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**LEGISLATURE OF PENNSYLVANIA.**

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**FILE OF THE HOUSE OF REPRESENTATIVES.****No.****664****Session of  
1919.**

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**INTRODUCED BY MR. DAWSON, FEBRUARY 25, 1919.**

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**REFERRED TO COMMITTEE ON ELECTRIC RAILWAYS,  
FEBRUARY 26, 1919.**

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**AN ACT**

To authorize and empower any motor power company of this Commonwealth which shall own at least two-thirds of the capital stock of a turnpike company of this Commonwealth whose turnpike has been purchased by the Commonwealth and which has acquired the road property franchises powers privileges and immunities of a passenger railroad company which are operated under a lease by the turnpike company to the motor power company to acquire the road property franchises powers privileges and immunities of the turnpike company

1 Section 1 *Be it enacted by the Senate and House of Repre-*  
2 *sentatives of the Commonwealth of Pennsylvania in General Assembly*  
3 *met and it is hereby enacted by the authority of the same That*  
4 *it shall be lawful for any motor power company now*  
5 *or hereafter organized under any Act of Assembly of*  
6 *this Commonwealth owning at least two-thirds of the*  
7 *whole capital stock of a turnpike company whose turnpike*

1 has been purchased by the Commonwealth and which turn-  
2 pike company has acquired and owns the road property  
3 franchises powers privileges and immunities of a passenger  
4 railroad company and has leased the same to the motor  
5 power company to acquire by purchase and to thereafter  
6 be possessed of own hold exercise and enjoy all the road  
7 property franchise powers privileges and immunities then  
8 possessed owned held or exercised by said turnpike com-  
9 pany

10 Section 2 Such acquisition shall be affected in the  
11 manner and upon the conditions hereinafter stated to wit

12 First The companies shall pursuant to resolution duly  
13 adopted by the directors of each make and execute un-  
14 der their respective corporate seals duly attested an agree-  
ment providing for such acquisition and sale specifying all  
16 essential details terms stipulations and conditions thereof  
17 and particularly showing the number of outstanding shares  
18 of capital stock of the vendor company the amount fixed  
19 as the price or value per share thereof and the mode  
20 by which the respective holders shall receive payment for  
21 the same Provided no consideration or payment shall be  
22 received by the motor power company for stock of the  
23 turnpike company owned by it other than the acquisition  
24 by it of the road property franchises powers privileges  
25 and immunities of the turnpike company

26 Second Said agreement after due notice is given all  
27 directors of such company or companies shall be submitted  
28 for approval or disapproval to the stockholders of each  
29 company at separate meetings either annual or special duly

1 convened and if said agreement shall be approved by a  
2 majority of the stockholders of the acquiring company  
3 present at such meeting and nine-tenths of the outstand-  
4 ing stock of the vendor company then that fact shall be  
5 certified by the secretary of each company under its cor-  
6 porate seal and a copy of the agreement with said cer-  
7 tificates attached shall be filed in the office of the Secre-  
8 tary of the Commonwealth and immediately upon the fil-  
9 ing thereof all the road property franchises powers privi-  
10 leges immunities rights and credits owned possessed held  
11 used or otherwise exercised by the vendor company shall  
12 (subject however to full payment in the manner pre-  
13 scribed by said agreement of the stipulated price or value  
14 of the whole capital stock of said vendor company other  
15 than the capital stock owned by the acquiring company)  
16 become and be vested in the acquiring company subject  
17 to all the debts liabilities and duties of said vendor  
18 company and shall thereafter be possessed held used ex-  
19 ercised and enjoyed by said acquiring company as fully  
20 completely and absolutely in all respects as the same had  
21 been theretofore owned held exercised and enjoyed by said  
22 vendor company and said acquiring company may also with  
23 respect to the property so acquired have exercise and en-  
24 joy all the rights powers privileges and franchises which  
25 it has and may exercise respecting its other property Up-  
26 on the filing in the office of the Secretary of the Com-  
27 monwealth of said copy of agreement and attached certifi-  
28 cates as herein required the capital stock of said vendor  
29 company shall be wholly extinguished by payment in the

1 mode prescribed in said agreement of the stipulated price  
2 or value thereof to the holders of the capital stock  
3 thereof other than the acquiring company and all certifi-  
4 cates representative thereof shall be delivered to the ac-  
5 quiring company for immediate cancellation and all the  
6 road property franchises powers privileges and immunities  
7 of every kind acquired under said agreement shall there-  
8 after be represented by the capital stock of the acquir-  
9 ing company and thereupon the corporate existence of the  
10 said vendor company shall terminate

11 Section 3 That the copy of said agreement with said  
12 certificates attached filed in the office of the Secretary of  
13 the Commonwealth shall be evidence of the lawful holding  
14 of the meetings of stockholders of each company and of  
15 the due approval of the said agreement as required by  
16 this act as well as the precedent action of the direc-  
17 tors of each approving thereof If any stockholder or  
18 stockholders of the turnpike company whose road property  
19 franchises powers privileges immunities rights and credits  
20 are acquired under said agreement shall be dissatisfied  
21 with said acquisition and the terms and conditions thereof  
22 contained in said agreement then it shall and may be  
23 lawful for any such stockholder or stockholders within  
24 thirty days after the filing of said agreement in the of-  
25 fice of the Secretary of the Commonwealth to apply by  
26 petition to the court of common pleas of the county in  
27 which the chief office of the said last mentioned com-  
28 pany may be situated to appoint three disinterested per-  
29 sons to estimate and appraise the damage if any which

1 such stockholder or stockholders shall suffer or sustain by  
2 reason of the purchase and acquisition provided for by  
3 said agreement and whose award or that of a majority  
4 of them when confirmed by the said court shall be final  
5 and conclusive and the persons so appointed shall also  
6 appraise the share or shares of said stockholders in the  
7 said company without regard to any depreciation resulting  
8 from said purchase and acquisition and the said company  
9 may at its election either pay to the said holder the  
10 amount of damages so found or the value of the stock  
11 so ascertained and upon payment of the value of the  
12 stock as aforesaid the same shall be transferred to said  
13 acquiring company for surrender and cancellation

14 Section 4 That all acts or parts of acts inconsistent  
15 herewith are hereby repealed