

ORIGINAL

Decision 89 10 046

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Application of Twentieth Century Cellular, Inc. (U-4071-C) pursuant to Sections 851 and 854 of the California Public Utilities Code, to transfer and Leo's Industries, Inc. to acquire 51% of the outstanding common stock of Twentieth Century Cellular, Inc.)	
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)	Application 89-08-018
)	(Filed August 11, 1989)
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OPINION

This is an application in which Leo's Industries, Inc. (Leo's) seeks authority to acquire control of Twentieth Century Cellular, Inc. (20th Century) through the purchase of capital stock from James I. Jariv (Jariv).

Notice of the filing of the application appeared in the Commission's Daily Calendar on August 17, 1989. There are no protests.

The Commission makes the following findings and conclusion.

Findings of Fact

1. A public hearing is not necessary in this matter.
2. In Decision (D.) 88-09-002 the Commission granted 20th Century a certificate of public convenience and necessity to operate as a telephone corporation for the purpose of reselling cellular telecommunications services.
3. Leo's is a Delaware corporation which is qualified to transact business in California. It is an agent for Los Angeles SMSA Limited Partnership (Partnership). Leo's has activated more than 3,000 cellular telephone numbers through Partnership.
4. Originally, Jariv owned all of the outstanding capital stock of 20th Century. On July 7, 1989, Jariv sold 49% of the

stock to 20th Century and granted it an option to buy the remaining 51% for \$20,000.

5. As of March 31, 1989, Leo's had assets of \$22,668,000. It had operating revenues of \$65,855,000 for the year ending March 31, 1989.

6. Leo's has the ability including financial ability, to acquire control of 20th Century and continue its operations.

7. Jariv wants to sell the remainder of 20th Century outstanding capital stock because he wishes to completely withdraw from the radiotelephone business.

8. The proposed acquisition of control of 20th Century by Leo's is not adverse to the public interest.

9. 20th Century, Jariv, and Leo's are telephone corporations which are nondominant telecommunications carriers with respect to the matters presented in this application.

10. Ordering Paragraph 7 of D.87-04-017 dated April 8, 1987, relating to telecommunications carriers, provides in part that:

"...in noncontroversial applications for authority to transfer assets or control under PU Code §§ 851-855, such authority may be granted by the Commission's Executive Director as specified in D.86-08-057."

11. Since the ensuring order primarily affects the parties to this application, it should be made effective on the date of issuance.

Conclusion of Law

The application should be granted.

This authorization is not a finding of the value of the rights and properties over which control is to be acquired.

ORDER

IT IS ORDERED that:

1. On or after the effective date of this order Leo's Industries, Inc. (Leo's) may acquire control of Twentieth Century Cellular, Inc. (20th Century) by acquiring the remaining outstanding capital stock from James I. Jariv in accordance with the terms set forth in the application.

2. Within 10 days after acquisition of control, Leo's shall write the Commission stating date of the transfer of control. A copy of the documents effectuating the transfer of control shall be attached.

3. The corporate identification number previously assigned to 20th Century (U-4071-C) should continue to be retained by it and included in the caption of all original filings with this Commission, and in the titles of other pleadings in existing cases.

4. The authority granted in Ordering Paragraph 1 shall expire unless it is exercised before October 31, 1990.

This order is effective today.

Dated OCT 26 1989, at San Francisco, California.

Wesley Franklin
WESLEY FRANKLIN
Acting Executive Director

I CERTIFY THAT THIS DECISION
WAS APPROVED BY THE ABOVE
COMMISSIONERS TODAY.

- 3 -

Wesley Franklin
WESLEY FRANKLIN, Acting Executive Director
No