

Decision No. 24271

BEFORE THE RAILROAD COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application of ASSOCIATED TELEPHONE COMPANY, LTD., ONTARIO AND UPLAND TELEPHONE COMPANY, POMONA VALLEY TELEPHONE AND TELEGRAPH UNION and HOME TELEPHONE AND TELEGRAPH COMPANY OF CHINO for an order of the Commission (a) authorizing Associated Telephone Company, Ltd. to acquire all the outstanding capital stock of each of the other said applicants; (b) authorizing each of said other applicants to transfer and convey all its property and assets to Associated Telephone Company, Ltd.; (c) authorizing Associated Telephone Company, Ltd. to enter and engage in the telephone business in the territories affected and authorizing each of said other applicants to withdraw from its respective territory and to cease public utility operations; and (d) authorizing Associated Telephone Company, Ltd. to issue common stock for the purpose of acquiring the stock and properties of said other applicants and to assume the liabilities of said other corporations existing at the date of their acquisition, and to issue common stock for the purpose of discharging or refunding certain of such liabilities.

ORIGINAL

Application No. 17291

BY THE COMMISSION:

THIRD SUPPLEMENTAL ORDER.

Good Cause Appearing:

IT IS HEREBY ORDERED that the provision of the Second Supplemental Order herein reading:

"IT IS HEREBY ORDERED, that the order in Decision No. 23833, dated June 29, 1931, as amended, be, and it hereby is, modified so as to permit Associated Telephone Company, Ltd., in lieu of the 50,604 shares of stock authorized by said decision, to issue and sell \$500,000.00 face value of its first mortgage five percent gold bonds, Series "A", due 1965, at not less than ninety-five percent of face

value plus accrued interest, and to issue and sell not exceeding 31,604 shares of its common capital stock without nominal or par value at a price of \$25.00 a share and to deliver said bonds and shares of stock on said bases, or the proceeds realized from the sale thereof, in payment for the properties of Ontario and Upland Telephone Company, Pomona Valley Telephone and Telegraph Union and Home Telephone and Telegraph Company of Chino and in paying indebtedness of said companies assumed by Associated Telephone Company, Ltd., provided that the issue of said \$500,000.00 of bonds and 31,604 shares of stock will be the entire consideration to be paid for said properties, as the same existed on December 31, 1930, subject to adjustment for current assets and liabilities,"

be, and the same is hereby, amended so as to read:

It is hereby ordered, that the order in Decision No. 23833, dated June 29, 1931, as amended, be, and it hereby is, modified so as to permit Ontario and Upland Telephone Company, Pomona Valley Telephone and Telegraph Union and Home Telephone and Telegraph Company of Chino prior to December 31, 1931 to transfer and convey all but not less than all of their properties to Associated Telephone Company, Ltd. and to permit Associated Telephone Company, Ltd., in lieu of the securities authorized by said decision, to issue and sell \$500,000.00 face value of its first mortgage five percent gold bonds, Series "A", due 1965, at not less than ninety-five percent of face value plus accrued interest, and to issue and sell not exceeding 31,604 shares of its common capital stock without nominal or par value at a price of \$25.00 a share, and to deliver said bonds and shares of stock on said bases, or the proceeds realized from the sale thereof, in payment for the properties of Ontario and Upland Telephone Company, Pomona Valley Telephone and Telegraph Union and Home Telephone and Telegraph Company of Chino subject to current operating liabilities which may be assumed by Associated Telephone Company, Ltd.; provided that the issue of said \$500,000.00 of bonds and said 31,604 shares of stock will be the entire consideration to be paid by Associated Telephone Company, Ltd. for said properties as the same existed on December 31, 1930, subject to adjustment for current assets and liabilities.

DATED at San Francisco, California, this 30th day of November 1931.

C. J. Murray
Leon Whittell
M. J. Lane
W. B. Harris
Fred G. Stewart
Commissioners.