

Decision No. 21716.

BEFORE THE RAILROAD COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application of )  
TAYLOR MILLING COMPANY, )  
a California corporation, to sell )  
certain properties to Taylor Milling )  
Corporation, a Delaware corporation. )

ORIGINAL

Application No. 15874

Gibson, Dunn and Crutcher, by J. C. McFarland,  
for Taylor Milling Company.

BY THE COMMISSION:

FIRST SUPPLEMENTAL OPINION

By Decision No. 21627, dated September 28, 1929, the Commission denied without prejudice the above entitled application. On October 7th, Taylor Milling Company filed an amended application and an application for a rehearing in the matter. The rehearing was granted by the Commission by its order of October 7, 1929 and such rehearing was had before Examiner Fankhauser on October 22nd.

From the amended application, it appears that the proposal set forth in the original petition of applicant herein whereby it proposed that all of its assets be transferred to Taylor Milling Corporation, a Delaware corporation, and that said Delaware corporation lease sufficient of said properties to applicant, in order to enable applicant to carry on its public utility business, was misconceived and was not in accordance with the intention of the Board of Directors, as evidenced by the resolution of said Board of Directors.

In its amended application, applicant asks permission to convey and assign to Taylor Milling Corporation, as its sole stockholder, all of its assets of every kind and nature, except those assets described in paragraph IV of the amended application.

It appears that less than one percent (1%) of applicant's business, as measured by the total revenue of applicant, consists of public utility business. It is of record that applicant can carry on efficiently and well all of its public utility business in the two warehouses operated by it in Colton, in the one story, frame building having a gross area of 3500 square feet located in the rear of 1440-1/2 San Fernando Road and in its two warehouses at Stockton. These properties are more particularly described in paragraph IV of the amended application. J. Hartley Taylor, president of Taylor Milling Company, testified that the properties which the Taylor Milling Company proposes to retain will be sufficient to enable the company to conduct its public utility business.

It appears from the testimony in this proceeding that upon the transfer of the non-utility properties to Taylor Milling Corporation, applicant's outstanding stock will be reduced to the nominal sum of \$1,000.00. All of applicant's stock is now and will, after the transfer of the properties, be owned by the Taylor Milling Corporation.

#### FIRST SUPPLEMENTAL ORDER

Taylor Milling Company having filed an amended application in this proceeding and the Commission having considered such amended application, and being of the opinion that said amended application should be granted, and that its order in Decision No. 21627 should be revoked and set aside, therefore,

IT IS HEREBY ORDERED that the order in Decision No. 21627 dated September 28, 1929 be, and the same is hereby, revoked and set aside.

IT IS HEREBY FURTHER ORDERED that Taylor Milling Company, on or before December 31, 1929, may convey and assign to Taylor Milling Corporation, as its sole stockholder, all of its assets of every kind and nature, except those assets described in paragraph IV of the amended application filed in this proceeding on October 7th.

DATED at San Francisco, California, this 28th day of October, 1929.

Thos D. Loutch  
Ch. Seaman  
Emmuel  
Leon Whittle  
M. J. Carr  
Commissioners.