

Decision No. 74205**ORIGINAL**

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application )  
 of MATICH TRANSPORTATION COMPANY )  
 for authority to issue not to )  
 exceed 12 shares of its capital )  
 stock, \$100 par value, in exchange )  
 for all of the outstanding capital )  
 stock of RIALTO PUBLISHING )  
 COMPANY, INC., a California )  
 Corporation and to assume )  
 outstanding indebtedness of )  
 said Corporation. )

Application No. 50208  
 Filed May 2, 1968  
 and Amendment  
 Filed May 16, 1968

O P I N I O N

This is an application for an order of the Commission authorizing Matich Transportation Company (name to be changed to Inland Associates, Inc.) to issue 12 shares of its \$100 par value capital stock and to assume obligations as the surviving corporation of a proposed merger with Rialto Publishing Company, Inc.

Matich Transportation Company is a California corporation operating as a statewide petroleum irregular route carrier pursuant to the certificate of public convenience and necessity acquired by authority of this Commission as set forth in Decision No. 64628, dated December 11, 1962, in Application No. 44892. Cement carrier operations are also conducted in various parts of the State pursuant to the cement carrier

certificate granted by Resolution No. 13823, Sub. No. 6, dated June 23, 1964, in Application No. 46362. Other trucking activities are carried on in this State pursuant to permits issued by this Commission and in the States of Arizona and Nevada, and under authorizations from the Interstate Commerce Commission.

The application shows that the carrier plans, through merger to acquire the assets and assume the liabilities of Rialto Publishing Company, Inc. at their net book value which as of February 29, 1968, amounted to \$35,181. It is reported that the latter is engaged in the printing and publishing business, which includes a newspaper known as the "Rialto Record" published weekly in the community of Rialto, California. The application indicates that Rialto Publishing Company, Inc. has issued and outstanding 528 shares of capital stock, and that 264 of said shares are owned by applicant's stockholders.

Pursuant to an Agreement of Merger, Matich Transportation Company, as the surviving corporation, proposes to issue 12 shares of its \$100 par value capital stock in exchange for all the outstanding capital stock of Rialto Publishing Company, Inc. Exhibit C, attached to the application, is a copy of said Agreement of Merger which, among other things, will amend the Articles of Incorporation of Matich Transportation Company so as to change its name to Inland Associates, Inc.

In the amendment to the application, it is asserted that the proposed merger would substantially benefit the motor carrier and the public, because of (a) certain income tax advantages, (b) expected improvement of income and cash flow, (c) diversification of business operations, and (d) reduction of overhead cost allocations to transportation activities.

After consideration the Commission finds that: (1) the proposed merger will not be adverse to the public interest; (2) the money, property or labor to be procured or paid for by the issue of the stock herein authorized is reasonably required for the purpose specified herein; and (3) such purpose is 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, as amended, should be granted. A public hearing is not necessary.

The authorization herein granted is not to be construed as a finding of the value of the properties herein authorized to be merged.

#### O R D E R

IT IS ORDERED that:

1. Matich Transportation Company, on or after the date hereof and on or before September 30, 1968, may acquire the assets and assume the liabilities of Rialto Publishing Company, Inc., and may issue not exceeding 12 shares of its capital stock in exchange for all of the latter's outstanding capital stock, pursuant to an Agreement of Merger whereby Matich Transportation

Company will, among other things, change its name to Inland Associates, Inc., and will continue as the surviving corporation. Said Agreement of Merger shall be in the same form, or in substantially the same form, as the copy attached to the application as Exhibit C.

2. Concurrently with the merger, Decision No. 64628, dated December 11, 1962, in Application No. 44892, and Resolution No. 13823, Sub. No. 6, dated June 23, 1964, in Application No. 46362, are hereby amended by substituting "Inland Associates, Inc." in place and stead of "Matich Transportation Company."

3. Within sixty days after the effective date of the merger, and on not less than ten days' notice to the Commission and the public, Matich Transportation Company, under its new name of Inland Associates, Inc., shall amend its tariffs on file with this Commission as required by Rules Nos. 6.4 and 6.2 of General Orders Nos. 80-A and 117, respectively.

4. Within thirty days after consummating the merger herein authorized, Matich Transportation Company, under its new name of Inland Associates, Inc. shall file with the Commission a certified copy of the Agreement of Merger as actually filed with the California Secretary of State.

5. Matich Transportation Company, under its new name of Inland Associates, Inc., shall file with the Commission a report, or reports, as required by General Order No. 24-B, which order, insofar as applicable, is hereby made a part of this order.

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

Dated at San Francisco, California,  
this 5<sup>th</sup> day of JUNE, 1968.

*John E. Rutledge*  
President

*William C. Benson*

*Augusta*

*William Symons Jr.*

Commissioners

Commissioner Fred P. Morrissey, being necessarily absent, did not participate in the disposition of this proceeding.