CHAPTER clxxxiv.

An Act for regulating the affairs of the Carmarthen and Cardigan Railway Company; and for other purposes. A.D. 1875.

[2d August 1875.]

WHEREAS by "The Carmarthen and Cardigan Railway Act, 1854," (herein-after called "The Act of 1854,") the Carmarthen and Cardigan Railway Company, herein-after called "the Company," were incorporated and authorised to make and maintain a railway from the South Wales Railway at or near the borough of Carmarthen to the town of Newcastle Emlyn, and to raise a capital of three hundred thousand pounds in thirty thousand shares of ten pounds each, and to borrow on mortgage or bond the sum of eighty thousand pounds: 17 & 18 Vict. c. ccxviii.

And whereas by "The Carmarthen and Cardigan Railway Deviation Act, 1855," the Company were empowered to make a deviation in the line of their authorised railway, and to abandon a certain portion thereof rendered unnecessary by such deviation, but no further powers of raising additional capital were thereby conferred upon the Company: 18 & 19 Vict. c. cxxxi.

And whereas by "The Carmarthen and Cardigan Railway Deviation Act, 1856," the Company were authorised to make a further deviation in the line of their authorised railway, and to abandon a certain portion thereof rendered unnecessary by such deviation, and by the said Act the capital of the Company was reduced from three hundred thousand pounds, as authorised by the Act of 1854, to two hundred thousand pounds, and the borrowing powers of the Company were reduced from eighty thousand pounds, as authorised by the Act of 1854, to sixty thousand pounds, and the Company were further empowered to attach a guaranteed preferential dividend to any particular shares forming part of the authorised share capital of the Company over the ordinary shares, if assented to by three fifths of the holders thereof at any extraordinary general meeting of the Company: 19 & 20 Vict. c. lxviii.

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25 & 26 Vict. c. clxxii.

And whereas by "The Carmarthen and Cardigan Railway Act, 1862," (herein-after called "The Act of 1862,") the Company's powers to extend the railway to Newcastle Emlyn which had expired were revived, and they were authorised to raise for the purposes of such extension, and for the general purposes of their undertaking, an additional share capital of one hundred and seventy-four thousand pounds, to form part of the general capital of the Company, with power to attach thereto a fixed preferential dividend over the ordinary shares of the Company, if assented to by three fifths of the holders thereof at any extraordinary general meeting of the Company, and to borrow a further sum of fifty-eight thousand pounds; and by the said Act the Company were empowered to create debenture stock, and with the like assent to convert any moneys borrowed on the security of mortgages or bonds into stock of like amount, to be termed Carmarthen and Cardigan Railway Debenture Stock, either by agreement with the holders of such mortgages or bonds before the same became due, or by paying off the same respectively when due, and to attach to such stock a fixed dividend not exceeding five per cent. per annum:

26 & 27 Vict. c. clxvi.

And whereas by "The Carmarthen and Cardigan Railway (Extension to Cardigan) Act, 1863," (herein-after called "The Act of 1863,") the Company were authorised to raise, for the purpose of extending their railway from Newcastle Emlyn to Cardigan, an additional share capital of one hundred and sixty thousand pounds, to form part of the general capital of the Company, with power to attach thereto a fixed preferential dividend over the ordinary shares of the Company, if assented to by three fifths of the holders thereof at any extraordinary general meeting of the Company, and to redeem the same on certain conditions, and to create and issue in lieu thereof new shares, and to borrow a further sum of fifty-three thousand pounds:

27 & 28 Vict. c. xiii.

And whereas by "The Carmarthen and Cardigan Railway (Kidwelly Branch) Act, 1864," (herein-after called "The Act of 1864,") the Company were authorised to raise, for the purpose of making the said branch, an additional share capital of one hundred thousand pounds, with power to assign thereto exclusively or in certain definite proportions the net profits arising from the railway thereby authorised, to the exclusion or partial exclusion of participation in the profits of the rest of the Company's undertaking, and to borrow a further sum of thirty-three thousand three hundred pounds:

28 & 29 Vict. c. xxxvii.

And whereas by "The Carmarthen and Cardigan Railway (Separation of Capital, &c.) Act, 1865," the share capital authorised by the Act of 1862 for the purpose of extending the railway to Newcastle Emlyn was reduced to seventy-four thousand pounds, but without

prejudice to the Company's power to raise the balance of one hundred thousand pounds share capital for the general purposes of the undertaking, and was called "Carmarthen and Cardigan Newcastle Emlyn Extension Capital," and the share capital of one hundred and sixty thousand pounds authorised by the Act of 1863 was called "Carmarthen and Cardigan Extension Capital," and by the said Act it was provided that the said respective capitals should be kept distinct from the general capital of the Company and from each other: A.D. 1875.

And whereas by "The Carmarthen and Cardigan Railway (Kidwelly Extension) Act, 1865," (herein-after called "The Kidwelly Extension Act of 1865,") the Company were authorised to raise a further share capital of seventy thousand pounds for the purpose of such extension, and to form part of the Kidwelly branch capital, with power to issue the same on such terms and conditions as might be determined by three fifths of the holders of the shares in the Kidwelly branch capital at any extraordinary meeting thereof, and to borrow in respect thereof a further sum of twenty-three thousand pounds: 28 & 29 Vict. c. clxx.

And whereas by "The Gwendraeth Valleys Railway Act, 1866," a new Company was incorporated for the purpose of taking over from the Company the Kidwelly undertaking as authorised by the Act of 1864, and the Kidwelly Extension Act, 1865, and the said undertaking, with all the powers incident thereto, was absolutely vested in such new Company, whereby the Company's powers of raising or borrowing money for the purposes of the said undertaking became extinguished:

And whereas the Company have constructed and opened for public traffic eighteen miles and three quarters of railway, extending from the junction of their railway with the South Wales Railway at or near Myrtle Hill Station of the last-mentioned railway to Llandyssil, forming part of their authorised undertaking, and their powers to construct the remaining portion thereof have expired:

And whereas a Bill was, on the seventeenth day of October one thousand eight hundred and sixty-four, filed in Her Majesty's High Court of Chancery by Charles Fountaine, on behalf of himself and all other the mortgagees of the undertaking and tolls of the railway of the Company, to enforce payment of the claims of himself and the other mortgagees against the Company, and by an order made in the said suit on the twenty-fifth day of November one thousand eight hundred and sixty-four a receiver of the tolls and profits of the Company was appointed:

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And whereas a decree was made in the said suit on the twenty-fourth day of June one thousand eight hundred and sixty-five, whereby accounts were directed to be taken of what was due to the plaintiff for principal and interest on his debentures and for his costs of that suit, and also what other mortgages or debentures had been executed by the Company, and what was due for principal, interest, and costs thereon, and it was ordered that the receiver should be continued, and that he should apply the tolls, rates, and profits arising from the undertaking of the Company in payment of the costs of the said Charles Fountaine, and then in keeping down the interest of what should be found due on the several mortgages or debentures affecting the said undertaking, and in payment of the principal moneys and costs due on such securities respectively:

And whereas, by an order dated the fifteenth day of June one thousand eight hundred and sixty-seven, Philip Edward Sewell was appointed receiver in the said suit:

And whereas an order on further consideration in the said suit was made on the fourteenth day of February one thousand eight hundred and sixty-eight:

And whereas the said suit is still pending, and it is expedient that the same should be continued for the purposes of determining therein the claims of creditors against the Company, and for the other purposes herein-after mentioned, and that provision should also be made for discharging the receiver appointed therein:

And whereas the Company are indebted to certain landowners in respect of lands taken by the Company for the purposes of the undertaking and of costs and expenses in connexion therewith, and it is expedient to provide for the payment thereof out of funds coming into the hands of the said receiver or by other means:

And whereas there are various parties, claiming to be creditors of the Company, who hold securities under the seal of the Company known as Lloyds' bonds, nominally amounting to seven hundred and thirty-five thousand four hundred and ninety-three pounds or thereabouts, and other creditors, holding other securities, as well as simple contract creditors, and it is expedient, for the purpose of ascertaining the liabilities to such creditors, other than landowners and mortgagees, that special powers should be conferred upon the Court in the said suit, and that for the purpose of satisfying the same, when so ascertained, the Company should be authorized to create and issue capital stock of the Company to be accepted by such creditors in full satisfaction of their claims against the Company:

And whereas, although the nominal amount of Lloyds' bonds in respect of which claims are made against the Company is the above-mentioned sum of £735,493, a majority of the holders of the said bonds have agreed that the indebtedness on Lloyds' bonds should be settled, in manner herein-after provided, at an amount not exceeding £500,000:

And whereas the most difficult and expensive part of the railway of the Company was constructed by means of the capital raised chiefly by the issue of ordinary and preferential shares of the Company, but the line was completed by means of moneys raised by the issue of Lloyds' bonds:

And whereas the total share capital of the Company, now amounting to one hundred and eighty-seven thousand seven hundred and eighty pounds, has been created and issued on general capital account, and consists of twenty-nine thousand pounds raised by ordinary shares, and of one hundred and fifty-eight thousand seven hundred and eighty pounds raised by preference shares carrying the right to a preferential dividend of six pounds per centum per annum in priority to any dividend on the ordinary shares, but no dividend has ever been paid on such preferential or ordinary shares, and it is expedient to convert such shares into stock, and for the reasons aforesaid to provide for the participation by the holders thereof in the net income of the Company in certain proportions as herein-after described:

And whereas the Company have borrowed on mortgage the sum of sixty thousand pounds, the principal of which is overdue and unpaid, but the interest thereon is duly paid out of the net income of the Company, and a considerable surplus remains after such payment:

And whereas many years must elapse before the accumulations of such surplus income are sufficient to repay the principal of such mortgages, and holders thereof to a considerable amount have already expressed in writing their willingness to accept debenture stock of the Company in exchange for their mortgages, and it is expedient to make provision for the conversion of the mortgage debt into debenture stock, conditional on three fourths in value of the mortgagees assenting thereto:

And whereas the Company have not exercised their power of creating any debenture stock under the powers of the Act of 1862 for the purposes therein mentioned:

And whereas, in order to free the Company from their present embarrassed position, and to place their affairs on a sound commercial footing, and to enable them the more effectually to meet their engagements, it is expedient that, during the period herein-after

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mentioned, all suits, other than that of the said Charles Fountaine, actions, executions, attachments, and other proceedings against the Company or their property, with reference to existing or accruing debts or liabilities, should be stayed, subject to the provisions hereinafter contained:

And whereas the purposes aforesaid 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:

Short title.

1. This Act may be cited for all purposes as "The Carmarthen and Cardigan Railway (Arrangement) Act, 1875."

Provisions of certain general Acts incorporated.

2. Part III. (relating to debenture stock) of "The Companies Clauses Act, 1863," and section 24 of The Railway Companies Act, 1867" (also relating to debenture stock) are, except where expressly varied by this Act, incorporated with and form part of this Act.

Interpretation of terms.

3. In this Act the several words and expressions to which meanings are assigned by the Acts wholly or partially incorporated herewith have the same respective meanings, unless there be something in the subject or context repugnant to such construction; and for the purposes of this Act the word "person" or "persons" shall extend to a corporation or to corporations respectively, and the expression "the Court" means that branch of the Court of Chancery, or of any other tribunal which shall be substituted by Act of Parliament for that court, to which the said suit of Charles Fountaine against the Company shall for the time being be attached, and the determination of the Court upon any matter in exercise of its jurisdiction under this Act shall be final and without appeal.

Stay of proceedings during suspense period.

4. From and after the passing of this Act and during the period of three years thereafter, or during such further period not exceeding one year as the Court may direct, which period is in this Act called "the suspense period," no action, suit, or other proceeding against the Company, or affecting the property thereof (except in respect of claims for lands taken by the Company for the purposes of the undertaking, and of costs and expenses in connexion therewith, and in respect of claims for interest on mortgages or debenture stock of the Company, and except the said suit of Charles Fountaine against the Company, and except proceedings against the Company as carriers of goods or passengers, or in respect of liabilities incurred after the passing of this Act), shall be commenced, continued, or

proceeded with, but this section shall have effect subject to the following restrictions and provisions; namely,

I. The Court, on motion or summons in chambers in the said suit of Fountaine against the Carmarthen and Cardigan Railway Company, and proof of special circumstances making it fit in the opinion of the Court that any such action, suit, or other proceeding should be commenced, continued, or proceeded with during the suspense period, may give leave to that effect, upon such terms (if any) as the Court may think fit to impose;

II. The costs of any such action, suit, or other proceeding stayed or allowed to be commenced, continued, or proceeded with shall be in the discretion of the Court, and may be dealt with on a motion in court or summons in chambers in the suit of Fountaine against the Carmarthen and Cardigan Railway Company.

Functions of receiver pending suit.

5. The said suit of Charles Fountaine against the Company shall continue in ordinary course until such time as the Court shall otherwise direct, in accordance with the provisions herein-after contained, and the receiver appointed by the Court in the said suit before the passing of this Act, or any receiver duly appointed by the Court, shall, under the direction of the Court, apply the funds standing to the credit of the said suit or in his hands, and all moneys which shall from time to time be paid to him in respect of rates, tolls, charges, rents, and revenue of the undertaking to the following purposes:

I. In payment of the cost of working, managing, and carrying on the undertaking of the Company, and all necessary expenses connected therewith;

II. In payment of all costs of the suit of the said Charles Fountaine against the Company under any existing decree or order or any future order;

III. In or towards satisfying from time to time, as the same shall be made, the claims of landowners in respect of lands taken or injuriously affected by reason of the construction of the Company's railway and works;

IV. In payment of interest accruing due from time to time in respect of the mortgages of the Company, and in payment of the costs, charges, and expenses of applying for, obtaining, and passing of this Act or incidental thereto, and the costs of and incidental to the petition presented against the Bill by Octavius Ommaney and others, being shareholders, debenture holders, and creditors of the Company, and the

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costs of the petitioner, Edward Crompton Lloyd Fitzwilliams, not exceeding twenty-six pounds five shillings, and the costs of the plaintiff and the defendants in the said suit incident to the carrying of this Act into effect, and, subject to the above payments, the receiver shall invest the surplus, if any, in such securities as the Court shall direct, to be eventually dealt with and applied in such manner as herein-after provided.

Creditors to send in claims.

6. The Company shall, within three calendar months after the passing of this Act, cause to be inserted an advertisement, as in this Act prescribed, calling upon all creditors or persons having any claim upon the Company, whether holding security for the same or not, other than mortgagees or landowners, to send in their claims by notice in writing addressed to the secretary of the Company at their offices in Carmarthen, and no creditor or person having any claim against the Company shall be entitled to the benefit of the provisions of this Act unless he shall, within a period of six calendar months from the first publication of such advertisement, have sent in such notice of claim, and every claim of which notice shall not be so sent in shall be treated as abandoned, and the Company shall from the expiration of that period be wholly discharged therefrom.

Publication of advertisements.

7. In every case in which, by or under the authority of this Act, advertisements are required, they shall be published as under,—

Once in the London Gazette;

Once in each of three successive weeks in some one and the same newspaper published six days in the week in London or Westminster;

Once in each of three successive weeks in some one and the same newspaper published in Carmarthenshire:

And the publication in the London Gazette and the first of each of the other publications shall be contemporaneous or as nearly so as reasonably practicable.

Validity of debts of certain creditors to be determined by the Court.

8. The Company shall be at liberty to settle out of court, subject as to claims in respect of Lloyds' bonds to such rateable reduction as is herein-after provided for, the amounts at which any of the claims which shall be sent in as aforesaid shall be admitted as debts of the Company, and all disputes arising between the Company and any claimant with respect to claims not so settled, shall be decided, subject as to claims in respect of Lloyds' bonds to such rateable reduction as aforesaid, by the Court upon summons or petition in a summary way, to be taken out or presented in the said suit of

Charles Fountaine against the Company by any of the parties to that suit, or by such person claiming to be a creditor of the Company, and on the hearing of such summons or petition the Court shall be empowered to make any inquiries, give any directions, and decide any questions necessary for the determination of such disputes, and also to determine in what way the costs of the summons or petition, or any inquiry or proceeding thereunder, shall be dealt with, and generally shall be empowered to make any orders, and do and decide all matters and things proper or expedient for carrying the purposes of this Act into effect. If, however, the aggregate amount of the claims in respect of Lloyds' bonds which shall be so admitted against the Company, either by way of settlement out of court or by decision of the Court, or partly in one way and partly in the other, shall exceed £500,000, then a rateable reduction shall be made of each claim, so as to reduce to that amount the aggregate of such claims admitted. Moreover, in effecting a settlement of any claim in respect of Lloyds' bonds, the Company, or its directors on its behalf, shall be at liberty at their discretion, and without as regards directors incurring any personal responsibility for so doing, to settle it either with regard to its own particular merits or according to some general scheme of settlement which the Company or its directors shall think proper to propose or adopt with respect to claims on Lloyds' bonds, and for the purposes of this provision a claim in respect of any judgment obtained upon a Lloyds' bond shall be deemed to be a claim in respect of that bond. The settlement, as herein-before mentioned, out of court of any claim shall not afterwards be challenged by any other claimant.

Power to Court to reopen questions already settled.

9. For the purpose moreover of ascertaining the bonâ fide indebtedness of the Company in respect of any claims disputed by the Company, the Court shall, in its absolute and uncontrolled discretion, have power to reopen any question with regard to any judgment obtained upon any Lloyds' bond or bonds by default, and to inquire into all the circumstances attending the contracting of the alleged debt, or the creation, issue, or transfer of any securities constituting or given for the same, or relating to any alleged consideration for such alleged debt, and to set aside, supersede, and annul any process, attachment, judgment, or execution obtained or issued with reference thereto, notwithstanding that the same shall appear on the face thereof to be valid.

Court to certify amount of debts.

10. When and so soon as the total amount, after such rateable reduction, if any, as aforesaid, of indebtedness of the Company to creditors other than landowners and those holding mortgages of the Company shall have been ascertained, the Court shall, on an applica-

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tion in the said suit to be made in manner aforesaid by the Company or the plaintiff in the said suit, issue its certificate, setting forth the names and addresses of such creditors with the amounts of their debts so ascertained to be due to them respectively, and such certificate shall be deemed to be conclusive proof of the correctness of the particulars contained therein.

On issue of certificate Company to create stock.

11. Upon the issuing of such certificate as aforesaid, the Company shall have power to create and shall create new capital stock, hereinafter called A stock, corresponding in nominal amount with the aggregate amount of the respective debts so certified as aforesaid to be due to the creditors of the Company, and the Company shall, within three months after the date of such certificate, issue the said A stock to such creditors, on delivery up by them respectively to the Company, for the purpose of cancellation thereof, of all the securities held by them respectively for the debts in respect of which the stock shall be issued to them, and the amounts to be issued in each case shall be equal to the amount of the debt so certified as aforesaid to be due to each such creditor, and the creditors shall accept the said A stock in full satisfaction and discharge of their respective debts. The Court, moreover, shall have power, upon a summary application by the Company by summons at chambers or motion in the said suit at any time after such certificate as aforesaid shall have been made and A stock created and issued, to order delivery up by any Lloyds' bondholder to the Company, for the purpose aforesaid, of every Lloyds' bond held by him for his debt, and also to order satisfaction to be entered up of any judgment previously obtained against the Company for any debt or in respect of the claim which it represents.

Limitation of rights of stock.

12. The holders of A stock created under the powers of this Act shall not be entitled to vote at any general meeting of the Company in respect of such stock until the expiration of six months from the date of the discharge of the receiver as in this Act provided, anything in "The Companies Clauses Consolidation Act, 1845," notwithstanding.

If three fourths of mortgagees agree to have debenture stock the Court to certify accordingly.

13. If at any time during the suspense period the Company shall satisfy the Court, in such manner and form as the Court may direct, that three fourths in value of the holders at the time of the passing of this Act of mortgages of the Company are willing to accept debenture stock in exchange for the mortgages so held by them respectively, then and in such case the Court shall, upon an application by motion or summons at chambers in the said suit of Fountaine against the Company, issue to the Company its certificate to that effect.

On issue of such certificate Company to create debenture stock.

14. Immediately upon the issue of the last-mentioned certificate, if the A stock shall have been previously issued, but if that stock shall not then have been issued, then so soon after the issue of that certificate as the A stock shall have been issued to the creditors of the Company, the Company shall have power to create and shall create debenture stock to an amount not exceeding the whole sixty thousand pounds, such debenture stock to be irredeemable and to bear interest at the rate of five pounds per centum per annum from the date of issue.

Debenture stock to be issued to mortgagees.

15. The Company shall issue the said debenture stock to all the holders of mortgages who shall be willing to accept the same in exchange for their mortgages, and the amount to be issued in each case shall be equal to the amount of the principal of the mortgages in exchange for which such debenture stock is given, and the several holders of the existing mortgages who shall accept the same shall make such exchange accordingly, and thereupon their mortgages shall be cancelled and shall not be re-issued by the Company. The mortgagees shall, however, be entitled to and be paid out of the revenues of the Company for the year of commutation, so far as they will extend, interest on their mortgages up to the time from which interest on the debenture stock issued in exchange shall commence.

Saving existing powers to create debenture stock.

16. Nothing in this Act shall prejudice or affect the power of the Company to create and issue debenture stock under the provisions of the Act of 1862 (sections 28 and 33, both inclusive) for the purposes therein mentioned.

Provision for discharge of receiver.

17. When the Court shall have been satisfied that three fourths in value of the holders for the time being of mortgages of the Company are willing to accept debenture stock in exchange for the mortgages held by them, and shall have issued to the Company its certificate to that effect, and the Company shall, in accordance with the provisions of this Act, have issued to the several holders of mortgages willing to accept the same debenture stock in exchange for their mortgages, and the sums payable hereunder to the mortgagees in respect of interest on their mortgages shall have been paid, the functions of any receiver for the time being in the suit of Charles Fountaine against the Company shall absolutely cease, and on an application of the Company or the plaintiff in the said suit the Court shall provide, out of any funds standing to the credit of the suit, or in the hands of the said receiver, for the costs of the suit and for any other costs herein-before provided for but not then paid, and shall direct the balance to be paid to the Company, and such

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receiver shall be discharged on duly passing his accounts and paying such balance as aforesaid, and all further proceedings in the said suit, except such as may be necessary for the winding up thereof, shall thereupon be stayed.

Upon discharge of receiver surplus referred to in section 5 to be transferred to Company.

18. Upon the discharge of the receiver, the surplus referred to in section 5 of this Act, or the securities representing it, shall be paid or transferred to the Company, and treated as income of the then current year, and dealt with accordingly, except so far as the Court shall otherwise direct. The Court, however, shall have power to direct any other application thereof, or of any part thereof.

Conversion of existing shares into stock

19. The Company shall, for the purposes of this Act and concurrently with the issue of the before-mentioned A stock, call in and convert the existing preferential and ordinary shares into new capital stock of the Company, and shall issue to every holder of a preferential share new capital stock of the Company to be called B stock, of the nominal par value of such share, and to every holder of an ordinary share new capital stock of the Company to be called C stock, of the nominal par value of such ordinary share, and the several holders of preferential and ordinary shares in the Company shall accept such capital stock in lieu of such preferential and ordinary shares, and shall make such exchange accordingly.

Vesting of stock.

20. All capital stock of the Company issued under the provisions of this Act shall vest in the several persons respectively to whom such stock shall be allotted.

Cancellation of rights to dividend of ordinary and preference shares.

21. Upon the issue of the before-mentioned B and C stocks, the right of the holders of the existing shares of the Company to a preferential dividend of six pounds per centum per annum over the holders of the existing ordinary shares, and the right of the holders of the existing ordinary shares of the Company to any surplus of the net income of the Company available for dividend after payment of such preferential dividend, shall cease and determine.

Appropriation of net income of the Company.

22. The net income of the Company available for dividend on the said stocks A, B, and C in any year shall be divided among the holders of A, B, and C stocks respectively, in such proportions as that the rate of dividend on the A stock shall be three times, and the rate of dividend on the B stock shall be twice, as great as that on the C stock. It shall, moreover, be lawful for the Company at any time, by resolution in general meeting, to reduce rateably and simultaneously the nominal amounts of all the A, B, and C stocks, and upon so doing to call in the old and issue (free of charge to the stockholders) new certificates in respect thereof.

Power to commute by arrangement B and C stock with A stock.

23. It shall be lawful for the Company at any time or times hereafter, by arrangement with any person or persons for the time being holding or entitled under the provisions of this Act to any B or C stock of the Company, to commute such stock or any part thereof into A stock upon the footing of the amount of A stock taken in commutation being, in the case of the commutation of B stock two thirds, and in the case of the commutation of C stock one third of the amount of the stock commuted, and to create for that purpose the requisite amount of A stock in addition to that which the Company is herein-before authorised to create, and to issue the A stock so created to the person or persons with whom any such arrangement shall be come to either in exchange for the B or C stock, as the case may be, so commuted upon the delivery up for cancellation of the certificates which shall have been issued for the same or originally and in substitution for such B or C stock, if it shall not have been previously actually issued. Upon any such commutation as aforesaid, the B or C stock commuted shall be thenceforth extinguished, and shall not be re-issued. When the whole either of the B stock or of the C stock, but not of both, shall have been commuted, the net income which but for such commutation would have been divisible by way of dividend amongst the holders of the A, B, and C stock shall be divided amongst the holders of the A and B stocks, or, as the case may be, of the A and C stocks in the proportions herein-before prescribed with respect to such stocks, and when the whole of the B and C stocks shall have been commuted, the whole of such net income shall be divided amongst the holders of the A stock.

Rentcharge stock to be created to satisfy claims of land-owners.

24. It shall be lawful for the Company at any time or times hereafter, for the purpose of satisfying claims in respect of lands taken by the Company, or injuriously affected by reason of the construction of the Company's railway and works, which shall be established against the Company or be settled by arrangement with it, to raise, by means of the creation and issue of a competent amount of a rentcharge stock over and above the stock which they are or shall be otherwise authorised to create and issue, such sum or sums of money as shall be required for the purpose of satisfying those claims and to apply the same accordingly. And, moreover, all trustees and other persons not otherwise authorised to invest in rentcharge stock or debenture stock moneys in their hands or under their control are hereby authorised to invest any such moneys in any rentcharge stock created and issued under the provisions of this section, and to accept and take such stock in satisfaction of

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any such claims as aforesaid which they shall have against the Company. Rentcharge stock created under this section shall bear such dividend, not exceeding five per centum per annum, as shall be attached thereto at the time of the creation of the stock, and such dividends shall be a charge upon the revenue of the Company, ranking next after landowners rentcharges for the time being subsisting.

Trustees and others to accept debenture stock, &c.

25. All trustees, executors, and administators, guardians and committees of lunatics or idiots, assignees in bankruptcy, trustees and inspectors under deeds of arrangement or composition, liquidators of companies, and corporations holding or being entitled to or interested in any unsatisfied claim by way of mortgage bond, interest, or debt due or owing by the Company, or any preference or ordinary share on any trust or otherwise, shall accept in the same manner as if they were themselves respectively beneficially interested therein any debenture stock, rentcharge stock, or new capital stock of the Company created under the provisions of this Act.

Debenture stock, &c. to be subject to same trusts.

26. All debenture stock and new capital stock appropriated and vested under the provisions of this Act shall be subject and liable to the same trusts, powers, provisions, declarations, agreements, liens, charges, and incumbrances as immediately before the passing of this Act affected the mortgages, Lloyds' bonds, or any other security or ordinary or preference share for which such debenture stock and new capital stock is substituted, and so as to give effect to and not to revoke any testamentary disposition of or affecting any such mortgage or Lloyds' bond, or such other security or such ordinary or preference share.

Saving the rights of Edward Crompton Lloyd Fitzwilliams.

27. Nothing in this Act contained shall operate to diminish, defer, alter, or in any way affect any rights, remedies, priorities, or claims of Edward Crompton Lloyd Fitzwilliams, his heirs, successors in title, appointees, or assigns against the Company which at the time of the passing of this Act he or they may possess, be entitled to, or be entitled to make or demand either at law or in equity.

Railways not exempt from provisions of present and future general Acts.

28. 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 or 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, authorised by any Act of the Company.

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