

CHAPTER lxxv.

An Act to enable the Eastern and Midlands Railway Company to make new Railways in the counties of Lincoln and Rutland and for other purposes.

A.D. 1888.

[28th June 1888.]

WHEREAS the undertaking of the Eastern and Midlands Railway Company consists of railways extending between Yarmouth Norwich and Cromer on the east and Bourn and Peterborough on the west and it is expedient that the Company should be empowered to construct the railways in the counties of Lincoln and Rutland authorised by this Act :

And whereas that part of the Company's undertaking which extends from Lynn to Bourn known as the Midland and Eastern section is worked by the Midland and Great Northern Railway Companies under an agreement dated the 6th day of July 1866 and confirmed by the Midland and Eastern and Norwich and Spalding Railways Act 1867 and that part of the undertaking of the Company which extends from Sutton Bridge to Peterborough known as the Peterborough Wisbech and Sutton section of the Company's undertaking is worked by the Midland Railway Company under certain heads of arrangement dated the 16th day of May 1863 and confirmed by the Peterborough Wisbech and Sutton Railway Act 1863 and it is expedient that provision should be made as in this Act contained for constituting the railways by this Act authorised a separate undertaking with separate capital :

30 & 31 Vict.
c. clxxxv.

26 & 27 Vict.
c. ccxxii.

And whereas the Company and the Midland Railway Company have entered into the agreement relating to the working of the said railways of which a copy is set forth in the schedule to this Act and it is expedient that the said agreement should be confirmed :

And whereas plans and sections showing the line and levels of the railways authorised by this Act and also books of reference containing the names of the owners and lessees or reputed owners

A.D. 1888. — and lessees and of the occupiers of the lands required or which may be taken for the purposes or under the powers of this Act were duly deposited with the clerks of the peace for the parts of Kesteven and Holland in the county of Lincoln and with the clerk of the peace for the county of Rutland and are hereinafter respectively referred to as the deposited plans and sections and books of reference :

And whereas the purposes of this Act cannot be effected without the authority of Parliament :

May it therefore please Your Majesty that it may be enacted and be it enacted by the Queen's most Excellent Majesty by and with the advice and consent of the Lords Spiritual and Temporal and Commons in this present Parliament assembled and by the authority of the same as follows (that is to say) :—

Short title. 1. This Act may be cited as the Eastern and Midlands Railway (Extensions) Act 1888.

Incorporation of general Acts. 2. The following Acts and parts of Acts (so far as they are applicable for the purposes of and are not inconsistent with the provisions of this Act) are hereby incorporated in this Act namely :—

The Railways Clauses Consolidation Act 1845 Part I. (relating to the construction of a railway) and Part III. (relating to working agreements) of the Railways Clauses Act 1863 and the Lands Clauses Consolidation Acts 1845 1860 and 1869 as amended by the Lands Clauses (Umpire) Act 1883.

Extending certain provisions of Companies Clauses Acts. 3. The clauses and provisions of the Companies Clauses Consolidation Act 1845 with respect to—
 The distribution of the capital of the Company into shares ;
 The transfer or transmission of shares ;
 The payment of subscriptions and means of enforcing payment of calls ;
 The forfeiture of shares for non-payment of calls ;
 The remedies of creditors of the Company against the shareholders ;
 The borrowing of money by the Company on mortgage or bond ;
 The conversion of the borrowed money into capital ;
 The consolidation of shares into stock ;
 The general meetings of the Company and the exercise of the right of voting by the shareholders ;
 The making of dividends ;
 The giving of notices ; and
 The provision to be made for affording access to the special Act by all parties interested :

And also Parts I. II. and III. of the Companies Clauses Act 1863 A.D. 1888.
(relating respectively to the cancellation and surrender of shares
to additional capital and to debenture stock) as amended by
the Companies Clauses Act 1869 :

shall subject to the provisions of this Act extend and apply to the
capital and money hereby authorised to be raised by shares or stock
or borrowing and the proprietors thereof.

4. In this Act the several words and expressions to which Interpretation.
meanings are assigned by the Acts wholly or partially incorporated
herewith have the same respective meanings unless there be some-
thing in the subject or context repugnant to such construction
The expression "the Company" means the Eastern and Midlands
Railway Company the expression "the railway" means the rail-
ways by this Act authorised and the expression "superior courts"
or "court of competent jurisdiction" or any other like expression
in this Act or any Act wholly or partially incorporated herewith
shall for the purposes of this Act be read and have effect as if the
debt or demand with respect to which the expression is used were a
simple contract debt and not a debt or demand created by statute.

5. Subject to the provisions of this Act the Company may Power to
make and maintain in the line and according to the levels shown on make new
the deposited plans and sections the railways hereinafter described railways.
with all proper stations sidings approaches works and conveniences
connected therewith and may enter upon take and use such of the
lands delineated upon the deposited plans and described in the
deposited books of reference as may be required for those purposes
The railways hereinbefore referred to and authorised by this Act
are :—

A railway (No. 1) 15 miles 1 furlong and 6·6 chains in length
commencing in the parish of Bourn in the county of Lincoln
(parts of Kesteven) by a junction with the Bourn and Essen-
dine (Great Northern) Railway and terminating in the parish
of Cottesmore in the county of Rutland by a junction with
the Ashwell branch of the Midland Railway at the termination
thereof.

A railway (No. 2) 2 furlongs and 3·7 chains in length wholly in
the parish of Little Bytham in the county of Lincoln (parts of
Kesteven) commencing by a junction with railway No. 1
hereinbefore described at a point on the west of the Great
Northern Railway $2\frac{3}{4}$ chains or thereabouts from the Little
Bytham signal box on that railway and terminating by a junc-
tion with the main line of the Great Northern Railway at a point
 $21\frac{1}{2}$ chains or thereabouts northward of the said signal box.

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Span of
bridges.

6. The Company may make the arches of the bridges for carrying the railway over the roads next hereinafter mentioned of any spans not less than the spans hereinafter mentioned in connection therewith respectively (that is to say):—

No. on deposited Plan.	Parish.	Description of Road.	Span.
RAILWAY No. 1.			
5	Castle Bytham	Public	20 feet.
15	Clipsham	Public	20 feet.
21	Clipsham	Public	20 feet.
15	Greetham	Public	20 feet.

Width of
certain
roadways.

7. The Company may make the roadway over the bridges by which the following roads will be carried over the railway of such width between the fences thereof as the Company think fit not being less than the respective widths hereinafter mentioned in connection therewith respectively (that is to say):—

No. on Plan.	Parish.	Description of Roadway.	Width of Roadway.
RAILWAY No. 1.			
9	Township of Toft and Lound in the Parish of Witham or Wytham-on-the-Hill	Public	20 feet.
20	Witham or Wytham-on-the-Hill	Public	20 feet.
10	Cottesmore	Public	20 feet.
13	Cottesmore	Public	20 feet.
32	Cottesmore	Public	20 feet.
8	Burley	Public	20 feet.

Period for
compulsory
purchase of
lands.

8. The powers of the Company for the compulsory purchase of lands authorised by this Act to be taken shall not be exercised after the expiration of three years from the passing of this Act.

Power to
take ease-
ments &c. by
agreement.

9. Persons empowered by the Lands Clauses Consolidation Act 1845 to sell and convey or release lands may if they think fit subject to the provisions of that Act and of the Lands Clauses Consolidation Acts Amendment Act 1860 and of this Act grant to the Company any easement right or privilege (not being an easement of water) required for the purposes of this Act in over or affecting any such lands and the provisions of the said Acts with respect to lands and rentcharges so far as the same are applicable in

this behalf shall extend and apply to such grants and to such easements rights and privileges as aforesaid respectively. A.D. 1888.

10. Whereas pursuant to the standing orders of both Houses of Parliament and to an Act of the ninth year of the reign of Her present Majesty chapter twenty a sum of twelve thousand five hundred and ninety-three pounds four shillings and eight pence new three pounds per centum annuities being equal in value to five per centum upon the amount of the estimate in respect of the railways as originally proposed to be authorised by the Bill for this Act as introduced into Parliament has been deposited with the Paymaster-General for and on behalf of the Supreme Court of Judicature in England in respect of the application to Parliament for this Act And whereas of the said railways as originally proposed railways No. 3 and No. 4 are not authorised by this Act and one thousand eight hundred and eighty-two pounds two shillings and seven pence of the said sum of annuities is attributable to the said railways No. 3 and No. 4 And whereas ten thousand seven hundred and eleven pounds two shillings and one penny of the said annuities is equal in value to five per centum on the amount of the estimate of the railways by this Act authorised and is in this Act referred to as "the deposit fund" Be it enacted that notwithstanding anything contained in the said Act the said deposit fund shall not be paid or transferred to or on the application of the person or persons or the majority of the persons named in the warrant or order issued in pursuance of the said Act or the survivors or survivor of them which persons survivors or survivor are or is in this Act referred to as the depositors unless the Company shall previously to the expiration of the period limited by this Act for completion of the railway open the same for the public conveyance of passengers Provided that if within such period as aforesaid the Company open any portion of the railway for the public conveyance of passengers then on the production of a certificate of the Board of Trade specifying the length of the portion of the railway opened as aforesaid and the portion of the deposit fund which bears to the whole of the deposit fund the same proportion as the length of the railway so opened bears to the entire length of the railway the High Court of Justice in England shall on the application of the depositors or the majority of them order the portion of the deposit fund specified in the certificate to be paid or transferred to them or as they shall direct and the certificate of the Board of Trade shall be sufficient evidence of the facts therein certified and it shall not be necessary to produce any certificate of this Act having passed anything in the above-mentioned Act to the contrary notwithstanding.

Deposit money not to be repaid except so far as railway is opened.

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Application
of deposit.

11. If the Company do not previously to the expiration of the period limited for the completion of the railway complete the same and open it for the public conveyance of passengers then and in such case the deposit fund or so much thereof as shall not have been paid to the depositors shall be applicable and after due notice in the "London Gazette" shall be applied towards compensating any land-owners or other persons whose property has been interfered with or otherwise rendered less valuable by the commencement construction or abandonment of the railway or any portion thereof or who have been subjected to injury or loss in consequence of the compulsory powers of taking property conferred upon the Company by this Act and for which injury or loss no compensation or inadequate compensation has been paid and shall be distributed in satisfaction of such compensation as aforesaid in such manner and in such proportions as to the High Court of Justice in England may seem fit and if no such compensation is payable or if a portion of the deposit fund has been found sufficient to satisfy all just claims in respect of such compensation then the deposit fund or such portion thereof as may not be required as aforesaid shall either be forfeited to Her Majesty and accordingly be paid or transferred to or for the account of Her Majesty's Exchequer in such manner as the Court thinks fit to order on the application of the solicitor to Her Majesty's Treasury and shall be carried to and form part of the Consolidated Fund of the United Kingdom or in the discretion of the Court if the Company is insolvent and has been ordered to be wound up or a receiver has been appointed shall wholly or in part be paid or transferred to such receiver or to the liquidator or liquidators of the Company or be otherwise applied as part of the assets of the Company for the benefit of the creditors thereof. Provided that until the deposit fund has been repaid to the depositors or has become otherwise applicable as hereinbefore mentioned any interest or dividends accruing thereon shall from time to time and as often as the same shall become payable be paid to or on the application of the depositors.

Providing for
release of
portion of
deposit fund.

12. The High Court of Justice may and shall at any time after the passing of this Act on the application of the depositors order that the said sum of one thousand eight hundred and eighty-two pounds two shillings and seven pence new three pounds per centum annuities and the interest or dividends thereon shall be transferred and paid to the depositors or as they may direct and upon such order being made the said sum shall be transferred or paid accordingly.

Period for
completion
of railway.

13. If the railway is not completed within five years from the passing of this Act then on the expiration of that period the powers by this Act granted for making and completing the railway or

otherwise in relation thereto shall cease to be exercised except as to so much thereof as shall then be completed. A.D. 1888.

14. For purposes of tolls rates and charges to be levied and made in respect of traffic on the railway the railway including so much of the Bourn and Essendine line of the Great Northern Railway as will lie between the present termination of the Company's railway at Bourn and the commencement of Railway No. 1 authorised by this Act shall be deemed to form part of the Midland and Eastern section of the Eastern and Midlands Railway. Tolls and charges.

15. The Company may from time to time subject to the provisions of Part II. of the Companies Clauses Act 1863 raise any additional capital not exceeding in the whole two hundred and twenty-five thousand pounds by the issue of new shares or stock which subject to the provisions of this Act shall form the capital of the separate undertaking. Company may raise additional capital.

16. No share or stock created under the authority of this Act shall be issued nor shall any such share or stock vest in the person accepting the same unless and until a sum not being less than one-fifth part of the amount of such share or stock shall have been paid in respect thereof. Shares or stock not to vest until one-fifth part paid up.

17. If any money is payable under this Act to a holder of shares or stock being a minor idiot or lunatic the receipt of the guardian or committee of his estate shall be a sufficient discharge. Receipt in case of persons not sui juris.

18. The proprietors of any shares or stock to be issued under the authority of this Act shall be entitled to such number of votes in respect thereof as the nominal amount represented thereby would have entitled them to if the same had been original shares or stock of the Company But they shall only be entitled to vote upon matters concerning the separate undertaking by this Act authorised. As to votes of proprietors of new shares or stock.

19. The Company may in respect of the additional capital of two hundred and twenty-five thousand pounds which they are by this Act authorised to raise from time to time borrow on mortgage of the separate undertaking by this Act authorised any sum not exceeding in the whole seventy-five thousand pounds but no part of the said sum shall be borrowed until shares for so much of the capital by this Act authorised as is to be raised by means of shares are issued and accepted and one-half thereof is paid up and the Company have proved to the justice who is to certify under the 40th section of the Companies Clauses Consolidation Act 1845 before he so certifies that shares for so much of such capital Power to borrow.

A.D. 1888. — as is to be raised by shares have been issued and accepted and that one-half thereof has been paid up and that not less than one-fifth of the amount of each such separate share therein has been paid on account thereof before or at the time of the issue or acceptance thereof and until stock for one-half of so much of such capital as is to be raised by means of stock is fully paid up and the Company have proved to such justice as aforesaid before he so certifies that such shares or stock as the case may be were issued and accepted and paid up bonâ fide and are held by the persons or corporations to whom the same were issued or their executors administrators or assigns and also if the said capital is raised by shares that such persons or corporations or their executors administrators or assigns are legally liable for the same.

Upon production to such justice of the books of the Company and of such other evidence as he shall think sufficient he shall grant a certificate that the proof aforesaid has been given which certificate shall be sufficient evidence thereof.

Appointment
of receiver.

20. The mortgagees of the Company under this Act may enforce payment of arrears of interest or principal or principal and interest due on their mortgages by the appointment of a receiver. In order to authorise the appointment of a receiver in respect of arrears of principal the amount owing to the mortgagees by whom the application for a receiver is made shall not be less than ten thousand pounds in the whole.

Debenture
stock.

21. For the purposes of this Act the Company may create and issue debenture stock subject to the provisions of Part III. of the Companies Clauses Act 1863 but notwithstanding anything therein contained the interest of all debenture stock and of all mortgages at any time after the passing of this Act created and issued or granted by the Company under this or any subsequent Act and charged upon the separate undertaking by this Act authorised shall subject to the provisions of any subsequent Act rank *pari passu* (without respect to the dates of the securities or of the Acts of Parliament or resolutions by which the stock and mortgages were authorised) and shall have priority over all principal moneys secured by such mortgages. Notice of the effect of this enactment shall be endorsed on all mortgages and certificates of debenture stock created granted and issued for the purposes of the said separate undertaking.

Formation of
separate
under-
taking.

22. The railway by this Act authorised together with all lands buildings and property to be purchased for the purposes thereof shall form a separate undertaking distinct and apart from the rest

of the undertaking of the Company and no mortgage debenture stock or other liability of the Company except such (if any) as may be created or issued or arise under this Act shall be a charge upon or in any way affect such separate undertaking or the receipts and revenue arising from traffic passing over the same. A.D. 1888.

23. The Company may if they think fit instead of borrowing or raising any part of the said sum of seventy-five thousand pounds on mortgage or by debenture stock create and issue the same in shares or stock as part of the separate capital under this Act which may then consist of an amount not exceeding three hundred thousand pounds and in that event the powers under this Act for borrowing or raising money on debenture stock shall be cancelled. Raising of money by shares instead of borrowing.

24. Subject to the provisions of this Act and of the scheduled agreement the directors of the Company shall have the management of the affairs of the separate undertaking and they and any committees appointed by them for the purposes of such undertaking shall have and exercise all such and the same powers with respect thereto as they have or might have or exercise with respect to the rest of the undertaking of the Company. Providing for management of separate undertaking.

25. In case any difference shall arise between the Company and any of the holders of stock or shares in the separate capital with respect to the management of the said undertaking or otherwise in relation thereto whereby the holders of such shares or stock deem themselves to be injuriously affected such difference shall be settled by an arbitrator to be appointed by the Board of Trade on the application either of such holders of stock or shares in the separate capital or of the Company and such arbitrator shall have full power to settle and determine any such difference and to order the Company to do or to abstain from doing all such acts matters and things as he shall think fit and to make such order with respect to the costs of such arbitration as he shall think just. Differences between holders of separate capital and other shareholders.

26. All moneys raised under this Act whether by shares stock debenture stock or borrowing shall be applied for the purposes of the separate undertaking only. Application of moneys.

27. The agreement between the Company and the Midland Railway Company bearing date the sixteenth day of March one thousand eight hundred and eighty-eight a copy of which is set out in the schedule to this Act is hereby confirmed and shall be carried into effect by the Company and the Midland Railway Company. Confirming agreement with Midland Railway Company.

28. Where traffic is conveyed under the powers of this Act partly on the railway and partly on any other railway the railway Tolls on traffic conveyed partly

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on railway
of Company
and partly on
other
railways.

and such other railway shall for the purposes of short distance tolls and charges leviable in respect of such traffic be considered as one railway and in estimating the amount of tolls and charges in respect of traffic conveyed under the powers of this Act partly on the railway and partly on such other railway for a less distance than three miles tolls and charges may only be charged as for three miles and in respect of passengers for every mile or fraction of a mile beyond three miles tolls and charges as for one mile only and in respect of animals and goods for every quarter of a mile or fraction of a quarter of a mile beyond three miles tolls and charges as for a quarter of a mile only and no other short distance charge shall be made for the conveyance of passengers animals or goods under the powers of this Act partly on the railway and partly on such other railway.

Consoli-
dating ordi-
nary stock
of Western
sections.

29. And whereas the proprietors of more than three-fourths of the ordinary stock formerly of the Midland and Eastern Railway Company (the total of which is one hundred and fifty-six thousand pounds) and of the deferred (original) shares formerly of the Peterborough Wisbech and Sutton Railway Company (the total of which is one hundred and thirty-five thousand pounds) have consented to the consolidation of the said stocks as hereinafter provided Therefore as from the first day of January one thousand eight hundred and eighty-nine the ordinary stock formerly of the Midland and Eastern Railway Company and the deferred (original) shares formerly of the Peterborough Wisbech and Sutton Railway Company shall be and they are hereby consolidated into a single stock And as soon as conveniently may be after the passing of this Act the Company shall create a new stock to be called Eastern and Midlands Railway (Western section) consolidated ordinary stock of the same aggregate amount as the said ordinary stock and deferred (original) shares consolidated under the provisions of this section And for the purpose of such consolidation the directors of the Company may call in the certificates for the shares or stock so consolidated and either cancel the same and issue fresh certificates for the new or substituted stock or mark such certificates in such manner as to show that they form part of the consolidated stock and return them to the person entitled to them.

Saving rights
of proprie-
tors of sepa-
rate capitals.

30. Nothing in this Act or the agreement set out in the schedule hereto shall in any way prejudice or affect any rights of the proprietors of the separate capitals of the Company known as the Lynn Loop Line separate undertaking stock and the Cromer Line separate undertaking stock.

31. Notwithstanding anything in this Act or in any Act or Acts incorporated therewith contained it shall be lawful for the Company out of any money by this Act authorised to be raised to pay interest at such rate not exceeding four pounds per centum per annum as the directors may determine to any shareholder on the amount from time to time paid up on the shares held by him from the respective times of such payments until the expiration of the time limited by this Act for the completion of the works by this Act authorised or such less period as the directors may determine but subject always to the conditions hereinafter stated (that is to say) :—

A.D. 1888.

Power to pay
interest out
of capital
during con-
struction.

- (a) No such interest shall begin to accrue until the Company shall have obtained a certificate from the Board of Trade that two-thirds at least of the share capital authorised by this Act in respect of which such interest may be paid has been actually issued and accepted and is held by shareholders who or whose executors administrators or assigns are legally liable for the same ;
- (b) No such interest shall accrue in favour of any shareholder for any time during which any call on any of his shares is in arrear ;
- (c) The aggregate amount to be so paid for interest shall not exceed twenty-five thousand pounds and the amount so paid shall not be deemed share capital in respect of which the borrowing powers of the Company may be exercised but such borrowing powers shall be reduced to the extent of one-third of the amount paid for interest as aforesaid ;
- (d) Notice that the Company has power so to pay interest out of capital shall be given in every prospectus advertisement or other document of the Company inviting subscriptions for shares and in every certificate of shares ;
- (e) The half-yearly accounts of the Company shall show the amount of capital on which and the rate at which interest has been paid in pursuance of this section :

Save as hereinbefore set forth no interest or dividend shall be paid out of any share or loan capital which the Company are by this or any other Act authorised to raise to any shareholder on the amount of the calls made in respect of the shares held by him but nothing in this Act shall prevent the Company from paying to any shareholder such interest on money advanced by him beyond the amount of the calls actually made as is in conformity with the Companies Clauses Consolidation Act 1845.

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Deposits for
future Bills
not to be paid
out of capital.

32. The Company shall not out of any money by this Act authorised to be raised pay or deposit any sum which by any standing order of either House of Parliament now or hereafter in force may be required to be deposited in respect of any application to Parliament for the purpose of obtaining an Act authorising the Company to construct any other railway or to execute any other work or undertaking.

Provision as
to general
railway
Acts.

33. Nothing in this Act contained shall exempt the Company or the railway from the provisions of any general Act relating to railways or the better and more impartial audit of the accounts of railway companies now in force or which may hereafter pass during this or any future session of Parliament or from any future revision or alteration under the authority of Parliament of the maximum rates of fares and charges or of the rates for small parcels.

Costs of Act.

34. All costs charges and expenses of and incident to the preparing for obtaining and passing of this Act or otherwise in relation thereto shall be paid by the Company.

SCHEDULE referred to in the foregoing Act.

A.D. 1888.

AN AGREEMENT made the sixteenth day of March 1888 between the Eastern and Midlands Railway Company (hereinafter called "the Eastern and Midlands Company") of the one part and the Midland Railway Company (hereinafter called "the Midland Company") of the other part.

Whereas the system of railways of the Eastern and Midlands Company comprises three sections amalgamated under the provisions of the Eastern and Midlands Railway Amalgamation Act 1882 which three sections are hereinafter referred to as :—

- (1) The Eastern section which comprises the lines of railway east of Lynn worked by the Eastern and Midlands Company as an independent railway ;
- (2) The Midland and Eastern section which comprises the railway from Bourn to Lynn worked in perpetuity by the Great Northern and Midland Companies jointly ; and
- (3) The Peterborough section which comprises the Peterborough Wisbech and Sutton Railway worked in perpetuity by the Midland Company :

And whereas the Eastern and Midlands Railway Company are promoting a Bill in the present session of Parliament whereby power is sought to construct a Railway between the Midland and Eastern section at Bourn and the Ashwell branch of the Midland Railway at Cottesmore and such railway will if sanctioned by Parliament and constructed form a shortened and improved communication between all parts of the Midland system west of Ashwell and the Midland and Eastern and Eastern sections of the Eastern and Midlands Company's undertaking but it would have the effect of diverting from the Peterborough section a considerable portion of the through traffic to Sutton Bridge and places beyond now conveyed thereover by the Midland Company: And whereas it would be to the advantage of the Companies parties hereto and of the public that the Cottesmore and Bourn line should when constructed be worked maintained and used by the Midland Company as part of their undertaking upon the terms hereinafter expressed:

And whereas in order to prevent injury to the shareholders of the Peterborough section it has been agreed that the respective share capitals of the Peterborough section and of the Midland and Eastern section should be amalgamated on equal terms under the provisions of the said pending Bill and that provided the sanction of Parliament shall be hereafter obtained for that purpose the Midland and Eastern section and the Peterborough section shall be severed from the Eastern and Midlands Company's undertaking and shall be amalgamated with the Midland Company upon the terms and in manner

A.D. 1888. hereinafter expressed And whereas it formed part of the agreement between the Companies parties hereto that the Midland Company should concur in providing the interest or dividend on the capital of the Eastern and Midlands Company expended in the construction of the Cottesmore and Bourn railway and that in consideration of such concurrence the traffic and other arrangements hereinafter expressed should be entered into:

Now it is hereby agreed by and between the Companies parties hereto as follows:—

1. The Eastern and Midlands Company shall at their own expense and out of the proceeds of capital raised as a separate undertaking construct the railway from Cottesmore and Bourn as authorised by the Act confirming this agreement (hereinafter called “the new line”) as a double line of railway with proper stations sidings works and conveniences of all descriptions and in a substantial manner and in all respects to the reasonable satisfaction both as regards extent of accommodation and character of work of the chief engineer for the time being of the Midland Company.

2. The Eastern and Midlands Company shall at their own expense redeem the land tax and the tithe rentcharges payable in respect of the lands taken for the Cottesmore and Bourn Railway.

3. From and after the due completion of the new line (of which the unconditional sanction of the Board of Trade to its use for public traffic shall be the evidence) the Midland Company shall have the exclusive right and duty of manning and maintaining working and managing the same together with all works and conveniences appertaining thereto and shall pay all rates taxes and assessments whatsoever levied in respect of the same and shall so work use and manage the railway as fully to develop the same in the same manner and to the same extent as if it formed part of their system of railways.

4. An account shall be kept to be called “the Cottesmore and Bourn Revenue Account” and shall be credited with the following sums viz.:—

- (1) Fifty per cent. of the gross receipts including station to station terminals of the Midland Company in respect of traffic arising and terminating on the new railway;
- (2) Fifty per cent. of the mileage proportion due to the new railway of the receipts of the Midland Company (after deduction of the usual clearing house terminals) in respect of through traffic passing upon or over the new railway;
- (3) Fifty per cent. of the usual clearing house station to station terminals allowed in respect of through traffic arising or terminating on the new railway;
- (4) Fifty per cent. of the mileage proportion (after deduction of terminals) of the gross receipts due to the Midland Railway in respect of through traffic passing over the new railway or any part thereof;
- (5) Fifty per cent. of the mileage proportion (after deduction of terminals) of the gross receipts due to the Eastern section in respect of traffic passing over the new railway or any part thereof;

For the purpose of ascertaining the amount payable under the fourth head the Midland and Eastern section shall be deemed to form part of the Midland Railway.

5. The Cottesmore and Bourn Revenue Account shall be distributed half yearly and shall be applied as follows :— A.D. 1888.

- (1) There shall be paid thereout to the Eastern and Midlands Company a sum equal to the amount of the half year's interest on the debentures or debenture stock issued for the purposes of the new line ;
- (2) There shall be paid thereout to the Eastern and Midlands Company a sum equal to the amount of half a year's interest at four per centum upon the share or stock capital from time to time issued and paid up for the purposes of the new line ;
- (3) The balance standing to the credit of the said Cottesmore and Bourn Revenue Account shall be divided between the Eastern and Midlands Company and the Midland Company in proportion to their respective contributions under the fourth and fifth heads of Article 4.

6. If the Midland Company shall within three months after the passing of the Act of Parliament confirming this agreement give notice to the Eastern and Midlands Company of their desire to construct the new line and shall apply to Parliament in the session of 1889 for power to transfer and vest in themselves such power of construction the Eastern and Midlands Company shall consent to such application and if such power shall be obtained the provisions of the preceding articles of this agreement shall become void and of no effect.

7. The Midland Company shall apply to Parliament in the session of 1889 for powers to amalgamate the undertakings of the Midland and Eastern section and the Peterborough section (hereinafter collectively referred to as the Western sections) upon the following terms (namely) :—

- (1) Such amalgamation to take effect as from 1st January 1889 ;
- (2) The provisions of the Eastern and Midlands Railway Amalgamation Act 1882 to be repealed so far as necessary ;
- (3) The debenture or debenture stock holders of the western sections to exchange their securities for amounts of Midland debenture stock yielding them an equal amount of interest or dividend ;
- (4) The preferred or preference stock or share holders of the Western sections to exchange their stocks for Midland railway four per cent. preference stock yielding them an equal amount of dividend ;
- (5) The deferred or ordinary stock or share holders of the Western sections to receive forty-seven pounds of Midland railway four per cent. preference stock in exchange for each one hundred pounds of their existing stock or shares ;
- (6) The Midland Company to pay in cash to the Eastern and Midlands Company a sum equal to one per cent. upon the amount of deferred or ordinary stock or shares of the Western sections :

As from the 1st day of January 1889 the proportion of gross receipts of the Peterborough section payable to the Eastern and Midlands Company to be such as together with their due proportion of the gross receipts of the Midland and Eastern section will produce a fund sufficient to pay to the holders of the several classes of debenture and share capital of the Western sections the rates of interest or dividend to which they will respectively be entitled under the terms of amalgamation above expressed.

A.D. 1888.

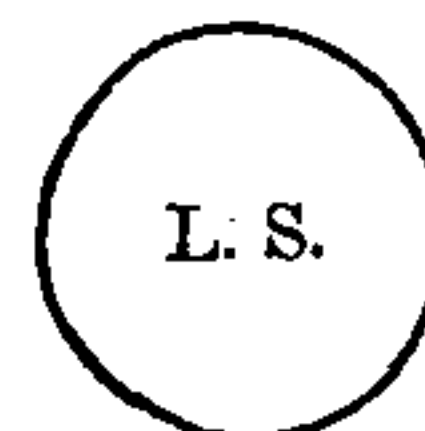
8. Upon the completion of the amalgamation the Midland Company are to take upon themselves the obligation which it is understood has already been agreed to on behalf of the Western sections of allowing to the Eastern and Midlands Company a bonus addition to their mileage of two-and-a-half miles in respect of traffic passing over the Western sections or any part thereof to or from the Cromer undertaking of the Eastern and Midlands Company or the proposed extension from North Walsham to Mundesley if sanctioned by Parliament and constructed.

9. Any difference between the Companies parties hereto arising upon or out of this agreement shall be determined by arbitration under the provisions of the Railway Companies Arbitration Act 1859.

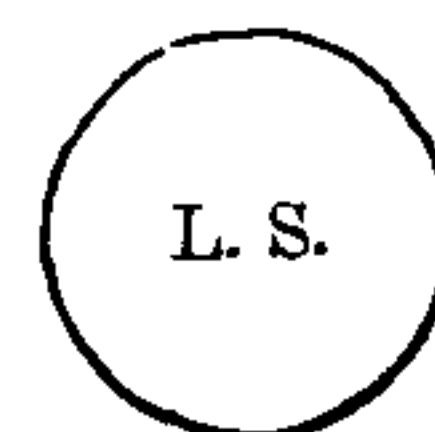
10. This agreement is subject to such alterations as Parliament may think fit to make therein and shall have no effect unless sanctioned and confirmed by Parliament in the present session.

In witness whereof the respective Companies have caused their respective common seals to be hereunto affixed the day and year first above written.

The common seal of the Eastern and Midlands Railway
Company was hereunto affixed in the presence of
E. B. READ
Secretary.



The common seal of the Midland Railway Company was
hereunto affixed in the presence of
JAMES J. ALLPORT
Director of the Midland Railway Company
Duffield Derby.



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