

**ORIGINAL**

Decision No. 67626

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application  
of EMERY AIR FREIGHT CORPORATION  
for authority to issue stock  
options and shares of common  
stock upon the exercise of such  
options

Application No. 46736  
Filed June 17, 1964

O P I N I O N

This is an application for an order of the Commission authorizing Emery Air Freight Corporation to issue stock options and 3,210 shares of its common stock of the aggregate par value of \$642 in connection with a Restricted Stock Option Plan.

Applicant is a Delaware corporation having its principal place of business in Connecticut. By Decision No. 46829, dated March 11, 1952, in Application No. 32454, the Commission granted the corporation certificates of public convenience and necessity authorizing the establishment and operation of service as a highway common carrier and as a freight forwarder. The application shows that the company's California intrastate operations are conducted in conjunction with its nationwide and international air freight forwarder business furnished under authority of a letter of registration issued by the Civil Aeronautics Board. Applicant furnishes door-to-door service from shipper to consignee, using the services of airlines between airports throughout the United States and connecting surface carriers wherever necessary.

The company reports that it had \$365,256 par value of capital stock outstanding at April 30, 1964, consisting of 1,826,278 shares of common stock of the par value of 20 cents each, and that the June 9, 1964 closing price of such stock on the New York Stock Exchange was \$30.75 per share. Applicant states that prior issuances of its stock and securities have been authorized under and pursuant to the laws of the States of Connecticut and Delaware, and that "Blue Sky" authorization for sales made in California has heretofore been obtained from the Commissioner of Corporations of the State of California.

The present application relates to the issuance of shares of stock by a foreign corporation to certain of its employees who reside in California. Article 5, Chapter 4, Part 1, Division 1 of the California Public Utilities Code defines the jurisdiction of this Commission with respect to stocks and security transactions. Section 829 of the article reads, in part, as follows:

"The Commission may from time to time by order or rule, and subject to such terms and conditions as may be prescribed therein, exempt any public utility or class of public utility from the provisions of this article if it finds that the application thereof to such public utility or class of public utility is not necessary in the public interest."

The Commission has considered this matter and finds that the application of the provisions of said Article 5 to Emery Air Freight Corporation is not necessary in the public interest. On the basis of this finding we conclude that applicant should be exempted from the provisions of such article. A public hearing is not necessary.

ORDER

IT IS ORDERED that Emery Air Freight Corporation is hereby exempted from the provisions of Article 5 of Chapter 4 of Part 1 of Division 1 of the California Public Utilities Code.

The effective date of this order shall be twenty days after the date hereof.

Dated at San Francisco, California, this 28<sup>th</sup> day of July ~~1964~~ 1964.

Frederick B. Holdhoff  
President

John L. B. [unclear]

[unclear]

George T. Hoover

William W. Powell  
Commissioners