

MAINE STATE LEGISLATURE

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SEVENTY-FIFTH LEGISLATURE

SENATE

NO. 123

In Senate Feb. 22, 1911.

*Laid on table with Amendment A for printing, on motion of
Mr. Saples of Knox.*

W. C. HANSON, Secretary.

STATE OF MAINE

IN THE YEAR OF OUR LORD ONE THOUSAND NINE
HUNDRED AND ELEVEN.

AN ACT authorizing the merger of the Somerset Railway Com-
pany, Washington County Railway Company and Sebecook
& Moosehead Railroad Company with the Maine Central
Railroad Company.

Be it enacted by the People of the State of Maine, as follows:

Section 1. The Maine Central Railroad Company is author-
2 ized to merge the Somerset Railway Company, the Washing-
3 ton County Railway Company and the Sebecook & Moose-
4 head Railroad Company with and in said Maine Central
5 Railroad Company in the manner and on the terms and condi-
6 tions hereinafter stated.

Sect. 2. When the stockholders of the Maine Central Rail-
2 road Company, at a legal meeting called for that purpose,

3 by a two-thirds vote of its outstanding capital stock, shall
4 accept this act and vote to merge said Somerset Railway
5 Company, Washington County Railway Company and Se-
6 basticook & Moosehead Railroad Company with said Maine
7 Central Railroad Company, and the stockholders of said
8 Somerset Railway Company, Washington County Railway
9 Company and Sebasticook & Moosehead Railroad Company,
10 at legal meetings called for the purpose, shall by a two-
11 thirds vote of the outstanding capital stock of each of said
12 corporations, accept this act and vote to merge each of said
13 corporations with said Maine Central Railroad Company,
14 and a copy of all of such votes certified by the clerks of the
15 respective corporations shall be filed within thirty days af-
16 ter the passage of the same, in the office of the Secretary of
17 State, said merger shall take effect, and all the property
18 rights, privileges, immunities and franchises of said Som-
19 erset Railway Company, Washington County Railway Com-
20 pany and Sebasticook & Moosehead Railroad Company shall
21 be transferred to and vest and merge in said Maine Central
22 Railroad Company, without any other deed, conveyance or
23 transfer; and the said Maine Central Railroad Company
24 shall thereafter have, hold, possess, exercise and enjoy all
25 the locations, powers, privileges, rights, immunities, fran-
26 chises, property and assets which at the time of such trans-
27 fer and merger shall be had, held, possessed or enjoyed by
28 the said Somerset Railway Company, Washington County

29 Railway Company and Seabastick & Moosehead Railroad
30 Company, or either of them, subject however to the out-
31 standing bonds and other indebtedness of either of said
32 merged railroad companies existing at the time of such
33 merger, which said Maine Central Railroad Company shall
34 assume and pay; and said Maine Central Railroad Company
35 shall also be subject to all of the duties, restrictions and
36 liabilities to which said Somerset Railway Company, Wash-
37 ington County Railway Company and Seabastick & Moose-
38 head Railroad Company, or either of them, shall then be
39 subject by reason of any charter, contract, or general or spe-
40 cial law, or otherwise; and the capital stock of said Somer-
41 set Railway Company, Washington County Railway Com-
42 pany and Seabastick & Moosehead Railroad Company
43 owned by said Maine Central Railroad Company shall be
44 cancelled upon the completion of said merger as provided
45 under the terms of this act, except as hereinafter provided:

Said merged corporations shall severally be regarded as
47 subsisting so far as may be necessary for the protection of
48 creditors or mortgagees and for the purpose of giving any
49 deeds, assignments, transfers or conveyances which may be
50 necessary or advisable to confirm and complete the title of
51 the Maine Central Railroad Company to all the property,
52 rights and franchises merged in it under the provisions of
53 this act; and ten shares of the capital stock of each of said
54 merged corporations shall be retained by said Maine Cen-
55 tral Railroad Company, without cancellation, for a sufficient

56 length of time to carry out the foregoing purposes.

The said Maine Central Railroad Company shall pay for all
58 of the stock issued and outstanding in either of said corpo-
59 rations not owned by it, to the holders thereof, a just and
60 reasonable value for said stock, and in case said stockhold-
61 ers, or any of them, shall fail to agree with said Maine Cen-
62 tral Railroad Company upon such just and reasonable value,
63 the same shall be determined by any judge of the Supreme
64 Judicial Court upon petition presented to him by any of such
65 stockholders or the Maine Central Railroad Company within
66 sixty days after said merger takes effect, and upon notice
67 and hearing. Upon the payment of the amount so deter-
68 mined each stockholder shall transfer to said Maine Central
69 Railroad Company the stock held by him, under such order
70 and upon such terms as such judge shall order in his award
71 upon said petition.

Sect. 3. All proceedings, suits at law or in equity, which
2 may be pending at the time of such transfer and merger to
3 which the said Somerset Railway Company, said Washing-
4 ton County Railway Company or said Sebacicook & Moose-
5 head Railroad Company may be a party, may be prosecuted
6 or defended by said Maine Central Railroad Company in
7 like manner and with like effect as if such merger had not
8 been made. All claims, contracts, rights and causes of ac-
9 tion of or against said Somerset Railway Company, said
10 Washington County Railway Company or said Sebacicook
11 & Moosehead Railroad Company, or either of them, at law

12 or in equity, may, after such transfer and merger, be en-
13 forced by an action begun or prosecuted by or against said
14 Maine Central Railroad Company, and all the duties im-
15 posed by law or contract on said merged companies shall be-
16 come duties of the merging corporation, the said Maine Cen-
17 tral Railroad Company.

Sect. 4. The capital stock of the Maine Central Railroad
2 Company is hereby authorized to be such amount as may be
3 fixed from time to time by the stockholders as necessary or
4 convenient for carrying on its business and performing its
5 duties, but in no event shall any such capital stock be issued
6 for less than par in cash paid into the treasury of the com-
7 pany, or in property certified by the Railroad Commission-
8 ers as of a value at least equal to the par value of the stock
9 issued therefor, or in exchange at par for the stocks of other
10 companies purchased under the provisions of this act and
11 to an amount not exceeding the authorized and outstanding
12 capital stock of such companies so purchased.

Sect. 5. After said merger, all the rights, powers, priv-
2 ileges and franchises of each of said merged corporations
3 mentioned in the first section hereof, shall at all times be
4 held, and may at any time be enjoyed and exercised by the
5 Maine Central Railroad Company, for any of its purposes,
6 whether original or resulting from said merger, and with
7 relation to any of its railroads or business as if directly and
8 expressly granted to it by the legislature in the same terms
9 in its own charter, and all of said rights, powers, privileges

10 and franchises of each of said merged corporations are
11 hereby granted to the Maine Central Railroad Company to
12 be held, enjoyed and exercised by said corporation in addi-
13 tion to all rights, powers, privileges and franchises now held
14 by it without suffering qualification or abatement by con-
15 struction because of its also holding, by grant, purchase or
16 merger, other rights, powers, privileges, or franchises of a
17 more limited, qualified or conditional character.

Sect. 6. When the merger hereinbefore provided for shall
2 take effect the contract between the Somerset Railway Com-
3 pany and the State made in pursuance of the authority con-
4 tained in section sixteen of chapter one hundred and fifty-
5 nine of the Private and Special laws of the year one thou-
6 sand nine hundred and three, which contract is dated No-
7 vember twentieth, nineteen hundred and five, and the con-
8 tract between the Washington County Railway Company
9 and the State made in pursuance of the authority contained
10 in section three of chapter ninety of the Private and Special
11 Laws of the year one thousand eight hundred and ninety-
12 five, which contract is dated April sixteenth, eighteen hun-
13 dred ninety-six, shall both be terminated and of no further
14 effect.

SENATE AMENDMENT A TO SENATE DOC. NO. 22.

Amend Section 5, Senate Document No. 22, after the word
2 “character” in the seventeenth line, by adding the following
3 words: ‘provided, however, that the consent of the state to
4 this merger is granted upon the condition precedent, that
5 upon said railway lines included in this merger and located
6 within the boundaries of the State of Maine there shall, af-
7 ter said merger is concluded and perfected, be charged no
8 greater passenger rates or tariff than two cents per mile
9 when mileage books are sold; and any mileage book sold
10 on one of the within named roads shall be good on any other
11 line included in the merger; until said rates shall be increased
12 by consent of the legislature or under the provisions of any
13 general law now or hereafter applicable thereto,’ so that said
14 section 5, as amended, shall read as follows:

‘Sect. 5. After said merger, all the rights, powers, priv-
16 ileges and franchises of each of said merged corporations
17 mentioned in the first section hereof, shall at all times be held
18 and may at any time be enjoyed and exercised by the Maine
19 Central Railroad Company for any of its purposes, whether
20 original or resulting from said merger, and with relation to
21 any of its railroads or business as if directly and expressly
22 granted to it by the legislature in the same terms as in its
23 own charter, and all of said rights, powers, privileges and
24 franchises of each of said merged corporations are hereby
25 granted to the Maine Central Railroad Company to be held,

26 enjoyed and exercised by said corporation in addition to all
27 rights, powers, privileges and franchises now held by it
28 without suffering qualification or abatement by construction
29 because of its also holding, by grant, purchase or merger,
30 other rights, powers, privileges, or franchises of a more lim-
31 ited, qualified or conditional character. Provided, how-
32 ever that the consent of the state to this merger is granted
33 upon the condition precedent, that upon said railway lines
34 included in this merger and located within the boundaries
35 of the State of Maine there shall, after said merger is con-
36 cluded and perfected, be charged no greater passenger rates
37 or tariff than two cents per mile when mileage books are
38 sold; and any mileage book sold on one of the within named
39 roads shall be good on any other line included in the merger;
40 until said rates shall be increased by consent of the legisla-
41 ture or under the provisions of any general law now or here-
42 after applicable thereto.'