

Decision No. 86370

ORIGINAL

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

In the Matter of the Applica- )  
tion of )NATIONAL CITY LINES, INC., to )  
sell and transfer to BUTLER )  
INTERNATIONAL, INC., and of )  
BUTLER INTERNATIONAL, INC., to )  
purchase all of the issued and )  
outstanding stock in DEALERS )  
TRANSIT, INC., a Delaware )  
corporation. )Application No. 56587  
(Filed June 30, 1976)OPINION

National City Lines, Inc., a Delaware corporation (seller), requests authority to sell all issued and outstanding capital stock of Dealers Transit, Inc., a Delaware corporation, to Butler International, Inc., a Delaware corporation (purchaser).

Dealers Transit, Inc., operates as a public utility under the jurisdiction of this Commission (1) as a warehouseman pursuant to operative rights granted by Decision 65146, dated April 2, 1963, in Application 45020, (2) as a highway common carrier and a petroleum irregular route carrier under certificates of public convenience and necessity acquired pursuant to authority granted by said decision. Dealers Transit, Inc., also operates under certificates of public convenience and necessity granted by the Interstate Commerce Commission.

Pursuant to the Purchase Agreement of June 19, 1976, between purchaser and seller, consideration for the 240 shares of presently issued and outstanding capital stock will be four million (\$4,000,000) dollars payable in cash and debt of the purchaser as follows:

(a) \$400,000 by bank transfer;

(b) \$790,000, in New York City Clearing House Funds;

(c) Purchaser's secured promissory note in the aggregate principal amount of one million one hundred five thousand (\$1,105,000) dollars payable in ten equal annual installments commencing 12 months from the closing date, and bearing interest of 10% per annum.

(d) Purchaser's subordinated promissory note in the aggregate principal amount of one million seven hundred five thousand (\$1,705,000) dollars payable in ten equal annual installments commencing 12 months from the closing date and bearing interest of 10% per annum.

Pursuant to Section 5 of the Interstate Commerce Act, the entire transaction is subject to the jurisdiction of the Interstate Commerce Commission.

After consideration the Commission finds that the proposed acquisition and control of Dealers Transit, Inc., by Butler International, Inc., through stock purchase is not adverse to the public interest and concludes that it should be authorized. A public hearing is not necessary.

ORDER

IT IS ORDERED that:

1. Upon approval of the Interstate Commerce Commission of the proposed transaction, Butler International, Inc., may control Dealers Transit, Inc.

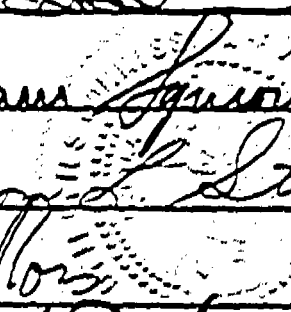


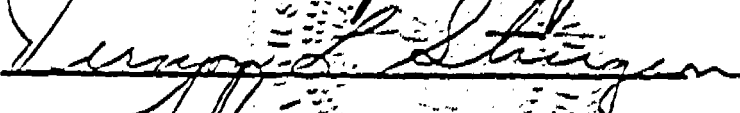


2. The applicants shall file with this Commission a copy of the order of the Interstate Commission approving the transaction.

3. Within thirty days after the date the stock acquisition has been completed, Butler International, Inc., shall file a report so informing the Commission.

A. 56587 - JMN

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

Dated at San Francisco, California, this 14th day of September, 1976.

  
 President  
  
  
  
 Commissioners