

# MAINE STATE LEGISLATURE

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DOCUMENTS

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THE LEGISLATURE

OF THE

STATE OF MAINE.

1860.

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SIEVENS & SAYWARD, PRINTERS TO THE STATE.

1860.

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# THIRTY-NINTH LEGISLATURE.

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HOUSE.

No. 21.

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## STATE OF MAINE.

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IN THE YEAR OF OUR LORD ONE THOUSAND EIGHT HUNDRED AND  
SIXTY.

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AN ACT to amend an act entitled “An act to authorize  
the consolidation of certain railroad corporations,” ap-  
proved April one, eighteen hundred and fifty-six.

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

SECTION 1. An act entitled “An act to authorize  
2 the consolidation of certain railroad corporations,”  
3 approved April one, A. D. eighteen hundred and fifty-  
4 six, is hereby amended, by striking out the ninth sec-  
5 tion thereof.

SECT. 2. This act shall take effect when approved.

# STATE OF MAINE.

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AN ACT to authorize the consolidation of certain railroad corporations.

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*Be it enacted by the Senate and House of Representatives 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 au-  
4 thorized at any time to consolidate such companies into  
5 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 said  
4 corporations, prescribing the terms and conditions  
5 thereof, the mode of carrying the same into effect, the  
6 name of the new corporation, the number of directors  
7 thereof, which shall not be less than five nor more than  
8 eleven, the time and place of holding the first election  
9 of directors, the amount of capital and the number of  
10 shares of the stock of the new corporation, the manner  
11 of converting the shares of capital stock in each of said  
12 corporations into the shares of such new corporation.

SECT. 3. Such agreement of the directors shall not  
2 be deemed to be the agreement of said corporation so  
3 proposing to consolidate, until after it has been sub-  
4 mitted to the stockholders of each of said corporations  
5 separately, at a legal meeting thereof, to be called by  
6 each corporation in accordance with its charter and  
7 by-laws, and has been sanctioned and approved by  
8 such stockholders, by a vote of at least a majority of  
9 the stock present at such meetings, respectively voting  
10 by ballot at such meetings in regard to said agreement  
11 either in person or by proxy, each share of such capital  
12 stock being entitled to one vote; and when such agree-  
13 ment of the directors has been sanctioned and approved  
14 by each of the meetings of the respective stockholders  
15 separately, after being submitted to such meetings in  
16 the manner above mentioned, then such agreement of  
17 the directors shall be deemed to be the agreement of  
18 the said several corporations; and a sworn copy of the  
19 proceedings of such meetings, made by the clerks  
20 thereof respectively, and attached to said agreement,  
21 shall be evidence of the holding, and of the action of  
22 such meeting in the premises.

SECT. 4. Upon the making of 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, and

5 immediately upon and after the first election of directors  
6 of said new corporation, the said corporations so making  
7 said agreement shall be consolidated and together con-  
8 stitute the new corporation provided for in said agree-  
9 ment, to be known by the corporation name therein  
10 mentioned ; and the details of said agreement shall be  
11 carried into effect as provided therein ; and such new  
12 corporation shall have all the powers, privileges and  
13 immunities possessed by each of the corporations so  
14 entering into said agreement, and be subject to all the  
15 legal obligations now resting on them respectively ;  
16 *provided, however,* that nothing in this act shall be  
17 construed as extinguishing said consolidated corpora-  
18 tions, or annulling their charters ; but they shall sev-  
19 erally be regarded as still subsisting, so far as their  
20 continuance for the purpose of upholding any right,  
21 title or interest, power, privilege or immunity, ever  
22 possessed, exercised or enjoyed by either of them, may  
23 be necessary for the protection of the creditors or mort-  
24 gagees of either of them, or of such new corporation ;  
25 the separate exercise of their respective powers, and  
26 the separate enjoyment of their respective privileges  
27 and immunities, being suspended, until the protection  
28 of such creditors or mortgagages shall require their re-  
29 sumption, when such suspension shall cease, so far and

30 for such time as the protection of such creditors or  
31 mortgagees may 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  
6 of property, real and personal and mixed, and things  
7 in action, thereunto belonging, shall be deemed to be  
8 transferred to, and vested in, such new corporation,  
9 without any other deed or transfer; and such new cor-  
10 poration, shall hold and enjoy the same, together with  
11 the rights of way, and all other rights of property,  
12 franchise and interest, in the same manner and to same  
13 extent as if the said several corporations, so consoli-  
14 dated, should have continued to retain the title and  
15 transact the business of such corporation; and the title  
16 and real estate, acquired by either of said corporations,  
17 shall not be deemed to revert or be impaired by means  
18 of such act of consolidation, or anything relating  
19 thereto; and all suits that either of said corporations,  
20 so consolidated, could have maintained, shall survive  
21 to, and may be brought in the name of said new cor-  
22 poration.

SECT. 6. The rights of creditors of any corporation  
2 that shall be consolidated, shall not in any manner be

3 impaired by any act of consolidation, nor shall any  
4 liability or obligation for the payment of any money  
5 now due, or hereafter to become due, to any individ-  
6 ual person or corporation, or any claim for damage for  
7 any act done, or neglect suffered by any such corpora-  
8 tion, be in any manner released or impaired; but such  
9 new corporation is declared to succeed to such obliga-  
10 tions and liabilities, and be held liable to pay and dis-  
11 charge all the debts and liabilities of each of the cor-  
12 porations that shall be so consolidated, whether on  
13 contract, or for misconduct and neglect, either to the  
14 state or to individuals, or to any municipal or other  
15 corporation; and it shall be liable to have an action  
16 brought against it, to enforce the payment of any  
17 money or damages, or the performance of any duty  
18 which any corporation, consolidated into such new cor-  
19 poration, was liable to pay or perform, in the same  
20 manner as if such new corporation had itself incurred  
21 the obligation or liability to pay such money or dam-  
22 ages, or perform such duty; and no suit, action, or  
23 other proceeding now pending before any court or tri-  
24 bunal, in which any railroad company that may be so  
25 consolidated, is a party, shall be deemed to have abated  
26 or discontinued, by reason of any such agreement of  
27 consolidation; but the same may be prosecuted to final  
28 judgment, in the same manner as if the said corpora-



29 tion had not entered into such agreement of consolida-  
30 tion; or the said new corporation may be substituted  
31 as a party in the place of any corporation of which it  
32 shall be composed, by order of the court in which such  
33 action, suit or proceeding may be pending, and with  
34 the consent of the other party.

SECT. 7. In the event of a failure of said new corpo-  
2 ration to perform any of the terms or conditions of any  
3 mortgage given by either of said consolidated corpora-  
4 tions, or the terms or conditions of any act of the leg-  
5 islature authorizing such mortgage, any notice to the  
6 officers, or stockholders, of either of such consolidated  
7 corporations, required by the terms of such mortgage  
8 or act, shall be given in the same manner, and with  
9 the same effect, to the like officers or stockholders of  
10 such new corporation; and in case the mortgagees  
11 therein named shall elect to take possession of the prop-  
12 erty mortgaged, or to foreclose such mortgage, as pro-  
13 vided therein, or in any act authorizing the same, the  
14 corporation which executed said mortgage shall again  
15 exercise and possess, separately, all its original pow-  
16 ers, privileges and immunities, so far as the protection  
17 of the interests of such mortgagees may require; and  
18 the said mortgagees shall have all the rights and pow-  
19 ers which they would have possessed had this act not  
20 been passed, and shall be entitled to take immediate

21 possession of all the real estate and fixtures on that  
22 part of the line covered by their mortgages, respect-  
23 ively, owned or used for the purpose of working such  
24 road, by such new corporation, and to use the same,  
25 so long as they shall rightfully retain possession of the  
26 road ; *provided, however*, that on the full performance  
27 of the condition of such mortgage, for the breach of  
28 which such entry shall have been made, prior to the  
29 foreclosure thereof, such new corporation may resume  
30 possession of such mortgaged premises, and the exer-  
31 cise and enjoyment of all the powers and rights which  
32 it possessed before 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 duly per-  
5 formed, the city of Bangor shall have the same power  
6 to appoint one of the directors of such new corporation,  
7 and in the same manner, that it now has to appoint  
8 one of the directors of the Penobscot and Kennebec  
9 Railroad Company, by the terms of the tenth section  
10 of the act of March first, in the year of our Lord one  
11 thousand eight hundred and fifty-four, authorizing it  
12 to loan its credit to said company ; and shall have a  
13 lien, which shall take precedence of all other liens  
14 hereafter arising, to the amount of seventy-five thou-

15 sand dollars, on the cars, engines and other equipments  
16 of such new corporation, and the right, on breach of  
17 the conditions of any of said mortgages, to take so  
18 many and such of said cars, engines and other articles  
19 of equipment as will, at the appraisal of three disin-  
20 terested and competent men, be of that value, and to  
21 use the same until said conditions shall be complied  
22 with.

SECT. 9. Any railroad constructed under the laws of  
2 this state, is hereby authorized to connect with or cross  
3 the railroad or railroads of any company to be formed  
4 under this act, and in case of such connection or cross-  
5 ing, all such arrangements shall be made and allowed  
6 by the respective companies owning or operating the  
7 connecting or crossing roads, and by such consolidated  
8 company, as shall best promote the public convenience,  
9 and the mutual interests of the roads, and as shall give  
10 to persons at any station on the Penobscot and Kenne-  
11 bec, or the Somerset and Kennebec railroads, and at  
12 and beyond Portland, a right to a through passage from  
13 Portland to any station on the Penobscot and Kennebec,  
14 or the Somerset and Kennebec railroads, and to Port-  
15 land and beyond from any station on the Penobscot and  
16 Kennebec, or the Somerset and Kennebec railroads, at  
17 the same rates of fare, from time to time, as may be re-

18 quired for such a passage on the road of the consolidated  
19 company, whether such person shall travel upon the  
20 road of the consolidated company, or the roads of the  
21 Kennebec and Portland, and Somerset and Kennebec  
22 companies, so long as those companies shall convey  
23 passengers on their roads between Portland, and the  
24 Penobscot and Kennebec, and Somerset and Kennebec  
25 roads on like terms, and give to all passengers their  
26 choice of routes at the same rates of fare, whether  
27 traveling between Portland and Kendall's Mills, on the  
28 road of the consolidated companies, or the roads of the  
29 Kennebec and Portland, and Somerset and Kennebec  
30 companies ; *provided, however*, that any railroad com-  
31 pany claiming the benefit of this section, shall first  
32 accept the provisions thereof as a part of their charter,  
33 and make it binding upon them.

SECT. 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 railroad  
4 corporations, or either of said corporations, are hereby  
5 authorized to let or lease their roads, franchises and  
6 property for hire, or to contract for the running and  
7 managing the same with any individual or other rail-  
8 road corporation for a term of years, and such lease or  
9 contract so made with such individual or corporation,

10 shall be deemed valid and binding upon the parties en-  
11 tering into the same; *provided, however*, that by rea-  
12 son of such lease or contract, the corporations owning  
13 the road so leased, shall not be released from any of  
14 their corporate liabilities.

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

[Approved April 1, 1856.]

STATE OF MAINE.

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HOUSE OF REPRESENTATIVES, }  
February 25, 1860. }

On motion of Mr. McCRILLIS of Bangor,

Laid on the table, and 350 copies ordered to be printed together  
with the act to which this is amendatory.

CHARLES A. MILLER, *Clerk.*