

# MAINE STATE LEGISLATURE

The following document is provided by the  
**LAW AND LEGISLATIVE DIGITAL LIBRARY**  
at the Maine State Law and Legislative Reference Library  
<http://legislature.maine.gov/lawlib>



Reproduced from scanned originals with text recognition applied  
(searchable text may contain some errors and/or omissions)

*Wm. F. Hill*  
DOCUMENTS

PRINTED BY ORDER OF

# THE LEGISLATURE

OF THE

STATE OF MAINE,

DURING ITS SESSION

A. D. 1856.

---

**PART SECOND.**

---

Augusta:

FULLER & FULLER, PRINTERS TO THE STATE.

1856.

---

---

# THIRTY-FIFTH LEGISLATURE.

---

SENATE.

No. 31.

---

---

## STATE OF MAINE.

---

IN THE YEAR OF OUR LORD ONE THOUSAND EIGHT HUNDRED AND  
FIFTY-SIX.

---

---

AN ACT to authorize the consolidation of certain rail-  
road corporations.

---

*Be it enacted by the Senate and House of Representa-  
tives in Legislature assembled, as follows :*

SECTION 1. The Androscoggin and Kennebec, the  
2 Androscoggin, and the Penobscot and Kennebec rail-  
3 road companies, or any two of them, are hereby  
4 authorized at any time, to consolidate such companies  
5 into one corporation, in the manner following.

SECT. 2. The directors of any two or more of said  
2 corporations, may enter into an agreement under their  
3 respective corporate seals for the consolidation of the  
4 said corporations, prescribing the terms and condi-

5 tions thereof, the mode of carrying the same into  
6 effect, the name of the new corporation, the number  
7 of directors thereof, which shall not be less than five  
8 nor more than eleven, the time and place of holding  
9 the first election of directors, the amount of capital  
10 and the number of shares of the stock of the new  
11 corporation, the manner of converting the shares of  
12 capital stock in each of said corporations into the  
13 shares of such new corporation.

SECT. 3. Such agreement of the directors shall not  
2 be deemed to be the agreement of said corporation  
3 so proposing to consolidate, until after it has been  
4 submitted to the stockholders of each of said corpora-  
5 tions separately, at a legal meeting thereof, to be  
6 called by each corporation in accordance with its  
7 charter and by-laws, and has been sanctioned and  
8 approved by such stockholders, by the vote of at least  
9 a majority of the stock present at such meetings,  
10 respectively voting by ballot at such meetings in re-  
11 gard to said agreement either in person or by proxy,  
12 each share of such capital stock being entitled to one  
13 vote; and when such agreement of the directors has  
14 been sanctioned and approved by each of the meet-  
15 ings of the respective stockholders separately, after

16 being submitted to such meetings in the manner above  
 17 mentioned, then such agreement of the directors shall  
 18 be deemed to be the agreement of the said several  
 19 corporations ; and a sworn copy of the proceedings of  
 20 such meetings, made by the clerks thereof respective-  
 21 ly, and attached to said agreement, shall be evidence  
 22 of the holding, and of the action of such meetings in  
 23 the premises.

SECT. 4. Upon the making the said agreement  
 2 mentioned in the preceding section, in the manner  
 3 required therein, and filing a duplicate or a counter  
 4 part thereof in the office of the secretary of state,  
 5 and immediately upon and after the first election of  
 6 directors of said new corporation, the said corpora-  
 7 tions so making said agreement, shall be consolidated  
 8 and together constitute the new corporation provided  
 9 for in said agreement, to be known by the corpora-  
 10 tion name therein mentioned ; and the details of such  
 11 agreement shall be carried into effect as provided  
 12 therein ; and such new corporation shall have all the  
 13 powers, privileges and immunities possessed by each  
 14 of the corporations so entering into said agreement,  
 15 and be subject to all the legal obligations now resting  
 16 on them respectively ; *provided, however,* that nothing  
 17 in this act shall be construed as extinguishing said

18 consolidated corporations, or annulling their charters;  
19 but they shall severally be regarded as still subsisting,  
20 so far as their continuance for the purpose of uphold-  
21 ing any right, title or interest, power, privilege or  
22 immunity, ever possessed, exercised or enjoyed by  
23 either of them, may be necessary for the protection  
24 of the creditors or mortgagees of either of them, or  
25 of such new corporation; the separate exercise of  
26 their respective powers, and the separate enjoyment  
27 of their respective privileges and immunities, being  
28 suspended, until the protection of such creditors or  
29 mortgagees shall require their resumption, when such  
30 suspension shall cease, so far and for such time as  
31 the protection of such creditors or mortgagees may  
32 require.

SECT. 5. Upon the election of the first board of  
2 directors of the said new corporation, created by the  
3 agreement of the several companies, all and singular  
4 the rights, franchise and interest of the said several  
5 corporations so consolidated, in and to every species of  
6 property real, personal and mixed, and things in action  
7 thereunto belonging, shall be deemed to be trans-  
8 ferred to and vested in such new corporation, without  
9 any other deed or transfer; and such new corporation  
10 shall hold and enjoy the same, together with the rights

11 of way and all other rights of property, franchise and  
 12 interest, in the same manner and to same extent as  
 13 if the said several corporations so consolidated should  
 14 have continued to retain the title and transact the  
 15 business of such corporation; and the title and real  
 16 estate acquired by either of said corporations, shall  
 17 not be deemed to revert or be impaired by means of  
 18 such act of consolidation, or anything relating there-  
 19 to; and all suits that either of said corporations so  
 20 consolidated could have maintained, shall survive to,  
 21 and may be brought in the name of said new corpo-  
 22 ration.

SECT. 6. The rights of creditors of any corpora-  
 2 tion that shall be consolidated, shall not in any man-  
 3 ner be impaired by any act of consolidation, nor shall  
 4 any liability or obligation for the payment of any  
 5 money now due, or hereafter to become due, to any  
 6 individual person or corporation, or any claim for  
 7 damages for any act done, or neglect suffered by any  
 8 such corporation, be in any manner released or im-  
 9 paired; but such new corporation is declared to suc-  
 10 ceed to such obligations and liabilities, and be held  
 11 liable to pay and discharge all the debts and liabilities  
 12 of each of the corporations that shall be so consoli-

13 dated, whether on contract or for misconduct or  
14 neglect, either to the state or to individuals, or to any  
15 municipal or other corporation; and it shall be liable  
16 to have an action brought against it, to enforce the  
17 payment of any money or damages, or the perform-  
18 ance of any duty which any corporation consolidated  
19 into such new corporation was liable to pay or per-  
20 form, in the same manner as if such new corporation  
21 had itself incurred the obligation or liability to pay  
22 such money or damages, or perform such duty; and  
23 no suit, action, or other proceeding now pending be-  
24 fore any court or tribunal in which any railroad com-  
25 pany that may be so consolidated is a party, shall be  
26 deemed to have abated or discontinued, by reason of  
27 any such agreement of consolidation; but the same  
28 may be prosecuted to final judgment, in the same  
29 manner as if the said corporation had not entered  
30 into such agreement of consolidation; or the said new  
31 corporation may be substituted as a party in the place  
32 of any corporation of which it shall be composed, by  
33 order of the court in which such action, suit or pro-  
34 ceeding may be pending.

SECT. 7. In the event of a failure of said new cor-  
2 poration, to perform any of the terms or conditions



3 of any mortgage given by either of said consolidated  
 4 corporations, or the terms or conditions of any act of  
 5 the legislature authorizing such mortgage, any notice  
 6 to the officers, or stockholders, of either of such con-  
 7 solidated corporations, required by the terms of such  
 8 mortgage or act, shall be given, in the same manner,  
 9 and with the same effect, to the like officers or stock-  
 10 holders of such new corporation; and in case the  
 11 mortgagees therein named shall elect to take posses-  
 12 sion of the property mortgaged, or to foreclose such  
 13 mortgage, as provided therein, or in any act author-  
 14 izing the same, the corporation which executed said  
 15 mortgage shall again exercise and possess, separately,  
 16 all its original powers, privileges and immunities, so  
 17 far as the protection of the interests of such mort-  
 18 gagees may require; and the said mortgagees shall  
 19 have all the rights and powers which they would have  
 20 possessed had this act not been passed, and shall be  
 21 entitled to take immediate possession of all the real  
 22 estate and fixtures on that part of the line covered by  
 23 their mortgages, respectively, owned or used for the  
 24 purpose of working such road, by such new corpora-  
 25 tion, and to use the same, so long as they shall right-  
 26 fully retain possession of the road; *provided, however,*

27 that on the full performance of the condition of such  
28 mortgage, for the breach of which such entry shall  
29 have been made, prior to the foreclosure thereof, such  
30 new corporation may resume possession of such mort-  
31 gaged premises, and the exercise and enjoyment of  
32 all the powers and rights which it possessed before  
33 such breach of condition.

SECT. 8. In case the Penobscot and Kennebec rail-  
2 road company shall become one of the consolidated  
3 corporations, and until all the conditions of its several  
4 mortgages to the city of Bangor shall be fully per-  
5 formed, the city of Bangor shall have the same power  
6 to appoint one of the directors of such new corpo-  
7 ration, and in the same manner, that it now has to  
8 appoint one of the directors of the Penobscot and  
9 Kennebec railroad company by the terms of the tenth  
10 section of the act of March first, A. D. 1854, author-  
11 izing it to loan its credit to said company, and shall  
12 have a lien, which shall take precedence of all other  
13 liens, to the amount of seventy-five thousand dollars,  
14 on the cars, engines and other equipments of such  
15 new corporation, and the right, on breach of the  
16 conditions of any of said mortgages, to take so many,  
17 and such, of said cars, engines and other articles of

18 equipment as will, at the appraisal of three disinter-  
 19 ested and competent men, be of that value, and to use  
 20 the same until said conditions shall be complied with.

SECT. 9. Any railroad constructed under the laws  
 2 of this state, is hereby authorized to connect with or  
 3 cross the railroad or railroads of any company to be  
 4 formed under this act, and in case of such connection  
 5 or crossing, all such arrangements shall be made and  
 6 allowed by the respective companies owning or ope-  
 7 rating the connecting or crossing roads, and by such  
 8 consolidated company, as shall best promote the public  
 9 convenience, and the mutual interest of the roads,  
 10 and as shall give to persons at any station on the Pe-  
 11 nobscot and Kennebec, or the Somerset and Kennebec  
 12 railroads, and at and beyond Portland, the right to  
 13 a through passage from Portland to any station on the  
 14 Penobscot and Kennebec, or the Somerset and Ken-  
 15 nebec railroads, and to Portland and beyond from any  
 16 station on the Penobscot and Kennebec, or the Som-  
 17 erset and Kennebec railroads, at the same rates of  
 18 fare, from time to time, as may be required for such  
 19 a passage on the road of the consolidated company,  
 20 whether such person shall travel upon the road of the  
 21 consolidated company, or the roads of the Kennebec

22 and Portland, and Somerset and Kennebec compa-  
23 nies, so long as those companies shall convey passen-  
24 gers on their roads between Portland, and the Penob-  
25 scot and Kennebec, and Somerset and Kennebec  
26 roads on like terms, and give to all passengers their  
27 choice of routes at same rates of fare, whether  
28 travelling between Portland and Kendall's Mills, on  
29 the road of the consolidated companies, or the roads  
30 of the Kennebec and Portland, and Somerset and  
31 Kennebec companies, *Provided, however,* that any  
32 railroad company claiming the benefit of this section,  
33 shall first accept the provisions thereof as a part of  
34 their charter, and make it binding upon them.

SECC. 10. Any corporation named in this act, and  
2 any corporation formed under it, and the Kennebec  
3 and Portland, and the Somerset and Kennebec rail-  
4 road corporations, or either of said corporations, are  
5 hereby authorized to let or lease their roads, fran-  
6 chises and property for hire, or to contract for the run-  
7 ning and managing the same with any individual or  
8 other railroad corporation for a term of years, and  
9 such lease or contract so made with such individual or  
10 corporation, shall be deemed valid and binding upon  
11 the parties entering into the same. *Provided, however,*

12 that, by reason of such lease or contract, the corpo-  
13 rations owning the road so leased, shall not be  
14 released from any of their corporate liabilities.

SECT. 11. This act shall take effect and be in force  
2 from and after its approval by the governor.

STATE OF MAINE.

---

IN SENATE, March 20, 1856.

ORDERED, That 700 copies of the foregoing bill, reported by the Joint Standing Committee on Railroads and Bridges, be printed for the use of the Legislature.

WM. G. CLARK, *Secretary.*