

ORIGINAL

Decision 83 05 077 MAY 18 1983

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA.

In the Matter of the Application)
of NAHUA HOLDINGS, INC., a)
Minnesota corporation, to acquire)
control of U.S. MESSENGER & DELIV-)
ERY SERVICE, a California corpo-)
ration, from GEORGE M. SIEGEL and)
for authority for U.S. MESSENGER)
& DELIVERY SERVICE to execute a)
Security Agreement.)

Application 83-04-03
(Filed April 1, 1983)

O P I N I O N

By this application, Nahua Holdings, Inc., (Nahua), a Minnesota corporation, seeks authority to acquire control of U.S. Messenger & Delivery Service, (U.S. Messenger), a California corporation, through the acquisition of stock as provided in Public Utilities (PU) Code Sections 854 and 3551.

U.S. Messenger holds a highway common carrier certificate issued under PU Code Section 1063.5 and a highway contract carrier permit under File T-100,799. It maintains terminals at San Francisco, Los Angeles, and Sacramento and performs messenger and courier services generally within a 150-mile radius of each.

On February 21, 1983, George M. Siegel (Siegel), who is the holder of 60% of the outstanding common stock of U.S. Messenger, entered into an agreement to sell all of his stock

(2,000 shares) to Nahua for the total purchase price of \$1,102,430. Nahua is also acquiring the remaining 40% of the outstanding common stock (1,334 shares) of U.S. Messenger from Armored Transport, Inc. so that 100% of the outstanding common stock will be held by Nahua upon consummation.

Siegel, who has managed U.S. Messenger since its inception, will continue to be employed by it.

Nahua's financial statement of February 28, 1983, filed as Exhibit 4 of the application, shows assets of \$278,502, liabilities of \$49,326, and a net worth of \$229,176.

The security transaction needs no authorization from this Commission. The gross motor carrier revenues of U.S. Messenger were less than \$5,000,000 in 1982, thereby qualifying the transaction for the exemption, authorized by subdivision (g) of Rule 33 of the Commission's Rules of Practice and Procedure, from the requirements of PU Code Sections 816-830.

Notice of the filing of the application was published in the Commission's Daily Calendar of April 5, 1983. No protests have been received.

Findings of Fact

1. Nahua seeks to acquire control of U.S. Messenger from Siegel.

2. The proposed transaction would not be adverse to the public interest.

3. A public hearing is not necessary.

4. The following order has no reasonably foreseeable impact upon the energy efficiency of highway carriers.

Conclusions of Law

1. The application should be granted as set forth in the ensuing order.

2. The security transaction qualifies for the exemption under subdivision (g) of Rule '33 of the Commission's Rules of Practice and Procedure from the requirements of PU Code Section 816-830.

3. The action taken shall not be construed as a finding of the value of the capital stock of U.S. Messenger.

4. Because of the urgent nature of the transaction involved in the proceeding, our order should be made effective on the date it is signed.

O R D E R

IT IS ORDERED that:

1. Nahua Holdings, Inc., a Minnesota corporation, may control U.S. Messenger & Delivery Service, a California corporation.

A.83-04-03 T/DML/SR/WPSC

2. Written notice of the consummation of the control transaction authorized shall be filed with the Commission within ten days after its completion.

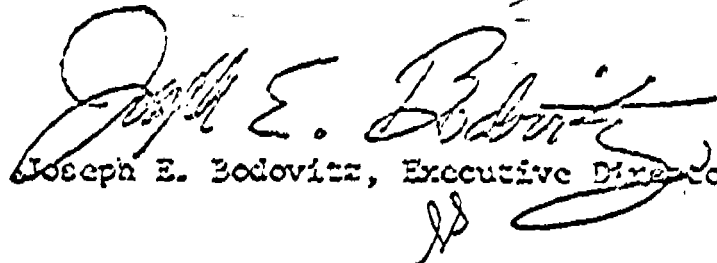
This order is effective today.

Dated MAY 18 1983, at San Francisco, California.

LEONARD M. GRIMES, JR.
President

VICTOR CALVO
PRISCILLA C. GREW
DONALD VIAL
Commissioners

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


Joseph E. Bodovitz, Executive Director