

Decision No. 21874

BEFORE THE RAILROAD COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application of)
NATIONAL ICE AND COLD STORAGE COMPANY)
OF CALIFORNIA for an order authoriz-)
ing the purchase and acquisition of stock)
in the Consumers Ice and Cold Storage)
Company, and the sale of shares of stock)
in the Pacific Ice Company, shares of)
stock in the Southern California Ice)
Company, shares of stock in the Sonora)
Ice and Cold Storage Company, and an)
undivided one third interest in the Oro-)
ville Ice Delivery, a co-partnership.)

ORIGINAL

Application No. 21874

Gavin McNab, Schmulowitz, Wyman, Aikins and Brune,
for applicant.

BY THE COMMISSION:

O P I N I O N

In this proceeding the Commission is asked to authorize the National Ice and Cold Storage Company of California, engaged in the operation of cold storage warehouses, to acquire from Union Ice Company and others, stock of Consumers Ice and Cold Storage Company, and to sell to the Union Ice Company the stocks and properties referred to herein.

The Consumers Ice and Cold Storage Company is engaged in the business of operating cold storage warehouse facilities in Sacramento and in the manufacture and distribution of ice. The company has an authorized capital stock of \$250,000.00, divided into 250,000 shares of the par value of \$1.00 each, of which number of shares of stock, 177,154 are outstanding.

Prior to October 1, 1937 applicant owned 86,277 shares and Union Ice Company owned 86,277 shares of the outstanding stock of Consumers Ice and Cold Storage Company. It offered to sell said shares of stock to National Ice and Cold Storage Company of California at \$2.00 per share or for a total consideration of \$172,554.00.

National Ice and Cold Storage Company of California in turn agreed to sell to Union Ice Company for a total consideration of \$174,590.00 the following:-

- a. 1250 shares of the capital stock of the Pacific Ice Company.
- b. 666 shares of the capital stock of the Southern California Ice Company.
- c. 110 shares of the capital stock of the Sonora Ice and Cold Storage Company.
- d. An undivided one-third interest in, and to that certain ice delivery business carried on under the name and designation of Oroville Ice Delivery.

The aforementioned properties have been released from the lien of the mortgage of National Ice and Cold Storage Company of California and the stock of Consumers Ice and Cold Storage Company subjected to the lien of said mortgage.

Applicant's petition shows that the transaction, except for the authorization by this Commission, was consummated as of October 1, 1937, and that the National Ice and Cold Storage Company of California now owns all the outstanding stock of Consumers Ice and Cold Storage Company except 2551 shares. It requests permission to acquire these additional shares of stock from time to time at prices regarded reasonable to the board of directors of applicant.

This application does not involve the transfer of the properties of the Consumers Ice and Cold Storage Company, nor the discontinuance of public utility business by that company. Until such time as the Consumers Ice and Cold Storage Company has been authorized to discontinue public utility business and transfer its properties to the National Ice and Cold Storage Company of California we will expect Consumers Ice and Cold Storage Company to keep a complete set of books showing its investment, its liabilities and the results of its operations and to file annual and other reports as may be required by the Commission.

ORDER

The Commission having considered the request of National Ice and Cold Storage Company of California, referred to herein, and it being of the opinion that this is not a matter in which a public hear-

ing is necessary and that this application should be granted,
therefore,

IT IS HEREBY ORDERED that National Ice and Cold Storage Com-
pany of California be, and it is hereby, authorized to acquire the
outstanding capital stock of Consumers Ice and Cold Storage Company
and to sell to Union Ice Company the shares of stock of the Pacific
Ice Company, of Southern California Ice Company, of the Sonora Ice
and Cold Storage Company and the undivided one third interest in the
Oroville Ice Delivery, a co-partnership, referred to in the fore-
going opinion.

DATED at San Francisco, California, this 19th day of April,
1938.

Mattie M. M. M.
Leon S. S.
Frank R. R.
Rafael W. W.
Ray L. L.
Commissioners.