

ORIGINAL

Decision No. 68279

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application of: }

(a) CANTLAY & TANZOLA, INC. and WESTERN GILLETTE, INC., for authority pursuant to Section 851-853 California Public Utilities Code, for the former to acquire through merger public utility properties of the latter, and }

(b) CANTLAY & TANZOLA, INC. upon merger to assume outstanding obligations of WESTERN GILLETTE, INC. pursuant to Section 816-830 of the California Public Utilities Code. }

Application No. 47079
Filed October 30, 1964

O P I N I O N

In this application, (1) Western Gillette, Inc. seeks authority to transfer to Cantlay & Tanzola, Inc. the certificate of public convenience and necessity granted by Decision No. 67194, dated May 12, 1964, as amended by Decision No. 67386, dated June 16, 1964, in Application No. 45636, and (2) Cantlay & Tanzola, Inc. seeks authority to assume all of the outstanding liabilities of Western Gillette, Inc.

Western Gillette, Inc., a California corporation, is a wholly-owned subsidiary of Cantlay & Tanzola, Inc. It operates as a highway common carrier of general commodities, with certain exceptions, between most points and places of commercial significance in that portion of the State of California generally on and southerly of U. S. Highway 40. Cantlay & Tanzola, Inc. is a California corporation operating primarily as a carrier of petroleum and petroleum products and other liquid commodities, in bulk, in tank vehicles as a highway common

carrier and a petroleum irregular route carrier under the jurisdiction of this Commission. Applicants report that, in addition to operating under this Commission's jurisdiction, both are also common carriers of property by motor vehicle in interstate and foreign commerce pursuant to certificates of public convenience and necessity issued to them by the Interstate Commerce Commission.

The application shows that on September 1, 1964, the Board of Directors of Cantlay & Tanzola, Inc. passed a resolution pursuant to Section 4124 of the Corporations Code of California for the merger of Western Gillette, Inc. with and into Cantlay & Tanzola, Inc. Upon consummation of such merger the latter will assume all of the obligations of the former, and the name of the surviving corporation will be changed to Western Gillette, Inc. On or about October 6, 1964, applicants filed with the Interstate Commerce Commission their application for approval of the proposed merger by that Commission, which, in accordance with Subsection 11 of Section 5 of the Interstate Commerce Act, has exclusive and plenary jurisdiction over such transaction.

After consideration, we find that the proposed transfer of a certificate of public convenience and necessity and assumption of liabilities would not be adverse to the public interest. On the basis of this finding we conclude that the application should be granted. A public hearing is not necessary.

The action taken herein shall not be construed to be a finding of the value of the certificate of public convenience and necessity herein authorized to be transferred. So far as the rights are concerned, the authorization herein granted is for the transfer of only the highway common carrier certificate of public convenience and necessity now held by Western Gillette, Inc. The transfer of permitted operative rights must be the subject of a separate application or applications.

O R D E R

IT IS ORDERED that:

1. On or before June 30, 1965, and concurrently with the merger of Western Gillette, Inc. with and into Cantlay & Tanzola, Inc., the former may transfer to the latter the certificate of public convenience and necessity granted by Decision No. 67194, dated May 12, 1964, as amended by Decision No. 67386, dated June 16, 1964, in Application No. 45636.
2. Upon consummation of said merger, Cantlay & Tanzola, Inc. may change its name to Western Gillette, Inc., and as the surviving corporation may assume all of the debts, liabilities and obligations of the corporation which is merged with and into it.
3. Within thirty days after the consummation of the transfer of said certificate of public convenience and necessity, the surviving corporation shall notify the Commission, in writing, of that fact and within said period shall file with the Commission a true copy of any bill of sale or other instrument of transfer which may be executed to effect said transfer.

4. Cantlay & Tanzola, Inc. (renamed Western Gillette, Inc.), as the surviving corporation of said merger, shall amend or reissue the tariffs on file with the Commission, naming rates and rules governing the common carrier operations herein to show that it has adopted or established, as its own, said rates and rules. The tariff filings shall be made effective not earlier than five days after the date of this order on not less than five days' notice to the Commission and the public, and the effective date of the tariff filings shall be concurrent with the consummation of the transfer herein authorized. The tariff filings made pursuant to this order shall comply in all respects with the regulations governing the construction and filing of tariffs set forth in the Commission's General Order No. 80-A.

5. On or before the end of the third month after the consummation of said merger, the surviving corporation shall cause to be filed with the Commission, in such form as it may prescribe, an annual report covering the period commencing with the first day of the current year to and including the effective date of the merger.

6. This order shall become effective on the date hereof.

Dated at San Francisco, California, this 30th day of November, 1964.

Frederick B. Holdcroft
President
George T. Trover
William A. Bennett
Commissioners