

The Commonwealth of Massachusetts

MEMORANDUM OF COMMISSIONER OF CORPORATIONS AND TAXATION PURSUANT TO GENERAL LAWS, CHAPTER 3, SECTION 7, WITH RESPECT TO PETITION OF JEREMIAH J. SULLIVAN FOR LEGISLATION TO REVIVE THE CAMBRIDGE TRUCKING COMPANY.

DECEMBER 2, 1953.

To the Honorable Senate and House of Representatives.

The above-named petition was transmitted to me by the Clerk of the House of Representatives on December 1, 1953, with the request for consideration and recommendation.

Under the existing law it is impossible to revive this corporation which was dissolved by chapter 54 of the legislative Acts of 1936, and if revival is to be accomplished, special legislation must be resorted to.

An examination of my records indicates that under date of April 17, 1933, a corporation was organized under chapter 156 of the General Laws, under the name of Boston & Rochester, N. Y. Dispatch Co. On April 27, 1933, the name of this corporation was changed to Cambridge Trucking Company. (It is called to attention that on May 19, 1944, there was a corporation organized under chapter 156 of the General Laws under the name of Cambridge Trucking Company, Inc., which corporation is still active, and in the event that an attempt is made to revive a corporation or organize a corporation under the name of Cambridge Trucking Company, the one organized in 1944 would have the right to object to the use of the name, and a hearing would be

held by me to determine whether or not there was going to be any confusion in the minds of the persons who might be dealing with the corporation.)

The purposes of the Cambridge Trucking Company were as follows: —

To buy, sell automobiles and automobile equipment, and any and all other equipment necessary in conducting a general transportation business. To conduct a general transportation business both interstate and intra-state. To take, acquire, purchase, hold, own, rent, lease, sell, exchange, mortgage, improve, cultivate, develop and otherwise deal in and dispose of any and all property, real and personal of every description incidental or capable of being used in connection with the aforesaid business.

There appears to be nothing in the petition which merely seeks to revive the corporation, and adds "Special legislation is necessary to revive said corporation because of the lapse of time within which a dissolved corporation can be revived under general law." There is no reference whatsoever as to why there is now need of revival since its dissolution in 1936 and the present time.

Attention is respectfully directed to the attempt in the proposal submitted to free the corporation so revived from the provisions of paragraph (c) of chapter 159B of the General Laws, which reads as follows: —

(c) Any regular or irregular route common carrier who, during any period of not less than sixty consecutive days since the fifth day of June, nineteen hundred and forty-six, fails or has failed to render any part of the service authorized by his certificate except for the reason that the ways over which he must operate are impassable because of floods, condition of the highways or for other reasonable causes shall be deemed to have abandoned that part of the service authorized by his certificate, and if, after a hearing, the department finds that such carrier has so failed to render service in accordance with his certificate, and not for any reason set forth in the foregoing exceptions, his rights thereto to the extent of his failure to render service shall be forfeited and the department shall reissue his certificate subject to the resulting limitations.

In the revival of corporations by legislative enactment, it has been proven sound through the years to require the revived corporation to comply with all the provisions

of law, such as the filing of tax returns and the like, and if the corporation is revived as that which is proposed, then there is the obligation to file tax returns even though the statutory time for filing tax returns has expired.

It is my opinion that a corporation of this kind should be revived only for a specifically stated purpose so that there can be no misunderstanding as will develop if the corporation is revived as if they were starting anew as they might well do by the organization of a new corporation.

In my opinion this is not desirable legislation by virtue of the spread of time from dissolution in 1936 to the year 1953, unless there is specifically set forth in the revival the exact objective and with the revival only to cover the period necessary to have that objective accomplished.

Respectfully submitted,

WILLIAM A. SCHAN,
Commissioner of Corporations and Taxation.

By Mr. Coady of Cambridge, petition of Jeremiah J. Sullivan for legislation to revive the Cambridge Trucking Company. Mercantile Affairs.

The Commonwealth of Massachusetts

In the Year One Thousand Nine Hundred and Fifty-Four.

AN ACT REVIVING CAMBRIDGE TRUCKING COMPANY.

1 *Whereas*, The deferred operation of this act would
2 delay the corporation revived thereby in resuming the
3 exercise of its former corporate powers, therefore it is
4 hereby declared to be an emergency law, necessary
5 for the immediate preservation of the public con-
6 venience.

*Be it enacted by the Senate and House of Representatives
in General Court assembled, and by the authority of the
same, as follows:*

1 Cambridge Trucking Company, a corporation dis-
2 solved by section one of chapter fifty-four of the acts
3 of nineteen hundred and thirty-six, is hereby revived,
4 with the same powers, duties and obligations as if
5 said chapter had not been passed, and the provisions
6 of paragraph (c) of section three of chapter one hun-
7 dred and fifty-nine B of the General Laws shall not
8 apply to said corporation.