

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)

SEVENTY-SEVENTH LEGISLATURE

SENATE

NO. 397

In Senate, March 19, 1915.

Presented by Sen. Swift of Kennebec and on motion by same Senator laid on the table for printing, pending reference to a committee.

W. E. LAWRY, Secretary.

STATE OF MAINE

IN THE YEAR OF OUR LORD ONE THOUSAND NINE
HUNDRED AND FIFTEEN

AN ACT to Provide for a Reorganization or Consolidation of
the Railroad Companies Constituting the Boston and Maine
Railroad System.

Whereas, it is claimed that it is necessary for the Boston and Maine Railroad to reorganize or consolidate in accordance with the provisions hereinafter contained, and whereas, if such reorganization or consolidation is to be effective, it is imperative that authority therefor be immediately given, and whereas, in the opinion of this Legislature, these facts constitute this Act an emergency measure which is immediately necessary for the preservation of the public peace, health or safety, now, therefore,

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

Section 1. The Boston and Maine Railroad is hereby authorized, subject to the provisions hereinafter contained, to buy the property and franchises or the whole or any part of the capital stock of or to consolidate with any or all of the railroad corporations (hereinafter referred to as subsidiary companies) whose roads, whether in or outside of the state, are leased to or operated by it as a part of its system of railroads, or of which it owns a majority of its capital stock, and such subsidiary companies are hereby authorized to sell their properties and franchises, subject to all existing debts, liabilities and obligations to, or consolidate with the Boston and Maine Railroad and to receive payment therefor in money or in stocks or bonds of said Railroad and to distribute the same, or any part thereof, among their stockholders in exchange for their present holdings of stock; but no such purchase and sale of the property and franchises of or consolidation with any subsidiary company shall be valid or binding until its terms have been agreed to by a majority of the directors, and have been approved, at meetings properly notified and called for the purpose, by a vote of two-thirds in interest of the stockholders of each of the contracting corporations. In case the Boston and Maine Railroad shall, under authority of this act, purchase the property and franchises of or consolidate with any subsidiary company, all rights or claims of either the Boston

26 and Maine Railroad or of the subsidiary company against
27 the other, arising out of any existing lease or operating con-
28 tract, shall be deemed to be satisfied and extinguished by
29 the said purchase and sale or the said consolidation, and
30 the Boston & Maine Railroad shall have the powers and
31 privileges and shall become subject to and be held to pay
32 all of the debts and to perform all the duties and obligations
33 of the said subsidiary company; provided, however, that the
34 Boston and Maine Railroad may, subject to the provisions
35 of the general law, and with the approval of the Public
36 Utilities Commission, but not otherwise, issue additional
37 stock or bonds, or both, to provide means for paying for
38 permanent additions to or improvements of the property of
39 such subsidiary company made prior to the said purchase
40 and sale or consolidation and for which said Boston and
41 Maine Railroad shall not have issued stock or bonds and
42 shall not have been reimbursed by said company; and pro-
43 vided, further, that this act shall not be construed as author-
44 izing the Boston and Maine Railroad to exercise in this
45 State any powers or privileges not specifically granted by
46 the laws of Maine. Any debts or other obligations of other
47 corporations assumed by the Boston and Maine Railroad
48 under authority of this act shall constitute a direct liability
49 of said Railroad to the holders of such debts and obligations
50 which may be enforced by direct action by such holders
51 against said Railroad. No stocks purchased under author-

52 ity of this Act shall thereafter be sold, transferred or
53 pledged. Each certificate so held shall be stamped by or
54 under the direction of the treasurer of the Boston and
55 Maine Railroad "non-transferable."

Sect. 2. The Boston and Maine Railroad may, by a vote
2 of two-thirds in interest of its stockholders and for the pur-
3 poses of such purchases, exchanges or consolidations, issue
4 new preferred stock which may be preferred as to dividends
5 or in liquidation, or both, over its present preferred stock,
6 and may issue common stock and increase the issue of its
7 present preferred stock, provided, however, that no such
8 stocks shall be issued until said Railroad has first obtained
9 from the Public Utilities Commission, after notice and a
10 public hearing, a certificate that the proposed issues are law-
11 ful under the limitations of section three and other provi-
12 sions of this act. Such new preferred stock may be divided
13 into different classes bearing different rates of dividend
14 and having different orders of preference and voting pow-
15 ers and may be preferred both as to dividends and in liqui-
16 dation. All stock so issued under the authority of this act
17 shall be deemed fully paid for all purposes under the gen-
18 eral railroad law. Said Boston and Maine Railroad may
19 also, for such purchases, exchanges or consolidations, issue
20 bonds subject to the limitations of Chapter 129, Public
21 Laws of Maine for the year nineteen hundred and thirteen,
22 or any acts in addition thereto or amendment thereof, but

23 no such issue shall be made without the approval of the
24 Public Utilities Commission obtained upon proceedings sub-
25 stantially in accordance with said chapter. The application
26 for such approval shall set forth specifically the purpose
27 for which such proposed bond issue is to be used; the de-
28 cision of the Public Utilities Commission upon such appli-
29 cation shall be in writing and shall assign the reasons there-
30 for; and any order of approval shall provide for the appli-
31 cation of such bonds or proceeds thereof to such particular
32 purposes as the Commission may certify to be consistent
33 with the public interest and in accordance with the pro-
34 visions of this act. Nothing in this act, however, shall be
35 construed as requiring the approval by said commission
36 of the separate contracts made with any subsidiary com-
37 panies for the purchase and sale of property and franchises
38 or for consolidation or with individual stockholders for the
39 purchase of their securities; but no such contract shall be
40 valid or binding and no payment or obligation shall be made
41 or incurred thereunder until the Boston and Maine Rail-
42 road shall have secured from the Public Utilities Commis-
43 sion authority to issue stock or bonds to provide for the
44 carrying out of the terms of such contract.

Sect. 3. The aggregate par value of stocks and bonds of
2 the Boston and Maine Railroad used or contracted to be
3 used in making such purchases, exchanges or consolida-
4 tions, shall not exceed the aggregate par value of any stocks

5 of subsidiary companies directly purchased plus the aggregate
6 par value of the stocks other than those directly purchased
7 of all subsidiary companies whose franchises and properties
8 are purchased by or which are consolidated with said railroad,
9 but excluding any stocks which are owned or held by any of
10 such companies or by said railroad for which such companies
11 or said railroad have issued stock or bonds or incurred debt;
12 nor shall the Boston and Maine Railroad, for the purpose of
13 purchasing stock of any subsidiary company, issue stock or
14 bonds or both which will result in a greater annual payment
15 for dividends and interest upon such securities (reckoning
16 dividends upon all common stock used for such purpose at
17 the rate of four per cent. per annum) than the total amount
18 paid in dividends, during the year ended June 30, 1914,
19 upon the stock so purchased; nor shall said Boston and
20 Maine Railroad, for the purpose of purchasing the property
21 and franchises of or consolidating with any subsidiary
22 company issue securities which will result in a greater
23 aggregate annual payment for dividends and interest upon
24 the securities so issued (reckoning dividends upon all
25 common stock used for such purpose at the rate of four per
26 cent per annum) than the total amount paid in dividends
27 upon the stock of such subsidiary company in the year
28 ended June 30, 1914. In the case of the Suncook Valley
29 Railroad, however, the lease to the Concord Railroad and the
30 Manchester and Lawrence Railroad, executed March 11, 1870,
31 shall, for the purpose of limiting said

32 aggregate annual payment, be considered as if still unex-
33 pired. Nothing in this section shall prevent the issuing by
34 said Boston and Maine Railroad, in accordance with the
35 provisions of the general law, subject to the approval of
36 the Public Utilities Commission, of any such stock, bonds
37 or other securities as may be reasonably requisite for the
38 purpose of paying, funding or refunding any debts or obli-
39 gations which it may assume under the authority of this act.

Sect. 4. The Boston and Maine Railroad and any sub-
2 sidiary company may modify or renew any existing con-
3 tract for the lease or operation of the road of such sub-
4 sidiary company by said railroad or make a new contract
5 by which said railroad shall perform all the transportation
6 upon and over such road, provided, however, that no such
7 new contract or modification or renewal of existing con-
8 tract shall be valid or binding until the terms thereof shall
9 have been agreed to by a majority of the directors and have
10 been approved, at meetings called for the purpose, by a
11 vote of two-thirds in interest of the stockholders of each
12 of the contracting corporations, and by the Public Utilities
13 Commission, after notice and a public hearing as consistent
14 with the public interest.

Sect. 5. If any subsidiary company is a corporation or-
2 ganized under the laws of the state of Vermont, the state
3 of New York or the Dominion of Canada, the Boston and
4 Maine Railroad is also hereby authorized to purchase the
5 property and franchises of or to consolidate with such cor-

6 poration, and to make contracts in regard to the property
7 of the same, in such manner in each case as the laws of the
8 state or country of such corporation may authorize or pre-
9 scribe, and in reference to such transactions shall have all
10 the powers and privileges conferred upon it by the laws of
11 the state or country of such corporation; provided, however,
12 that no such contract shall be valid until, after notice and
13 a public hearing, the same shall have been approved, as
14 consistent with the public interest and substantially in ac-
15 cordance with the general purposes and limitations of this
16 act by the Public Utilities Commission.

Sect. 6. The Boston and Maine Railroad may issue stocks
2 or bonds, or both, subject to the provisions of chapter one
3 hundred twenty-nine of the acts of the year nineteen hun-
4 dred and thirteen, or any acts in addition thereto or in
5 amendment thereof, and with the approval of the Public
6 Utilities Commission, but not otherwise, for the purpose
7 of paying or funding any floating debt, existing at the time
8 when this act takes effect or which it may assume under
9 the provisions of this act in connection with the purchase
10 of the property and franchises of or consolidation with any
11 subsidiary company, which said debt shall be deemed prop-
12 erly capitalizable; but the Public Utilities Commission shall,
13 in any order approving any issue of stocks or bonds for
14 such purpose, provide for the gradual amortization of the
15 deficit of the Boston and Maine Railroad as the same shall
16 be on June 30, 1915, out of income in preference to divi-

17 dends upon common stock, in such annual payments begin-
18 ning at such date as the Commission may order, and said
19 annual payments may be made cumulative.

Sect. 7. Except as herein specifically provided said Bos-
2 ton and Maine Railroad shall be and remain subject to all
3 provisions of the general railroad law. The special powers
4 granted said railroad under the first six sections shall end
5 in one year from the date when this act takes effect; pro-
6 vided, however, that the Public Utilities Commission, on
7 application of said railroad, may extend the operation of
8 said sections for a further period not exceeding one year,
9 if such commission finds it probable that within such ex-
10 tended time a reorganization of the Boston and Maine Rail-
11 road system consistent with the public interest may be ef-
12 fected. If and when a charter for a new corporation is
13 issued in accordance with the subsequent provisions of this
14 act, said first six sections shall not thereafter authorize any
15 further action thereunder by the Boston and Maine Rail-
16 road.

Sect. 8. If the directors of the Boston and Maine Rail-
2 road shall hereafter deem it impracticable to reorganize
3 said Boston and Maine Railroad system under the fore-
4 going provisions of this act, they may, by vote, declare
5 that a new corporation is necessary in the public interest
6 to purchase or take over the property and franchises of the
7 Boston and Maine Railroad either before or after a sale
8 or other disposition of it under order of any court and to

9 obtain for reorganization or consolidation with said prop-
10 erty and franchises the properties and franchises of some
11 or all of the subsidiary companies, and may designate cer-
12 tain named persons, not less than fifteen in number, at least
13 one of whom shall be a citizen of New Hampshire, one of
14 Maine and one of Massachusetts, (including, if thought
15 desirable, any of said directors) to be the organizers of
16 such new corporation.

Sect. 9. Such designated organizers shall thereupon file
2 in the office of the secretary of state a written agreement
3 of association which shall set forth:

(a) That the subscribers associate themselves with the
5 intention of forming a railroad corporation to be named
6 the Boston and Maine Railroad Company (hereinafter re-
7 ferred to as the new corporation).

(b) A brief description of the property of the Boston
9 and Maine Railroad (hereinafter referred to as the old cor-
10 poration) and of its subsidiary companies proposed to be
11 acquired.

(c) If a sale of the property and franchises of the Bos-
13 ton and Maine Railroad has been or is expected to be made
14 under order of a court, the name of the court and, so far
15 as practicable, the terms of such sale.

(d) The amount of the proposed capital stock of the
17 new corporation, which, except as hereinafter provided,
18 may equal but shall not exceed the amount of the outstand-

19 ing capital stock of the Boston and Maine Railroad.

(e) The par value of the shares, which shall be one hun-
21 dred dollars.

(f) The names and residences of at least five subscribers,
23 one of whom shall be a resident of Maine, who shall act as
24 directors until others are chosen and qualified in their stead.

The directors shall appoint a clerk and treasurer who shall
26 hold their respective offices until a clerk and treasurer of
27 the new corporation are chosen and qualified in their stead,
28 and said directors may fill any vacancy in their board or in
29 the office of clerk or treasurer before the organization of
30 the new corporation.

Sect. 10. When it is shown to the satisfaction of the
2 Public Utilities Commission that the requirements of this
3 act preliminary to the incorporation of such new railroad
4 corporation have been complied with, and that the sub-
5 scribers intend in good faith to obtain for such new cor-
6 poration the railroad properties described in such agree-
7 ment of association, they shall make certificate to that effect,
8 which certificate shall thereupon be duly filed by the di-
9 rectors in the office of the secretary of state, who shall
10 receive and preserve the same in form convenient for refer-
11 ence and open to public inspection and shall thereupon issue
12 a certificate of incorporation substantially in the form pre-
13 scribed by the statutes of this state except that in stating
14 the purpose of the corporation the word 'purchasing' shal

15 be inserted before the words "building and operating." Such
16 certificate, duly signed and sealed, shall have the force and
17 effect of a special charter. Further proceedings for the
18 organization of said corporation shall be in accordance with
19 the provisions of the revised statutes and said corporation
20 shall have all the powers and privileges and be subject to
21 all the restrictions and limitations of the general law except
22 as herein otherwise expressly provided.

If a statute like this in its substantive features, authorizing
24 the organization of a corporation of the same name and for
25 the same purpose and with the same general powers is en-
26 acted in the states of New Hampshire and Massachusetts,
27 or either of them, and if an agreement of association of
28 the same purport as that entered into under this act is signed
29 and filed by the same persons, and if similar or analogous
30 proceedings are had thereon in one or both of said states,
31 under the requirements similar or analogous to the fore-
32 going provisions of the general law of Maine, then said
33 corporation may be organized at a meeting held in either
34 of the states where the certificate of incorporation is filed.

Upon the organization of this corporation as above pro-
36 vided, and the organization with it, by joint proceedings,
37 at the same time and place, of the corporations established
38 in like manner with the same name under a like statute of
39 one or both of these two states, this corporation and the
40 other corporation or corporations shall be deemed to be one
41 corporation for general purposes, existing in each of the

42 states, whose business shall be conducted by one board of
43 directors, in which each state shall be represented by the
44 membership of at least one of its citizens, and whose cor-
45 porate property in the different states shall be held for and
46 controlled by the same stockholders. Subsequent meetings
47 of the corporation may be held and its records may be kept
48 in either of the three states.

Sect. 11. As soon as may be after the organization of
2 said new corporation its directors shall prepare and sub-
3 mit to the Public Utilities Commission a plan for the pur-
4 chase of the property and franchises of the old corporation
5 and for the reorganization and consolidation of some or all
6 of the properties embraced in the Boston and Maine Rail-
7 road system. Such plan shall be in as complete a form
8 as is practicable; shall definitely state the terms or pro-
9 posed terms of the purchase by said new corporation of
10 the property and franchises of the old corporation, includ-
11 ing the specific rights proposed to be given to the stock-
12 holders of said old corporation to subscribe for and to take
13 stock in said new corporation; and shall also definitely state
14 with respect to each subsidiary company and the stock-
15 holders thereof the terms of any contract made or offered
16 to be made by said new corporation with such company or
17 for the purchase or exchange of shares of stock with the
18 stockholders of such company. Contracts contingent upon
19 the approval by the Public Utilities Commission as herein-
20 after provided, with some or all of the corporations or the

21 stockholders thereof affected by such plan, may, but need
22 not, accompany such plan on its filing. But no such con-
23 tract shall be valid until such plan has been approved as
24 hereinafter provided and such contract shall have been found
25 to be in conformity with such approved plan. After notice
26 and public hearing, said Public Utilities Commission shall
27 approve said plan; provided the Commission finds the same
28 is in conformity with law, and that there is reasonable
29 ground to believe the plan or the substance thereof may be
30 made effective, unless, the Commission shall find that said
31 plan is unjust or inequitable to some subsidiary company
32 or other party in interest that shall, within such reasonable
33 time as may be limited by the Commission, file with the
34 Commission objections specifically setting forth grounds
35 upon which such plan is alleged to be unjust or inequitable
36 to such party in interest. The Commission shall proceed
37 in as summary and speedy fashion and is practicable to
38 determine whether said plan is in conformity to the law,
39 and whether the objections set forth as above provided are
40 valid. The Commission may approve or disapprove the
41 plan as a whole, or in part, or may approve the same cor-
42 ditionally upon the making and acceptance of certain des-
43 ignated modifications to meet objections made and sustained
44 in behalf of any such party in interest. In case of the dis-
45 approval of said plan, a new or amended plan may be filed
46 within such time as the Commission may limit. The plan
47 after filing may be permitted to be amended by the Com-

48 mission. Additional and supplementary plans for such re-
49 organization may be submitted and approved or disapproved
50 from time to time on like procedure.

Sect. 12. Subject to the limitations and provisions of this
2 act said new corporation is hereby authorized to buy the
3 property and franchises of the old corporation, and said
4 old corporation is hereby authorized to sell its property
5 and franchises to such new corporation upon such terms
6 and conditions as may be specified in said approved plan
7 of reorganization. But no such purchase and sale shall be
8 valid and binding until its terms have been agreed to by a
9 majority of the directors and have been approved at a
10 meeting properly called for the purpose by a vote of two-
11 thirds in interest of the stockholders of the old corpora-
12 tion, nor until the Public Utilities Commission shall have
13 approved a plan of reorganization as provided in the pre-
14 ceding section and has certified that the terms of said pur-
15 chase and sale conform to such plan.

Upon such purchase and sale of the property and fran-
17 chises of the old corporation said new corporation may
18 issue amounts of preferred and common stock equal re-
19 spectively to the present outstanding preferred and common
20 stock of the old corporation, or may issue an amount of
21 common stock equal to the aggregate amount of outstand-
22 ing preferred and common stock. Any preferred stock is-
23 sued in lieu of the present outstanding preferred stock shall
24 bear no higher rate of dividend and shall have no greater

25 rights of preference than said present preferred stock.
26 Such preferred and common stock so issued shall be deemed
27 to be fully paid by the transfer to the new corporation of
28 the property and franchises of the old corporation, and
29 shall not thereafter be subject to any assessment by the
30 new corporation; but such stock of the new corporation
31 may be exchanged for stock of the old corporation upon
32 such terms and conditions as the plan of reorganization
33 approved by the Public Utilities Commission may provide;
34 but all stockholders of the old corporation shall have like
35 opportunity to exchange their present holdings of stock
36 for holdings of stock in the new corporation. Any right
37 of stockholders of the old corporation to exchange their
38 stock share for share for stock of the new corporation may
39 be made contingent upon the payment of a cash assessment
40 or a subscription payable in cash for additional stock which
41 the new corporation shall or may be authorized to issue.
42 It may also be provided that stockholders of the old cor-
43 poration who do not elect to pay such cash assessment, or
44 to subscribe and pay for such new stock, may be entitled
45 to receive a proportionally less amount, but in no instance
46 less than one-half, of their holdings of stock in the old
47 corporation. Any of the common and preferred stock (if
48 preferred stock shall be issued in lieu of the present pre-
49 ferred stock of the old corporation) in said new corpora-
50 tion not taken by the stockholders of the old corporation
51 within such reasonable time as may be limited in said ap-

52 proved plan of reorganization, may be disposed of in such
53 manner and on such terms as shall be set forth in such
54 plan or reorganization. The proceeds from such cash as-
55 sessment and from the sale of such common or preferred
56 stock, or both, as shall not be taken by the stockholders of
57 the old corporation in exchange as above provided, may
58 be applied by the new corporation as the directors may
59 determine and as may be set forth in such approved plan
60 of reorganization: in part payment of the purchase price
61 of the property and franchises of the old corporation, to
62 the payment of any of the indebtedness of the old corpo-
63 ration assumed by the new corporation, to the payment of
64 necessary underwriting commissions to persons, firms or
65 corporations that may provide or guarantee the amount of
66 cash which may be required under the terms of the plan of
67 reorganization, or may otherwise assume risks with refer-
68 ence to the performance of any or all contracts provided
69 for by such plan, or for any other lawful purposes of the
70 new corporation. But the proceeds of the sale of any
71 additional stock authorized shall be applied only to such
72 lawful purposes as may be designated in the order of the
73 Public Utilities Commission approving such issue and in
74 accordance with the provisions of the general law.

Sect. 13. Upon such purchase and sale said new corpo-
2 ration shall also succeed to the powers and privileges of
3 the Boston and Maine Railroad, shall become subject to
4 and be held to pay any outstanding funded or unfunded

5 debt of said railroad the payment of which is not provided
6 for as a part of the agreement of purchase and sale; shall
7 likewise become subject to all liabilities incurred by said
8 old corporation in connection with its business as a common
9 carrier, and shall be held to perform all the duties and obli-
10 gations of such old corporation with respect to the proper-
11 ties so purchased and sold. But said new corporation shall
12 not become subject to, nor be held to pay, any debts, obliga-
13 tions or liabilities of the old corporation except as expressly
14 provided in this act, or in some contract or agreement made
15 pursuant thereto. Said new corporation shall have the same
16 right to issue securities for the purpose of paying, funding
17 or refunding any floating indebtedness of the old corpora-
18 tion or of any subsidiary company whose indebtedness it
19 may assume in accordance with the provisions of this act as
20 is given to the old corporation under section 6 of this act;
21 but subject to approval by the Public Utilities Commission
22 and to the same provision as to amortization as is provided
23 in said section 6. Said new corporation shall also have the
24 same authority to purchase the property and franchises or
25 the whole or any part of the capital stock of, or to consoli-
26 date or make other contracts with, the subsidiary companies,
27 and said subsidiary companies shall have the same author-
28 ity to sell their properties and franchises to or to consolidate
29 or make other contracts with said new corporation as is
30 granted to the old corporation and to the subsidiary com-
31 panies respectively by the first five sections of this act and

32 subject to the same limitations and restrictions, provided,
33 however, that no such purchase and sale or consolidation or
34 other contract shall be valid and binding until the Public
35 Utilities Commission shall have approved the plan of reor-
36 ganization provided for in section 12 and has certified that
37 such contract conforms to such plan.

Sect. 14. If the new corporation does not purchase the
2 property and franchises of the Boston & Maine Railroad
3 within two years after the date of its certificate of incor-
4 poration, its corporate powers and existence shall cease.

Sect. 15. In case of the sale of the property and fran-
2 chises of the Boston and Maine Railroad or of any subsid-
3 iary company under order of court, said new corporation
4 is hereby authorized to purchase such property and fran-
5 chises; and except as otherwise required by such order of
6 court, the foregoing provisions, limitations and restrictions
7 as to the purchase of the property and franchises of said
8 Boston and Mane Railroad and the reorganization of its
9 system of railroads shall be applicable.

Sect. 16. In case of any purchase of the property and
2 franchises or consolidation of either the Boston and Maine
3 Railroad or of any subsidiary company under the provi-
4 sions of this act (unless such purchase be in accordance
5 with the provisions of some order of court), the rights of
6 any stockholders voting against such sale or consolidation
7 shall be determined as follows: At any time within three
8 months from the date of such purchase and sale or consol-

9 idation, but not thereafter, such stockholder may file a pe-
10 tition in the supreme judicial court, in term time or vaca-
11 tion, within and for the county in this State, where he re-
12 sides, setting forth the material facts, and asking that the
13 value of his shares may be determined. Thereupon, and
14 upon such notice to all parties concerned as it may deem
15 proper, the court shall pass an order requiring the certificate
16 or certificates evidencing such shares, duly endorsed, to be
17 deposited with the clerk of the court, and shall appoint a
18 commissioner to ascertain and report the value of the
19 shares. Report shall be made to the court as soon as is
20 practicable, and, after due notice to the parties in interest,
21 shall be confirmed by the court unless some error of law be
22 made to appear upon the face of the report, in which event
23 it shall be recommitted to the commissioner with such order
24 as the court may make, or unless either of the parties
25 to said proceedings shall claim a trial by jury, in which
26 latter event the court shall order the question of the value
27 of the shares to be tried and determined as speedily as may
28 be in said Supreme Judicial Court in the same manner in
29 which other cases are tried in that court. Any stockholder
30 voting against such sale and consolidation, who during said
31 three months' period above provided for is legally incapac-
32 itated from acting for himself and has no legal representa-
33 tive, may file such petition in the supreme judicial court
34 within ninety days after the removal of such incapacity by
35 the appointment of a legal representative or otherwise.

The purchasing or consolidated corporation shall be liable
37 for and shall pay all sums due and payable to all holders of
38 shares in the proceedings aforesaid including such interest,
39 cost and expenses as the court may order, and shall likewise
40 furnish such security for the said payment as the court may
41 order. Upon payment or tender or deposit with the clerk
42 of the court of the value of such shares fixed as aforesaid,
43 such shares and the certificate or certificates thereof shall
44 become the property of and be delivered to the purchasing
45 or consolidated company, whose right and title to receive
46 the same and to hold possession thereof may be enforced
47 by the court by any appropriate process; and the said pur-
48 chasing or consolidating company shall, upon payment or
49 tender or deposit, have the same right to hold and cancel or
50 otherwise use such shares as would have accrued to such
51 purchasing or consolidated company in case such shares
52 had been originally voted in favor of such purchase or con-
53 solidation.

Sect. 17. Wherever in this act application is required to
2 be made to the Public Utilities Commission for the author-
3 izing or approval of any act done or proposed to be done,
4 it shall be understood that said Public Utilities Commission
5 shall hold such joint hearings for the taking of evidence and
6 such conferences in regard to conclusions with the Public
7 Service Commission of Massachusetts and the Public Serv-
8 ice Commission of New Hampshire, or either of said Com-
9 missions, as it may deem necessary and expedient, provid-

10 ing similar or analogous action is authorized by similar or
11 analogous legislation in said states or either of them.

Sect. 18. Bonds and notes and any renewal or extension
2 of the same, which have been issued by any subsidiary com-
3 panies whose properties and franchises are purchased by
4 or which are consolidated with the Boston and Maine Rail-
5 road or with the new corporation under the provisions of
6 this act, and which are now a legal investment for Maine
7 savings banks or insurance companies, shall remain so until
8 January one in the year nineteen hundred and eighteen, or
9 longer if the investment is then permissible under the gen-
10 eral laws: and all bonds issued or assumed by the Boston
11 and Maine Railroad or by the new corporation shall be a
12 legal investment for Maine savings banks or insurance
13 companies, provided the said issuing or assuming company,
14 in the fiscal year previous to such investment, has paid divi-
15 dends upon its capital stock equal in the aggregate to four
16 per cent upon one-half of the sum of its bonded debt and
17 notes.

Sect. 19. Any director or other officer of the Boston and
2 Maine Railroad or of the Boston and Maine Railroad Com-
3 pany or of any subsidiary company who knowingly vio-
4 lates any of the provisions of this act shall be punished by
5 a fine not exceeding one thousand dollars or by imprison-
6 ment not exceeding one year or by both such fine and im-
7 prisonment.

Sect. 20. The Boston and Maine Railroad Company shall
2 not be required to pay any franchise tax under the provi-
3 sions of Chapter 47, Section 5 of the revised statutes and
4 acts additional thereto and amendatory thereof. But when-
5 ever application shall be made to the Public Utilities Com-
6 mission under the provisions of this act for the issuance of
7 any certificate, or for the approval of any act done or pro-
8 posed to be done, whether by the Boston & Maine Rail-
9 road or by the Boston & Maine Railroad Company, the
10 petitioner shall become liable to the State of Maine for all
11 expenses incurred by the commission in attending or hold-
12 ing hearings and conferences and in making investigations
13 preliminary to passing upon such application and in the
14 discharge of any other duties incident thereto, including
15 reasonable counsel fees, which items shall be taxed by the
16 commission in its report thereon as costs and certified by
17 the commission to the petitioner and the treasurer of this
18 State. If such sums so taxed are not paid into the State
19 Treasury within thirty days after such certification, the
20 State Treasurer is hereby given authority, and it shall be
21 his duty, to collect the same for and in the name of the
22 State of Maine, in an action of debt, jurisdiction being here-
23 by conferred upon the Supreme Judicial Court for that pur-
24 pose. Such costs when paid, in whatever manner collected,
25 shall become a part of and be added to the appropriation for
26 the use of the Public Utilities Commission and are hereby
27 appropriated for that purpose.