

ORIGINAL

Decision No. 82813

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Application)
of PUBLIC DISTRIBUTION CORPORATION)
and FLOUR, INC., for authority for)
the former to merge with and into)
the latter, pursuant to Section)
851 of the California Public)
Utilities Code.)

Application No. 54796
(Filed April 8, 1974)

O P I N I O N

Flour, Inc. and Public Distribution Corporation seek authority to merge.

Flour, Inc. is a California corporation operating as a highway common carrier of specified commodities in portions of southern California. Operations are also conducted under permits issued by this Commission and under Interstate Commerce Commission authority. Public Distribution Corporation is a California corporation operating as a public utility warehouseman in Vernon, and is a wholly-owned subsidiary of Flour, Inc.

The two corporations propose to merge, and the name of Flour, Inc., the surviving corporation, would then be changed to Public Distribution Corporation. The proposed merger would become effective by the filing of a Certificate of Ownership with the California Secretary of State.

The reported balance sheet of applicants as of December 31, 1973, after giving effect to the proposed merger, as summarized from Exhibit A attached to the application, is as follows:

<u>Assets</u>	
Current assets	\$197,943
Net equipment	84,918
Other assets	<u>26,640</u>
Total	<u>\$309,501</u>

<u>Liabilities</u>	
Current liabilities	\$182,195
Long-term debt, less current portion	<u>15,878</u>
Common stock equity	<u>111,428</u>
Total	<u>\$309,501</u>

The application indicates that the proposed merger would eliminate certain duplicating costs, and that there would be no physical change in the operations of either applicant.

After consideration the Commission finds that: (1) the proposed merger would not be adverse to the public interest; and (2) with reasonable certainty the project involved in this proceeding will not have a significant effect on the environment.

On the basis of the foregoing findings we conclude that the application should be granted. A public hearing is not necessary. The authorization herein granted shall not be construed as a finding of the value of the properties to be merged.

O R D E R

IT IS ORDERED that:

1. On or before September 30, 1974, Public Distribution Corporation may merge into Flour, Inc. The merger may be made effective as of January 1, 1974 for accounting purposes, and the name of the surviving corporation may be changed to Public Distribution Corporation.

2. Within thirty days after the consummation of the merger herein authorized, the surviving corporation shall file with the Commission a copy of the Certificate of Ownership certified by the California Secretary of State.

3. Upon the consummation of the merger herein authorized, the surviving corporation shall amend its highway common carrier tariffs to show the new name of the company, as required by Section 6.4 of Rule 6 of General Order No. 80-A.

4. Upon consummation of the merger herein authorized, the certificate of public convenience and necessity granted by Decision No. 56591, dated April 22, 1953, in Application No. 36231, as amended, is hereby further amended by substituting the name Public Distribution Corporation in place and stead of Flour, Inc.

5. Within sixty days after the consummation of the merger herein authorized, the surviving corporation shall file with the Commission a copy of each journal entry used to record the merger on its books of account.

The effective date of this order is the date hereof.

Dated at San Francisco, California, this 30th
day of APRIL, 1974.

William J. Lyons, Jr. President
[Signature]
[Signature]
[Signature] Commissioners