

Executed as of the day and year first above written.

ATTEST:

KEYSTONE WATER COMPANY

M. Klein  
Secretary

By:

[Signature]  
(Vice) President

[Corporate Seal]

ATTEST:

RIVERTON CONSOLIDATED WATER COMPANY

M. Klein  
Secretary

By:

[Signature]  
(Vice) President

[Corporate Seal]

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION

IN THE MATTER OF THE APPLICATION OF

Keystone Water Company and the Riverton Consolidated Water Company for approval of (1) the transfer by merger of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company, (2) the right of Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County and (3) the abandonment of Riverton Consolidated Water Company of all water service to the public.

CERTIFICATE  
OF  
PUBLIC CONVENIENCE

A-211450  
Folder 2

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing had on the above entitled application, it has, by its report and order made and entered, a copy of which is attached hereto and made a part hereof, found and determined that the granting of said application is necessary or proper for the service, accommodation, convenience and safety of the public, and this certificate is issued evidencing its approval of the said application as set forth in said report and order.

In Testimony Whereof, The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 25th day of September, 19 86.

Attest:

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION



Secretary



252

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
Harrisburg, PA 17120

Public Meeting held September 25, 1986

Commissioners Present:

Linda C. Taliaferro, Chairman  
Frank Fischl  
Bill Shane

Application of Keystone Water Company and the Riverton Consolidated Water Company for approval of (1) the transfer by merger of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company, (2) the right of Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County and (3) the abandonment by Riverton Consolidated Water Company of all water service to the public. A-211450F002

O R D E R

BY THE COMMISSION:

On July 24, 1986, Riverton Consolidated Water Company and Keystone Water Company filed this Application seeking Commission approval for a Certificate of Public Convenience authorizing the transfer, by merger, of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company; for Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County, the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County; and for the abandonment by Riverton Consolidated Water Company of all water service to the public.

Notice of the proposed transfer was published as required, and as of August 22, 1986, the last day of the protest period, no protests were filed.

Keystone Water Company and Riverton Consolidated Water Company are affiliated with each other in that American Water Works Company, Inc., a Delaware Corporation, owns all of the

outstanding voting capital stock of both companies.

The proposed merger is authorized by the Business Corporation Law, Act of May 5, 1933, P.L. 364, as amended, 15 P.S. 1901.

Keystone Water Company proposes to acquire the property of Riverton Consolidated Water Company by converting 36,392 shares of common stock of Riverton, par value \$50 per share, issued and outstanding immediately prior to the merger, into 95,330 shares of Keystone common stock, no par value.

Keystone Water Company anticipates filing a Securities Certificate for the common stock of Keystone Water Company which is proposed to be issued in exchange for the common stock of Riverton Consolidated Water Company. Also, the annual sinking fund requirements applicable to the Keystone preferred stock 5.8% and 9.75% series and the Riverton Consolidated Water's preferred stock 4.90% and 9.35% series will be increased.

No investment securities are to be transferred in connection with the merger.

After the merger, the name of the surviving corporation shall be changed to Pennsylvania American Water Company. No foreseeable negative effects are anticipated and the proposed transfer will probably result in improved operating efficiencies.

Section 1102(a)(2), (3), and (a)(4) of Pennsylvania Public Utility Code requires that the Keystone Water Company and The Riverton Consolidated Water Company obtain a Certificate of Public Convenience from the Commission to permit the merger and transfer of property.

The Commission has examined this application and determines it is necessary or proper for the service, accommodation, convenience or safety of the public and that a Certificate of Public Convenience be issue evidencing approval; THEREFORE,

IT IS ORDERED:

1. That the Application of Keystone Water Company and the Riverton Consolidated Water Company for approval of (1) the transfer by merger of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company, (2) the right of Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County and (3) the abandonment by Riverton Consolidated Water Company of all water service to the public is hereby approved.

2. That a Certificate of Public Convenience be issued to Keystone Water Company and Riverton Consolidated Water Company evidencing our approval of the merger and transfer of property, and abandonment of service by Riverton.

3. That Keystone Water Company file with this Commission, within 30 days thereafter (1) the actual effective date of the transfer and (2) a detailed list of all expenses incurred to accomplish the transaction.

BY THE COMMISSION



Jerry Rich,  
Secretary

(SEAL)

ORDER ADOPTED: September 25, 1986

ORDER ENTERED: September 25, 1986

DSCB: BCL-806 (Rev. 8-72)

Filing Fee: \$40  
AB-2

Articles of  
Amendment—  
Domestic Business Corporation

**COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU**

(Line for numbering)

Filed this _____ day of _____ _____, 19____ Commonwealth of Pennsylvania Department of State  Secretary of the Commonwealth
--

(Box for Certification)

In compliance with the requirements of section 806 of the Business Corporation Law, act of May 5, 1933 (P.L. 364. S. §1806), the undersigned corporation, desiring to amend its Articles, does hereby certify that:

1. The name of the corporation is:

Riverton Consolidated Water Company

2. The location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

800 West Hersheypark Drive

(NUMBER)

(STREET)

Hershey

(CITY)

Pennsylvania

17033

(ZIP CODE)

3. The statute by or under which it was incorporated is: Act of Assembly of 4/29/1874, P.L. 73, as amended by an Act providing for the merger and consolidation of corporations approved 5/29/01, P.L. 349. On 6/8/84 the company accepted the provisions of the Pa. Business Corporation Law approved 5/5/33, P.L. 364.

4. The date of its incorporation is: February 17, 1904

5. (Check, and if appropriate, complete one of the following):

The meeting of the shareholders of the corporation at which the amendment was adopted was held at the time and place and pursuant to the kind and period of notice herein stated.

Time: The \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Place: \_\_\_\_\_

Kind and period of notice \_\_\_\_\_

The amendment was adopted by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and filed with the Secretary of the corporation.

6. At the time of the action of shareholders:

(a) The total number of shares outstanding was:

42,007

(b) The number of shares entitled to vote was: 5,615

255

7. In the action taken by the shareholders:

(a) The number of shares voted in favor of the amendment was:

5,615

(b) The number of shares voted against the amendment was:

0

amendments

8. The ~~amendment~~ adopted by the shareholders, set forth in full, is as follows:

See attachment.

The amendment shall be effective on January 1, 1987.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 15th day of December, 1986

Attest:

MO Keri  
(SIGNATURE)

SECRETARY

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

RIVERTON CONSOLIDATED WATER COMPANY  
(NAME OF CORPORATION)

By: [Signature]  
(SIGNATURE)

PRESIDENT

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

INSTRUCTIONS FOR COMPLETION OF FORM

- A. Any necessary copies of Form DSCB: 17.2 (Consent to Appropriation of Name) or Form DSCB: 17.3 (Consent to Use of Similar Name) shall accompany Articles of Amendment effecting a change of name.
- B. Any necessary governmental approvals shall accompany this form.
- C. Where action is taken by partial written consent pursuant to the Articles, the second alternate of Paragraph 5 should be modified accordingly.
- D. If the shares of any class were entitled to vote as a class, the number of shares of each class so entitled and the number of shares of all other classes entitled to vote should be set forth in Paragraph 6(b).
- E. If the shares of any class were entitled to vote as a class, the number of shares of such class and the number of shares of all other classes voted for and against such amendment respectively should be set forth in Paragraphs 7(a) and 7(b).
- F. BCL §807 (15 P. S. §1807) requires that the corporation shall advertise its intention to file or the filing of Articles of Amendment. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

RECEIVED  
DEC 22 1986

8. As to the 4.90% Cumulative Preferred Stock:

RESOLVED, that, subject to the approval of the holders of the Company's Cumulative Preferred Stock, the terms of the 4.90% Cumulative Preferred Stock of the Company established by resolutions adopted by the Board of Directors of the Company pursuant to Paragraph 7th of the Articles of Incorporation of the Company, as amended, and filed with the Department of State of the Commonwealth of Pennsylvania in a Statement of Shares Issued in Series, be, and they hereby are, amended by substituting for the first clause of paragraph (d)(i) thereof the following: "The Company shall, except as otherwise hereinafter provided, set aside on its books on or before October 1 in each year, commencing with the year 1969 and ending with the year 1986, the sum of \$8,000, and commencing with the year 1987, the sum of \$20,000, provided, that...."

As to the 9.35% Cumulative Preferred Stock:

RESOLVED, that, subject to the approval of the holders of the Company's Cumulative Preferred Stock, the terms of the 9.35% Cumulative Preferred Stock of the Company established by resolutions adopted by the Board of Directors of the Company pursuant to Paragraph 7th of the Articles of Incorporation of the Company, as amended, and filed with the Department of State of the Commonwealth of Pennsylvania in a Statement of Shares Issued in Series, be, and they hereby are, amended by substituting for the first clause of paragraph (d)(1) thereof the following: "The Company shall, except as otherwise hereinafter provided, set aside on its books on or before February 28 in each year, commencing with the year 1972 and ending with the year 1986, the sum of \$8,500, and commencing with the year 1987, the sum of \$12,000, provided, that...."

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
Harrisburg, PA 17120

Public Meeting held October 23, 1986

Commissioners Present:

Linda C. Taliaferro, Chairman  
Frank Fischl  
Bill Shane

Securities Certificate of Riverton Consolidated Water Company in the matter of a change in the terms of its outstanding 4.90% Cumulative Preferred Stock. S-860181

O R D E R

BY THE COMMISSION:

On September 19, 1986, Riverton Consolidated Water Company filed this Securities Certificate seeking approval in the matter of a change in the terms of its outstanding 4.90% Cumulative Preferred Stock. The statutory consideration period was voluntarily extended to October 23, 1986.

Riverton Consolidated Water Company has made Application (A-211450F002) to the Commission, filed on July 24, 1986, for its acquisition, by merger, by Keystone Water Company. As part of the merger transaction, Riverton Consolidated Water Company is filing this Securities Certificate to increase its sinking fund requirements applicable to its 4.90% series of Cumulative Preferred Stock.

Riverton Consolidated Water Company proposes to change the series sinking fund terms by increasing from \$8,000 to \$20,000, effective the date of the merger, the required amount to be set aside annually to satisfy the sinking fund applicable to the 4.90% Cumulative Preferred Stock. The 2,640 outstanding shares of 4.90% Cumulative Preferred Stock will continue to be held by the present holders.

American Water Works Company, Inc., a Delaware Corporation, owns all of the outstanding voting stock of both Riverton Consolidated Water Company and Keystone Water Company.

The Commission has examined this Securities Certificate and determines that a change in the terms of its outstanding 4.90% Cumulative Preferred Stock appears to be necessary or proper for the present and probable future capital needs of Riverton Consolidated Water Company and that the Securities Certificate should be registered; THEREFORE,

IT IS ORDERED:

1. That Securities Certificate of Riverton Consolidated Water Company in the matter of a change in the terms of its outstanding 4.90% Cumulative Preferred Stock, is hereby registered.

2. That Securities Certificate of Riverton Consolidated Water Company file with this Commission, within 60 days thereafter, a statement setting forth (a) the effective date of the merger and (b) a detailed list of the total expenses incurred with the change in the series terms of the 4.90% Cumulative Preferred Stock.

BY THE COMMISSION,



Jerry Rich  
Secretary

(SEAL)

ORDER ADOPTED: October 23, 1986

ORDER ENTERED: October 23, 1986

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
Harrisburg, PA 17120

Public Meeting held October 23, 1986

Commissioners Present:

Linda C. Taliaferro, Chairman  
Frank Fischl  
Bill Shane

Securities Certificate of Riverton Consolidated Water Company in the matter of a change in the terms of its outstanding 9.35% Cumulative Preferred Stock. S-860182

O R D E R

BY THE COMMISSION:

On September 19, 1986, Riverton Consolidated Water Company filed this Securities Certificate seeking approval in the matter of a change in the terms of its outstanding 9.35% Cumulative Preferred Stock. The statutory consideration period was voluntarily extended to October 23, 1986.

Riverton Consolidated Water Company has made Application (A-211450F002) to the Commission, filed on July 24, 1986, for its acquisition, by merger, by Keystone Water Company. As part of the merger transaction, Riverton Consolidated Water Company is filing this Securities Certificate to increase its sinking fund requirement applicable to its 9.35% series of Cumulative Preferred Stock.

Riverton Consolidated Water Company proposes to change the series terms by increasing from \$8,500 to \$12,000, effective the date of the merger, the required amount to be set aside annually to satisfy the sinking fund applicable to the 9.35% Cumulative Preferred Stock. The 2,975 outstanding shares of 9.35% Cumulative Preferred Stock will continue to be held by the present holders.

American Water Works Company, Inc., a Delaware Corporation, owns all of the outstanding voting stock of both Riverton Consolidated Water Company and Keystone Water Company.


The Commission has examined this Securities Certificate and determines that a change in the terms of its outstanding 9.35% Cumulative Preferred Stock appears to be necessary or proper for the present and probable future capital needs of Riverton Consolidated Water Company and that the Securities Certificate should be registered; THEREFORE,

IT IS ORDERED:

1. That Securities Certificate of Riverton Consolidated Water Company in the matter of a change in the terms of its outstanding 9.35% Cumulative Preferred Stock, is hereby registered.

2. That Securities Certificate of Riverton Consolidated Water Company file with this Commission, within 60 days thereafter, a statement setting forth (a) the effective date of the merger and (b) a detailed list of the total expenses incurred with the change in the series terms of the 9.35% Cumulative Preferred Stock.

BY THE COMMISSION,

  
Jerry Rich  
Secretary

(SEAL)

ORDER ADOPTED: October 23, 1986

ORDER ENTERED: October 23, 1986

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# Commonwealth of Pennsylvania



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, In and by Article VIII of the Business Corporation Law, approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, P. L. 364, as amended, the Department of State is authorized and required to issue a

## CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that Law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

RIVERTON CONSOLIDATED WATER COMPANY

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I do by these presents, which I have caused to be sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given Effective: January 1, 1987  
under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 22nd day of December in the year of our Lord one thousand nine hundred and eighty-six and of the Commonwealth the two hundred eleventh.

Secretary of the Commonwealth

258 A

APPLICANT'S ACCT NO.

OSCB:BCL—903 (Rev. 8-72)

Filing Fee: \$80 plus \$20  
for each party corporation  
in excess of two  
AMB-0

Articles of Merger—  
Business Corporation

8708 985

(Line for numbering)

388624

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE  
CORPORATION BUREAU

Filed this \_\_\_\_\_ day of \_\_\_\_\_  
DEC 22 1986, 19\_\_\_\_  
Commonwealth of Pennsylvania  
Department of State  
*Effective 1/1/87.*  
*Robert W. Gleason Jr.*  
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1 The name of the corporation surviving the merger is:

Keystone Water Company

2. (Check and complete one of the following):

The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

800 West Hersheypark Drive

(NUMBER)

(STREET)

Hershey

(CITY)

Pennsylvania

17033

(ZIP CODE)

The surviving corporation is a foreign corporation incorporated under the laws of \_\_\_\_\_

(NAME OF JURISDICTION)

and the location of its office registered with such domiciliary jurisdiction is:

(NUMBER)

(STREET)

(CITY)

(STATE)

(ZIP CODE)

3. The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Riverton Consolidated Water Company  
800 West Hersheypark Drive  
Hershey, PA, 17033

4. (Check, and if appropriate, complete one of the following):

- The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.
- The plan of merger shall be effective on January 1, 1987 at 12:01 am  
(DATE) (HOUR)

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

NAME OF CORPORATION	MANNER OF ADOPTION
Keystone Water Company	Approved by a consent or consents in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon, and filed with the secretary of the corporation.
Riverton Consolidated Water Company	Approved by a consent or consents in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon, and filed with the secretary of the corporation.

6. ~~(Strike out this paragraph if no foreign corporation is party to the merger.) The plan was authorized, adopted or approved, as the case may be, by the foreign corporation (or each of the foreign corporations) in accordance with the laws of the jurisdiction in which it was formed.~~

7. The plan of merger is set forth in Exhibit A, attached hereto and made a part hereof.

8. ~~(Strike out this paragraph if the surviving corporation is a domestic corporation.) The Secretary of the Commonwealth and his successor in office is hereby designated as the true and lawful attorney of the surviving corporation upon whom may be served all lawful process in any action or proceeding against it for enforcement against it of any obligation of any constituent domestic corporation or any obligation arising from the merger proceedings or any action or proceeding to determine and enforce the rights of any shareholder under the provisions of section 908 of the Business Corporation Law. The surviving corporation hereby agrees that the service of process upon the Secretary of the Commonwealth shall be of the same legal force and validity as if served on the corporation and that the authority for such service of process shall continue in force as long as any of the aforesaid obligations and rights remain outstanding in this Commonwealth.~~

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DSCB:BCL-003 (Rev. 8-72)-3

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 15th day of December, 1986.

KEYSTONE WATER COMPANY

(NAME OF CORPORATION)

By:

*[Handwritten Signature]*

(SIGNATURE)

PRESIDENT

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

*[Handwritten Signature: MD Kleni]*

(SIGNATURE)

SECRETARY

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

RIVERTON CONSOLIDATED WATER COMPANY

(NAME OF CORPORATION)

By:

*[Handwritten Signature]*

(SIGNATURE)

PRESIDENT

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

*[Handwritten Signature: MD Kleni]*

(SIGNATURE)

SECRETARY

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)

**INSTRUCTIONS FOR COMPLETION OF FORM:**

- A. If a new corporation results from the transaction the form should be rewritten as Articles of Consolidation and modified accordingly.
- B. A foreign business corporation may be a party to a merger notwithstanding the fact that it has not received a certificate of authority to do business in Pennsylvania. However, if the surviving corporation is a foreign corporation which is not the holder of a Certificate of Authority under the Business Corporation Law on the effective date of the merger, there must be submitted with this form tax clearance certificates from the Department of Revenue and the Bureau of Employment Security of the Department of Labor and Industry with respect to each domestic corporation and qualified foreign corporation evidencing payment of all taxes and charges payable to the Commonwealth.
- C. Any necessary copies of Form DSCB: 17.2 (Consent to Appropriation of Name) or Form DSCB: 17.3 (Consent to Use of Similar Name) shall accompany Articles of Merger effecting a change of name.
- D. Any necessary governmental approvals shall accompany this form.
- E. One of the following statements or the equivalent should be used in the second column of Paragraph 5 to set forth the manner of adoption:
  - “Adopted by action of the board of directors pursuant to section 902.1 of the Business Corporation Law.”
  - “Approved by the affirmative vote of the shareholders entitled to vote thereon at a meeting called after at least ten days written notice to all shareholders of record, whether or not entitled to vote thereon, setting forth such purpose.”
  - “Approved by a consent or consents in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon, and filed with the secretary of the corporation” (where action is taken by partial written consent pursuant to the Articles, this paragraph should be modified accordingly).
- F. Where more than two corporations are parties to the merger appropriate additional corporate signatures should be added. All parties to the merger shall execute the Articles of Merger, including a nonqualified corporation which is not a surviving corporation and which is not otherwise mentioned in the body of the Articles of Merger.

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DEPT. OF STATE

AGREEMENT AND PLAN OF MERGER

THIS IS AN AGREEMENT AND PLAN OF MERGER dated as of February 28, 1986, between KEYSTONE WATER COMPANY, a Pennsylvania corporation ("Keystone") and RIVERTON CONSOLIDATED WATER COMPANY, a Pennsylvania corporation ("Riverton").

The Boards of Directors of Keystone and Riverton deeming it to be advantageous to their respective corporations and their stockholders, have duly approved this Agreement and its execution. Accordingly, the parties hereto agree as follows:

1. Merger. Riverton shall merge into Keystone (the "Merger") pursuant to provisions of the Pennsylvania Business Corporation Law (Act of May 5, 1933, P.L. 364, as amended) (the "BCL") on the terms and subject to the conditions and requirements hereinafter stated. The separate existence of Riverton shall cease and Keystone shall be the surviving corporation and shall continue its existence under Pennsylvania law. Without limitation upon the effect of the Merger as provided by law, all the rights, powers, privileges, franchises and property, real, personal and mixed, of Riverton shall be transferred to and vested in Keystone without any further act or deed or any order or decree of any court or other tribunal.

2. Name. Upon the Merger becoming effective, the name of the surviving corporation shall be changed to "Pennsylvania-American Water Company."

3. Directors and Officers. Upon the Merger becoming effective, the Board of Directors of the surviving corporation shall consist of seven persons who shall be the persons who were members of the Board of Directors of Keystone and Riverton immediately prior to the Merger. The respective terms of office of such persons shall expire on the dates that their terms of office as directors of Keystone and Riverton were to expire. The officers of Keystone and Riverton at the time the Merger becomes effective shall hold the same offices in the surviving corporation. The names of the directors and officers of the surviving corporation are as follows. Their address is 800 West Hersheypark Drive, Hershey, Pennsylvania 17033.

<u>Name</u>	<u>Office(s)</u>
J. James Barr	Director
W. K. Gemmill	Director
G. W. Johnstone	Director
J. V. LaFrankie	Director
Marilyn W. Lewis	Director
L. D. Mellendorf	Director
G. C. Smith	Director and President

Richard D. Hugus	Vice President and Treasurer
J. C. Downs	Vice President
M. D. Klein	Secretary
E. J. Patterson, Jr.	Assistant Secretary
E. A. Owens	Assistant Treasurer
R. W. Freeston	Comptroller
P. A. Mecca	Assistant Comptroller

4. Conversion of Stock. Upon the merger becoming effective:

(a) The total number of shares of the Common Stock of Riverton, par value \$50.00 per share ("Riverton Common Stock"), issued and outstanding immediately prior to the Merger, shall, without any action on the part of the holder thereof, become and be converted into 95,001 shares of Keystone Common Stock, no par value, and outstanding certificates representing shares of Riverton Common Stock shall be exchanged by the holder thereof, after the Merger becomes effective, for a new certificate for the appropriate number of shares bearing the name of the surviving corporation;

(b) Each share of Preferred Stock, par value \$100.00 per share, of Keystone ("Preferred Stock"), and each share of Preference Stock, par value \$100.00 per share, of Keystone ("Preference Stock"), issued and outstanding immediately prior to the Merger shall be and shall continue to be one share of Preferred Stock or Preference Stock, as the case may be, of the surviving corporation;

(c) Each share of Preferred Stock, par value \$100.00 per share, of Riverton issued and outstanding immediately prior to the merger shall, without any action on the part of the holder thereof, become and be converted into preferred shares of Keystone Preferred Stock, \$100 par value per share, and shall continue to be one share of Preferred Stock of the surviving corporation.

(d) All authorized shares of Keystone Preferred Stock and Preference Stock shall continue to be authorized after the Merger; and

(e) After the Merger the surviving corporation will not have any authorized class of shares ranking prior to or on a parity with the Preferred Stock or the Preference Stock, except such as were authorized immediately preceding the Merger.

5. Dissenters' Rights. The rights and remedies of a dissenting stockholder under Sections 1515 and 1908 of the BCL shall be afforded to any holder of Keystone Common Stock, Preferred Stock or Preference Stock and Riverton Common Stock or Preferred Stock who objects to this Agreement and who takes the steps necessary to perfect his rights. Keystone and Riverton will make whatever payments are to be made to such dissenting stockholders in the exercise of such rights.

6. Conditions Precedent. The Merger shall take place only if:

(a) The Pennsylvania Public Utility Commission issues a certificate of public convenience approving the transactions contemplated by this Agreement and all other requirements prescribed by law are satisfied; and

(b) This Agreement is approved by (i) the holders of a majority of the outstanding Keystone Preferred Stock, Preference Stock and Keystone Common Stock entitled to vote on the Merger, taken together, and (ii) the holders of a majority of the outstanding Riverton Preferred and Common Stock entitled to vote on the merger, taken together.

7. Modification and Termination. Notwithstanding the fact that the conditions set forth in paragraph 6 hereof may have been satisfied, at any time before the Merger becomes effective, (a) this Agreement may be modified in any manner not inconsistent with its general purpose by the Boards of Directors of Keystone and Riverton; (b) this Agreement may be terminated by the Board of Directors of Keystone if because of the number of shares of Keystone Common Stock, Preferred Stock and Preference Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect; and (c) this Agreement may be terminated by the Board of Directors of Riverton if because of the number of shares of Riverton Common Stock or Preferred Stock exercising dissenters' rights or for any other reason it shall appear that the consummation of the Agreement would be inadvisable, in which event this Agreement shall be void and of no further effect.

8. Effective Date. The Merger shall take effect upon the approval of this Agreement by the Pennsylvania Department of State evidenced by the issuance of a certificate of merger.

Executed as of the day and year first above written.

ATTEST:

KEYSTONE WATER COMPANY

MOKlein  
Secretary

By: [Signature]  
President

[Corporate Seal]

ATTEST:

RIVERTON CONSOLIDATED WATER COMPANY

MOKlein  
Secretary

By: [Signature]  
President

[Corporate Seal]

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION

**IN THE MATTER OF THE APPLICATION OF**

Keystone Water Company and the Riverton Consolidated Water Company for approval of (1) the transfer by merger of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company, (2) the right of Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County and (3) the abandonment of Riverton Consolidated Water Company of all water service to the public.

**CERTIFICATE  
OF  
PUBLIC CONVENIENCE**

A-211450  
Folder 2

The Pennsylvania Public Utility Commission hereby certifies that after an investigation and/or hearing had on the above entitled application, it has, by its report and order made and entered, a copy of which is attached hereto and made a part hereof, found and determined that the granting of said application is necessary or proper for the service, accommodation, convenience and safety of the public, and this certificate is issued evidencing its approval of the said application as set forth in said report and order.

**In Testimony Whereof,** The PENNSYLVANIA PUBLIC UTILITY COMMISSION has caused these presents to be signed and sealed, and duly attested by its Secretary at its office in the city of Harrisburg this 25th day of September, 19 86.

Attest:

PENNSYLVANIA  
PUBLIC UTILITY COMMISSION



Secretary



PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
Harrisburg, PA 17120

Public Meeting held September 25, 1986

Commissioners Present:

Linda C. Taliaferro, Chairman  
Frank Fischl  
Bill Shane

Application of Keystone Water Company and the Riverton Consolidated Water Company for approval of (1) the transfer by merger of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company, (2) the right of Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County and (3) the abandonment by Riverton Consolidated Water Company of all water service to the public. A-211450F002

O R D E R

BY THE COMMISSION:

On July 24, 1986, Riverton Consolidated Water Company and Keystone Water Company filed this Application seeking Commission approval for a Certificate of Public Convenience authorizing the transfer, by merger, of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company; for Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County, the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County; and for the abandonment by Riverton Consolidated Water Company of all water service to the public.

Notice of the proposed transfer was published as required, and as of August 22, 1986, the last day of the protest period, no protests were filed.

Keystone Water Company and Riverton Consolidated Water Company are affiliated with each other in that American Water Works Company, Inc., a Delaware Corporation, owns all of the

outstanding voting capital stock of both companies.

The proposed merger is authorized by the Business Corporation Law, Act of May 5, 1933, P.L. 364, as amended, 15 P.S. 1901.

Keystone Water Company proposes to acquire the property of Riverton Consolidated Water Company by converting 36,392 shares of common stock of Riverton, par value \$50 per share, issued and outstanding immediately prior to the merger, into 95,330 shares of Keystone common stock, no par value.

Keystone Water Company anticipates filing a Securities Certificate for the common stock of Keystone Water Company which is proposed to be issued in exchange for the common stock of Riverton Consolidated Water Company. Also, the annual sinking fund requirements applicable to the Keystone preferred stock 5.8% and 9.75% series and the Riverton Consolidated Water's preferred stock 4.90% and 9.35% series will be increased.

No investment securities are to be transferred in connection with the merger.

After the merger, the name of the surviving corporation shall be changed to Pennsylvania American Water Company. No foreseeable negative effects are anticipated and the proposed transfer will probably result in improved operating efficiencies.

Section 1102(a)(2), (3), and (a)(4) of Pennsylvania Public Utility Code requires that the Keystone Water Company and The Riverton Consolidated Water Company obtain a Certificate of Public Convenience from the Commission to permit the merger and transfer of property.

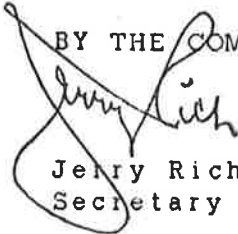
The Commission has examined this application and determines it is necessary or proper for the service, accommodation, convenience or safety of the public and that a Certificate of Public Convenience be issue evidencing approval; THEREFORE,

IT IS ORDERED:

1. That the Application of Keystone Water Company and the Riverton Consolidated Water Company for approval of (1) the transfer by merger of all the waterworks and rights of Riverton Consolidated Water Company to Keystone Water Company, (2) the right of Keystone Water Company to begin to offer, render, furnish or supply water service to the public in Fairview Township, York County; the Boroughs of Camp Hill, Lemoyne, New Cumberland, Shiremanstown, West Fairview and Wormleysburg, the Townships of East Pennsboro, Lower Allen, Silver Spring and portions of the Townships of Upper Allen and Hampden, Cumberland County and (3) the abandonment by Riverton Consolidated Water Company of all water service to the public is hereby approved.

2. That a Certificate of Public Convenience be issued to Keystone Water Company and Riverton Consolidated Water Company evidencing our approval of the merger and transfer of property, and abandonment of service by Riverton.

3. That Keystone Water Company file with this Commission, within 30 days thereafter (1) the actual effective date of the transfer and (2) a detailed list of all expenses incurred to accomplish the transaction.

BY THE COMMISSION  
  
Jerry Rich,  
Secretary

(SEAL)

ORDER ADOPTED: September 25, 1986

ORDER ENTERED: September 25, 1986



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the terms of the Business Corporation Law, approved May 5, 1933, P. L. 364, as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of one or more corporations into one of such corporations under the provisions of that law; and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by RIVERTON CONSOLIDATED WATER COMPANY and KEYSTONE WATER COMPANY

Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, approved May 5, 1933, P. L. 364, as amended, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, merge the above named RIVERTON CONSOLIDATED WATER COMPANY with and into KEYSTONE WATER COMPANY, the surviving corporation, whose name is changed to PENNSYLVANIA-AMERICAN WATER COMPANY

which shall continue to be invested with and have and enjoy all the powers, privileges and franchises incident to a domestic business corporation, and be subject to all the duties, requirements and restrictions specified and enjoined in and by the Business Corporation Law and all other applicable laws of this Commonwealth.

Given Effective: January 1, 1987 under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 22nd day of December in the year of our Lord one thousand nine hundred and eighty-six and of the Commonwealth the two hundred eleventh.