

# MAINE STATE LEGISLATURE

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ACTS AND RESOLVES

PASSED BY THE

THIRTY-FIFTH LEGISLATURE

OF THE

STATE OF MAINE,

A. D. 1856.

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Published by the Secretary of State, agreeably to Resolves of June 28, 1820, February 26, 1840,  
and March 16, 1842.  
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1856.

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PRIVATE AND SPECIAL LAWS

OF THE

STATE OF MAINE.

1856.

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An act to authorize the consolidation of certain railroad corporations.

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

The A. and K., and the P. and K. railroad companies authorized to consolidate.

SECT. 1. The Androscoggin and Kennebec, the Androscoggin, and the Penobscot and Kennebec Railroad Companies, or any two of them, are hereby authorized, at any time, to consolidate such companies into one corporation, in the manner following.

Directors of said corporations authorized to enter into certain agreements for that purpose.

SECT. 2. The directors of any two or more of said corporations, may enter into an agreement under their respective corporate seals, for the consolidation of the said corporations, prescribing the terms and conditions thereof, the mode of carrying the same into effect, the name of the new corporation, the number of directors thereof, which shall not be less than five nor more than eleven, the time and place of holding the first election of directors, the amount of capital, and the number of shares of the stock of the new corporation, the manner of converting the shares of capital stock in each of said corporations into the shares of such new corporation.

Agreement of directors not binding upon the corporations.

SECT. 3. Such agreement of the directors shall not be deemed to be the agreement of said corporation, so proposing to consolidate, until after it has been submitted to the stockholders of each of said corporations separately, at a legal meeting thereof, to be called by each corporation in accordance with its charter and by-laws, and has been sanctioned and approved by such stockholders, by the vote of at least a majority of the stock present at such meetings, respectively, voting by ballot at such meetings, in regard to said agreement, either in person or by proxy, each share of such capital stock being entitled to one vote; and when such agreement of the directors has been sanctioned and approved by each of the meetings of the respective stockholders separately, after being submitted to such meetings in the manner above mentioned, then such agreement of the directors shall be deemed to be the agreement of the said several corporations; and a sworn copy of the proceedings of such meetings, made by the clerks thereof respectively, and attached to said agreement, shall be evidence of the holding, and of the action of such meetings in the premises.

When such agreement shall be deemed the agreement of the corporations.

Evidence of meetings of the corporations.

When said corporations shall be deemed to constitute a new corporation.

SECT. 4. Upon the making the said agreement, mentioned in the preceding section, in the manner required therein, and filing a duplicate, or a counter part thereof, in the office of the secretary of state, and immediately upon and after the first

election of directors of said new corporation, the said corporations, so making said agreement, shall be consolidated, and together constitute the new corporation provided for in said agreement, to be known by the corporation name therein mentioned; and the details of such agreement shall be carried into effect as provided therein; and such new corporation shall have all the powers, privileges and immunities, possessed by each of the corporations so entering into said agreement, and be subject to all the legal obligations now resting on them respectively: *provided, however,* that nothing in this act shall be construed as extinguishing said consolidated corporations, or annulling their charters; but they shall severally be regarded as still subsisting, so far as their continuance for the purpose of upholding any right, title or interest, power, privilege or immunity, ever possessed, exercised or enjoyed, by either of them, may be necessary for the protection of the creditors or mortgagees of either of them, or of such new corporation; the separate exercise of their respective powers, and the separate enjoyment of their respective privileges and immunities, being suspended, until the protection of such creditors or mortgagees shall require their resumption, when such suspension shall cease, so far and for such time as the protection of such creditors or mortgagees may require.

Powers, &c., of such new corporation.

The rights of the creditors of the original corporations protected.

SECT. 5. Upon the election of the first board of directors of the said new corporation, created by the agreement of the several companies, all and singular, the rights, franchise and interest of the said several corporations, so consolidated, in and to every species of property, real, personal and mixed, and things in action, thereunto belonging, shall be deemed to be transferred to, and vested in, such new corporation, without any other deed or transfer; and such new corporation shall hold and enjoy the same, together with the rights of way, and all other rights of property, franchise and interest, in the same manner and to same extent as if the said several corporations, so consolidated, should have continued to retain the title and transact the business of such corporation; and the title and real estate, acquired by either of said corporations, shall not be deemed to revert or be impaired by means of such act of consolidation, or anything relating thereto; and all suits that either of said corporations, so consolidated, could have maintained, shall survive to, and may be brought in the name of said new corporation.

Transfer of the rights and franchise of the several corporations.

Title of real estate not impaired by consolidation.

Rights of actions of such corporations survive to new corporation.

## CHAP. 651.

Rights of creditors not impaired by act of consolidation.

Such new corporation shall succeed to the obligations and liabilities of the consolidated corporations.

Actions pending, not abated by acts of consolidation.

Notice required by terms of mortgage, given by either of said corporations. How given, in case of a failure of consolidated corporation to perform the conditions thereof.

SECT. 6. The rights of creditors of any corporation that shall be consolidated, shall not in any manner be impaired by any act of consolidation, nor shall any liability or obligation for the payment of any money now due, or hereafter to become due, to any individual person or corporation, or any claim for damage for any act done, or neglect suffered by any such corporation, be in any manner released or impaired; but such new corporation is declared to succeed to such obligations and liabilities, and be held liable to pay and discharge all the debts and liabilities of each of the corporations that shall be so consolidated, whether on contract, or for misconduct or neglect, either to the state or to individuals, or to any municipal or other corporation; and it shall be liable to have an action brought against it, to enforce the payment of any money or damages, or the performance of any duty which any corporation, consolidated into such new corporation, was liable to pay or perform, in the same manner as if such new corporation had itself incurred the obligation or liability to pay such money or damages, or perform such duty; and no suit, action, or other proceeding now pending before any court or tribunal, in which any railroad company that may be so consolidated, is a party, shall be deemed to have abated or discontinued, by reason of any such agreement of consolidation; but the same may be prosecuted to final judgment, in the same manner as if the said corporation had not entered into such agreement of consolidation; or the said new corporation may be substituted as a party in the place of any corporation of which it shall be composed, by order of the court in which such action, suit or proceeding may be pending, and with the consent of the other party.

SECT. 7. In the event of a failure of said new corporation to perform any of the terms or conditions of any mortgage given by either of said consolidated corporations, or the terms or conditions of any act of the legislature authorizing such mortgage, any notice to the officers, or stockholders, of either of such consolidated corporations, required by the terms of such mortgage or act, shall be given in the same manner, and with the same effect, to the like officers or stockholders of such new corporation; and in case the mortgagees therein named shall elect to take possession of the property mortgaged, or to foreclose such mortgage, as provided therein, or in any act authorizing the same, the corporation which executed said mortgage shall again exercise and possess, separately, all its original

powers, privileges and immunities, so far as the protection of the interests of such mortgagees may require; and the said mortgagees shall have all the rights and powers which they would have possessed had this act not been passed, and shall be entitled to take immediate possession of all the real estate and fixtures on that part of the line covered by their mortgages, respectively, owned or used for the purpose of working such road, by such new corporation, and to use the same, so long as they shall rightfully retain possession of the road; *provided, however,* that on the full performance of the condition of such mortgage, for the breach of which such entry shall have been made, prior to the foreclosure thereof, such new corporation may resume possession of such mortgaged premises, and the exercise and enjoyment of all the powers and rights which it possessed before such breach of condition.

Rights of mortgagees to possession, not affected by this act.

Proviso.

SECT. 8. In case the Penobscot and Kennebec Railroad Company shall become one of the consolidated corporations, and until all the conditions of its several mortgages to the city of Bangor shall be duly performed, the city of Bangor shall have the same power to appoint one of the directors of such new corporation, and in the same manner, that it now has to appoint one of the directors of the Penobscot and Kennebec Railroad Company by the terms of the tenth section of the act of March first, in the year of our Lord one thousand eight hundred and fifty-four, authorizing it to loan its credit to said company; and shall have a lien, which shall take precedence of all other liens hereafter arising, to the amount of seventy-five thousand dollars, on the cars, engines and other equipments of such new corporation, and the right, on breach of the conditions of any of said mortgages, to take so many and such of said cars, engines and other articles of equipment as will, at the appraisal of three disinterested and competent men, be of that value, and to use the same until said conditions shall be complied with.

Authority of the city of Bangor to appoint a director.

Lien on certain property of new corporation, for security of the city of Bangor.

SECT. 9. Any railroad constructed under the laws of this state, is hereby authorized to connect with or cross the railroad or railroads of any company to be formed under this act, and in case of such connection or crossing, all such arrangements shall be made and allowed by the respective companies owning or operating the connecting or crossing roads, and by such consolidated company, as shall best promote the public convenience and the mutual interests of the roads, and as shall give to persons at any station on the Penobscot and Kennebec, or the Somerset and Kennebec railroads, and at and beyond

The connection and crossing of any railroad with the railroads of any company formed under this act.

CHAP. 652. Portland, a right to a through passage from Portland to any station on the Penobscot and Kennebec, or the Somerset and Kennebec railroads, and to Portland and beyond from any station on the Penobscot and Kennebec, or the Somerset and Kennebec railroads, at the same rates of fare, from time to time, as may be required for such a passage on the road of the consolidated company, whether such person shall travel upon the road of the consolidated company, or the roads of the Kennebec and Portland, and Somerset and Kennebec companies, so long as those companies shall convey passengers on their roads between Portland, and the Penobscot and Kennebec, and Somerset and Kennebec roads on like terms, and give to all passengers their choice of routes at same rates of fare, whether traveling between Portland and Kendall's Mills, on the road of the consolidated companies, or the roads of the Kennebec and Portland, and Somerset and Kennebec companies; *provided, however,* that any railroad company claiming the benefit of this section, shall first accept the provisions thereof as a part of their charter, and make it binding upon them.

Certain railroad corporations authorized to lease their roads.

—or to contract for running the same.

Proviso.

SECT. 10. Any corporation named in this act, and any corporation formed under it, and the Kennebec and Portland, and the Somerset and Kennebec railroad corporations, or either of said corporations, are hereby authorized to let or lease their roads, franchises and property for hire, or to contract for the running and managing the same with any individual or other railroad corporation for a term of years, and such lease or contract so made with such individual or corporation, shall be deemed valid and binding upon the parties entering into the same; *provided, however,* that by reason of such lease or contract, the corporations owning the road so leased, shall not be released from any of their corporate liabilities.

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

[Approved April 1, 1856.]

## Chapter 652.

An act to incorporate the Richardson Wharf Company.

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

Corporators.

SECT. 1. Joshua Richardson, N. P. Richardson, Edward E. Upham, George F. Shepley, John W. Dana, N. O. Cram and