

ORIGINAL

Decision No. 80520

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

IN THE MATTER OF THE APPLICATION )  
 OF AIRSIGNAL OF CALIFORNIA, INC., )  
 NATIONAL COMMUNICATIONS SYSTEMS, )  
 INC., AIRSIGNAL INTERNATIONAL, )  
 INC., WESTERN UNION INTERNATIONAL, )  
 INC., and WUI, INC., FOR AN ORDER )  
 OR ORDERS AUTHORIZING (1) THE )  
 MERGER OF NATIONAL COMMUNICATIONS, )  
 INC. INTO AIRSIGNAL OF CALIFORNIA, )  
 INC., and (2) THE TRANSFER OF THE )  
 STOCK OF AIRSIGNAL INTERNATIONAL, )  
 INC. FROM WESTERN UNION )  
 INTERNATIONAL, INC. TO WUI, INC. )

Application No. 53542  
 (Filed August 21, 1972)

O P I N I O N

Airsignal of California, Inc. seeks authority to acquire all of the outstanding stock of National Communications Systems, Inc. and the two corporations seek authority to merge. In addition, WUI, Inc. seeks authority to control Airsignal of California, Inc.

Airsignal of California, Inc. and National Communications Systems, Inc. are California corporations furnishing radio-telephone and one-way paging service in various portions of California. All of the outstanding capital stock of both corporations is owned by Airsignal International, Inc., which is a wholly owned subsidiary of Western Union International, Inc.

Airsignal International, Inc. proposes to transfer to Airsignal of California, Inc. all of the outstanding shares of capital stock of National Communications Systems, Inc. as a

capital contribution, after which National Communications Systems, Inc. would be merged into Airsignal of California, Inc. upon the filing of an appropriate certificate of ownership with the California Secretary of State.

In accordance with a proposed Agreement and Plan of Merger, a copy of which is attached to the application, Western Union International, Inc. would become a wholly owned subsidiary of WUI, Inc., a Delaware corporation incorporated on April 4, 1972. As required by Section 854 of the California Public Utilities Code, the latter seeks authority to acquire control of Airsignal of California, Inc. by virtue of controlling Western Union International, Inc. and Airsignal International, Inc.

A pro forma balance sheet of Airsignal of California, Inc. as of January 21, 1972, after giving effect to the proposed transactions, is summarized from Exhibit H, attached to the application, as follows:

<u>Assets</u>	
Current assets	\$ 39,660
Net plant and equipment	538,514
Other assets	<u>366,481</u>
Total	<u>\$994,655</u>
<u>Liabilities</u>	
Current and accrued liabilities	\$156,735
Common stock equity	<u>837,920</u>
Total	<u>\$994,655</u>

After consideration the Commission finds that the proposed transactions would not be adverse to the public interest and concludes that the application should be granted. A public hearing is not necessary.

The authorization herein granted is for the purpose of this proceeding only and is not to be construed as indicative of amounts to be included in proceedings for the determination of just and reasonable rates.

O R D E R

IT IS ORDERED that:

1. Airsignal of California, Inc. may acquire all the outstanding capital stock of National Communications Systems, Inc., and thereafter the two corporations may merge pursuant to Section 4124 of the California Corporations Code.
2. Airsignal of California, Inc. shall maintain its records in such form as to show separately the investment in properties, operating revenues and operating expenses for each of the areas as if the merger did not occur.
3. Within thirty days after consummating the merger herein authorized, Airsignal of California, Inc. shall file with the Commission a certified copy of the certificate filed with the Secretary of State in accordance with Section 4124 of the California Corporations Code.
4. Within sixty days after the consummation of the merger herein authorized, the tariffs of National Communications Systems, Inc. now on file with this Commission shall be refiled under the name of Airsignal of California, Inc. in accordance with the procedure prescribed in General Order No. 96-A, or, in lieu of such refiling, Airsignal of California, Inc. may file within thirty days after the effective date of the merger, by

advice letter, 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. Within sixty days after the consummation of the merger herein authorized, Airsignal of California, Inc. shall file with the Commission a copy of each journal entry used to record the merger on its books of account.

6. On or before the end of the third month after the consummation of the merger herein authorized, Airsignal of California, Inc. shall cause to be filed with the Commission, in such form as the Commission may prescribe, an annual report, or reports, related to the operations of National Communications Systems, Inc. for the period commencing with the first day of the current year to and including the effective date of the merger.

7. WUI, Inc. may acquire control of Airsignal of California, Inc.

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

Dated at San Francisco, this 19<sup>th</sup> day  
of SEPTEMBER, 1972.

Vernon L. Sturgeon  
President  
William L. Sturgeon  
J. William  
Commissioners