

ORIGINAL

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Decision No. _____

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application of

WALTER F. CORBIN, dba UNITED RADIO COMMUNICATIONS: and TEL-PAGE, INC., a corporation, for an Order authorizing:

A. United Radio Communications, to sell and Tel-Page, Inc., a corporation, to buy the properties owned by Walter F. Corbin consisting of a one-way radio paging service, call letters KMB 305, License No. 5558-C2-ML-63, together with the operative rights thereto;

B. United Radio Communications to withdraw from the one-way radio paging service;

C. Tel-Page, Inc., a corporation, to engage in the one-way radio paging service, and

D. Tel-Page, Inc., a corporation to issue and sell to Western Utilities Corporation, a corporation, 1690 shares of common stock, \$10.00 par value.

Application No. 45794
Filed September 20, 1963
and Amendment
Filed November 22, 1963

O P I N I O N

This is an application for an order of the Commission (1) authorizing Walter F. Corbin, doing business as United Radio Communications, to sell and transfer his one-way radio paging business and related assets to Tel-Page, Inc., and (2) authorizing Tel-Page, Inc. to issue and sell to Western Utilities Corporation

\$21,900 par value of its common stock for the purpose of obtaining funds to finance a portion of the purchase price of said business and assets, and to acquire working capital.

Walter F. Corbin renders a public utility one-way radio paging service in San Francisco and South San Francisco pursuant to authority granted by a portion of Decision No. 62156, dated June 20, 1961, in Case No. 6945. He has agreed to sell and transfer his paging operations, together with certain related tangible and intangible assets, to Tel-Page, Inc. for \$58,240, of which approximately \$16,900 is payable in cash, and the balance will be represented by a demand note, the payment of which will be guaranteed by Western Utilities Corporation.

Tel-Page, Inc., a recently organized California corporation, proposes to issue and sell \$21,900 par value of its common stock at par, to use approximately \$5,060 of the proceeds for working capital, and the balance for meeting the cash portion of the purchase price of the tangible assets relating to said paging operations, which applicants report as having an appraised value of \$16,840, segregated as follows:

Radio equipment	\$15,000
Office equipment	1,150
Leasehold improvements	<u>690</u>
Total	<u>\$16,840</u>

The \$15,000 estimated appraised value of the radio equipment was determined recently by an independent appraiser as representing the present value of such equipment.

Walter F. Corbin desires to consummate the transfer in connection with his program of withdrawing from business responsibilities with a view toward retirement. Tel-Page, Inc. desires to acquire the one-way radio paging business in accordance with the primary purpose for which it was initially organized, namely, to engage in supplying one-way paging service to the public. It proposes to continue the paging service offered by Walter F. Corbin with no change in rates.

After consideration, we find that: (1) the proposed transfer will not be adverse to the public interest; (2) the proposed stock issue is for proper purposes; (3) the money, property or labor to be procured or paid for by the issue of the stock herein authorized is reasonably required for the purposes specified herein; and (4) such purposes are not, in whole or in part, reasonably chargeable to operating expenses or to income. On the basis of these findings we conclude that the application should be granted. A public hearing is not necessary.

The authorization herein given is not to be construed as a finding of value of the rights and properties herein authorized to be transferred nor as indicative of amounts to be included in future proceedings for the determination of just and reasonable rates.

O R D E R

IT IS ORDERED that:

1. Walter F. Corbin, on or after the date hereof and on or before June 30, 1964, may sell and transfer his one-way radio paging business, together with the related operating rights, equipment and other assets, to Tel-Page, Inc., in accordance with the terms and conditions contained in the agreement and modification of agreement, copies of which are on file in this proceeding.

2. Tel-Page, Inc., on or after the date hereof and on or before June 30, 1964, may issue and sell, at par, not to exceed \$21,900 par value of its common stock for the purposes set forth in this proceeding.

3. As a condition of the authority herein granted, Tel-Page, Inc. is directed to continue the public utility one-way radio paging responsibilities of Walter F. Corbin with respect to the area served by the properties being transferred.

4. The tariffs relating to the one-way paging operations of Walter F. Corbin, doing business as United Radio Communications, now on file with this Commission, shall be refiled within thirty days after the date of actual transfer under the name of Tel-Page, Inc., in accordance with the procedure prescribed in General Order No. 96-A or, in lieu of such refiling, Tel-Page, Inc. may file a notice of adoption of said presently filed tariffs. No increase in the presently filed tariffs shall be made unless authorized by this Commission.

5. On or before the end of the third month, after the consummation of the transfer as herein authorized, Tel-Page, Inc. shall cause to be filed with the Commission, in such form as it may prescribe, an annual report, or reports, covering the period commencing with the first day of the current year to and including the effective date of the transfer.

6. On or before the date of actual transfer of the specific properties herein authorized, Walter F. Corbin shall transfer and deliver to Tel-Page, Inc., and the latter shall receive and preserve all records, memoranda and papers pertaining to the construction and operation of the radiotelephone utility authorized to be transferred.

7. If the authority herein granted is exercised, Tel-Page, Inc. shall, within thirty days thereafter, notify this Commission, in writing, of the date of such completion of the property transfer herein authorized and of its compliance with the conditions hereof.

8. Upon compliance with the above ordering paragraphs, Walter F. Corbin is relieved of his public utility responsibilities with respect to the property being transferred coincident with the full assumption of such responsibilities by Tel-Page, Inc.

9. Tel-Page, Inc. shall file with the Commission a report, or reports, as required by General Order No. 24-A, which order, insofar as applicable, is made a part of this order.

10. The effective date of this order is the date hereof.

Dated at San Francisco, California, this 27th day of DECEMBER, 1962.

William B. ...
President

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George E. Grover

Fredrick B. Hellhoff

Commissioners

Commissioner Peter E. Mitchell, being necessarily absent, did not participate in the disposition of this proceeding.