# CHAPTER xcvii.

An Act to confer further powers on the London Brighton and South Coast Railway Company; to transfer to them the powers of the Oxted and Groombridge Railway Company; and for other purposes. [3rd July 1884.] A.D. 1884.

WHEREAS it is expedient that the London Brighton and South Coast Railway Company (in this Act called "the Brighton Company") should be empowered to make the new railways in this Act described and to stop the rights of crossing their railway on the level at the points in this Act mentioned:

And whereas by articles of agreement dated the 16th day of August 1878 and made between the Newhaven Harbour Company and the Brighton Company under powers contained in section sixty-four of the Newhaven Harbour Improvement Act 1878 the Brighton Company have agreed to work and manage the undertaking of the Newhaven Harbour Company and under powers contained in the said Act and the Newhaven Harbour Amendment Act 1882 the Brighton Company have subscribed for or guaranteed interest on a considerable part of the capital of the Newhaven Harbour Company: 41 & 42 Vict. c. 71. 45 & 46 Vict. c. 78.

And whereas the Newhaven Harbour Company have acquired the lands abutting on the Mill Creek at Newhaven and the Mill situate at the head of that creek which is referred to in section twelve of the Newhaven Harbour Improvement Act 1878 and it has therefore become unnecessary to keep the said creek open and the site thereof is required for the purposes of the Newhaven Harbour and it is expedient that provision should be made for the closing thereof:

And whereas by the Oxted and Groombridge Railway Act 1881 the Oxted and Groombridge Railway Company (who are herein-after called "the Oxted Company") were incorporated with powers to make the railways therein described between Hurst Green near Oxted in the county of Surrey and Withyham near Groombridge 44 & 45 Vict. c. 189.

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in the county of Sussex commencing by a junction with Railway No. 1 (Croydon to Oxted) authorised by the London Brighton and South Coast Railway (Croydon Oxted and East Grinstead Railways) Act 1878 and terminating by a junction with the Tunbridge Wells Branch of the Brighton Company:

41 & 42 Vict. c. 72.

And whereas in the session of 1882 the Oxted Company introduced a Bill into Parliament seeking powers to construct railways from Croydon to the London Chatham and Dover Railway near Beckenham which Bill was opposed by the Brighton Company and rejected by the House of Commons:

And whereas in the session of 1883 the Oxted Company introduced another Bill into Parliament seeking powers to construct railways from Sanderstead on the said Croydon Oxted and East Grinstead Railways to the London Chatham and Dover Railway near Dulwich which was again opposed by the Brighton Company and after having passed the House of Commons was rejected by the House of Lords:

44 & 45 Vict. c. 189.

And whereas by the Oxted and Groombridge Railway Act 1881 (herein-after called "the Act of 1881") the Oxted Company were authorised to raise a capital of three hundred and thirty thousand pounds in shares and to borrow subject to the restrictions contained in the said Act the sum of one hundred and ten thousand pounds and the time for the purchase of lands for the purpose of the said railways will expire on the eleventh day of August one thousand eight hundred and eighty-four and the time limited for the completion of the said railways will expire on the eleventh day of August one thousand eight hundred and eighty-six:

And whereas at the time of the applications for the said Bills no capital had been issued by the Oxted Company nor had any steps been taken on their behalf towards the commencement of the works authorised by the Act of 1881 nor has any such capital been issued nor have any such steps been taken since on behalf of the Oxted Company:

And whereas subsequently to the rejection of the last-mentioned Bill the Brighton Company in order to terminate the differences which had led to the introduction of the said two Bills offered to undertake the construction of the works authorised by the Act of 1881 and a counter proposition was made on behalf of the Oxted Company:

And whereas in accordance with an arrangement made between the two companies the matters in difference were referred to the arbitration of the Right Hon. William Lygon Pakenham Earl of Longford and of Joseph Alfred Hardcastle who had respectively

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presided over the committees of the House of Lords and House of Commons which had dealt with the last-mentioned Bill:

And whereas in accordance with the decision of the said arbitrators an agreement was entered into between the Company and the Oxted Company a copy of which is set forth in the schedule to this Act:

And whereas it is expedient that effect should be given to the provisions of the said agreement as in this Act set forth and that the period limited by the Act of 1881 for purchasing lands for the purpose of the railways authorised by the said Act should be extended:

45 & 46 Vict. c. 93.

And whereas by section 25 of the London Brighton and South Coast Railway (Various Powers) Act 1882 the time prescribed for the sale of lands acquired by the Brighton Company under the powers of various Acts in certain parishes therein mentioned and not then applied to the purposes of the undertakings in respect of which they were so acquired was extended and it is expedient that the time for that purpose should be further extended:

And whereas it is expedient that the Brighton Company should be enabled for purposes connected with their undertaking to execute the works mentioned in this Act and that the powers in this Act contained should be conferred:

And whereas plans and sections showing the lines and levels of the railways and works authorised by this Act and the lands required or which may be taken for the purposes thereof and plans of the lands which may be acquired under this Act and a book of reference to such plans containing the names of the owners and lessees or reputed owners and lessees and of the occupiers of the said lands have been deposited with the respective clerks of the peace for the counties of Surrey and Sussex and those plans sections and books of reference are in this Act referred to as the deposited plans sections and books of reference respectively:

And whereas the objects 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 London Brighton and South Coast Railway (Various Powers) Act 1884.

Incorporation of parts of general Acts.

**2.** The Lands Clauses Consolidation Acts 1845 1860 and 1869 as amended by the Lands Clauses (Umpire) Act 1883 the Railways

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Clauses Consolidation Act 1845 and Parts I. II. and V. of the Railways Clauses Act 1863 relating respectively to the construction of a railway to extension of time and to amalgamation are subject to the provisions of and except where varied by this Act incorporated with and form part of this Act.

Extending certain provisions of the Companies Clauses Consolidation Acts.

**3.** Subject to the provisions of this Act all the provisions of the Companies Clauses Consolidation Act 1845 with respect to the following matters (that is to say) :—

The distribution of the capital of the Company into shares;
The transfer or transmission of shares;
The payment of subscriptions and the means of enforcing the payment of calls;
The forfeiture of shares for nonpayment 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 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;
The provision to be made for affording access to the special Act by all parties interested; and
Parts I. II. and III. of the Companies Clauses Act 1863 relating respectively to the cancellation and surrender of shares to additional capital and to debenture stock

shall be applicable to the capital and moneys hereby authorised to be raised by shares or stock or mortgage and to the proprietors thereof.

Interpretation.

**4.** In this Act the several words and expressions to which meanings are assigned by the Acts wholly or partly incorporated herewith have the same respective meanings unless there be something in the subject or context repugnant to such construction The expression "the Oxted and Groombridge Railway" means and includes the railways authorised by the Act of 1881 And for the purposes of this Act the expression "superior courts" or "court of competent jurisdiction" or any other like expression in this Act or any Act wholly or partly incorporated herewith shall be read and have effect as if the debt or demand with respect to which the expression is used were a common simple contract debt and not a debt or demand created by statute.

Power to make railways.

**5.** Subject to the provisions of this Act the Company may make and maintain in the lines and according to the levels shown on the deposited plans and sections the railways and works herein-after described with all proper stations sidings approaches works and conveniences connected therewith and may enter upon take and use such of the lands delineated on the deposited plans and described in the deposited books of reference as may be required for those purposes (that is to say) :—

Improvements of Railway at Lewes.

Railway No. 1.—A railway (1 furlong and 6 chains or thereabouts in length) commencing in the parish of St. Michael Lewes in the county of Sussex by a junction with the London and Lewes line of the Brighton Company at or near the point where that line emerges from the southern end of the tunnel at Lewes and terminating in the parish of St. John the Baptist Southover by a junction with Railway No. 2 herein-after described.

Railway No. 2.—A railway (3 furlongs and 5 chains or thereabouts in length) commencing in the parish of St. John the Baptist Southover in the county of Sussex by a junction with the Brighton and Lewes line of the Brighton Company near the bridge which carries Ham Lane over that line near the Mount and terminating in the parish of All Saints Lewes by a junction with the Lewes Uckfield and Tunbridge Wells line of the Brighton Company near the bridge which carries that line over High Street Lewes.

Railway No. 3.—A railway (3 furlongs 3 · 75 chains or thereabouts in length) commencing in the parish of St. John the Baptist Southover in the county of Sussex by a junction with Railway No. 2 (lastly described) and terminating in the said parish of St. John the Baptist Southover by a junction with the Lewes and Hastings line of the Brighton Company about one furlong and seven chains north of the bridge which carries the said Lewes and Hastings line over the River Ouse at Southerham.

As to purchase of Leighside Lewes.

**6.** The Company shall not take any part of the Leighside Estate at Lewes otherwise than by agreement with the owner or owners thereof but they may by agreement with such owner or owners purchase and hold the whole of the said estate so far as it is shown on the deposited plans and described in the deposited books of reference.

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Period for completion of railways.

**7.** If the railways herein-before authorised by this Act are not completed within three 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 railways or otherwise in relation thereto shall cease to be exercised except as to so much thereof as is then completed.

Closing level crossings.

**8.** The Company may stop up and extinguish all rights of way over part of the footpath leading from Coventry Park Streatham into the Streatham high road which footpath now crosses the Brighton Company's Peckham and Sutton Railway on the level in the parish of Streatham in the county of Surrey about one hundred and forty yards east of the said high road namely so much of the footpath as is situate between its junction with the said high road near the milestone denoting six and a half miles from the Royal Exchange and the southern or south-eastern side of the said railway But they shall not stop up the said footpath until they shall have provided instead thereof a substituted footpath into the said high road along the southern or south-eastern side of the said railway which footpath shall be connected with the high road there by stone steps with a good and sufficient handrail or handrails and such substituted footpath handrails and steps shall be constructed and completed to the satisfaction of the Board of Works for the Wandsworth District and shall after such construction and completion be maintained by such Board.

They may stop up and extinguish all rights of way over so much of the footpath in the same parish which is known as Potter's Lane as crosses on the level the Brighton Company's Railway one hundred yards or thereabouts north of the crossing of the Croydon and Balham line by the Peckham and Sutton line and as lies within the boundaries of the Brighton Company's property.

Closing Mill Creek Newhaven.

**9.** The Newhaven Harbour Company and the Brighton Company or one of them may close and fill up Mill Creek at Newhaven shown on the plans deposited in relation to the Newhaven Harbour Improvement Act 1878 and referred to in the said Act and thereupon the same creek shall become vested in the Newhaven Harbour Company so far as it is not already vested in them.

Period for compulsory purchase of lands.

**10.** The powers for the compulsory purchase of lands for the purposes of this Act shall not be exercised after the expiration of two years from the passing thereof.

Lands for extraordinary purposes.

**11.** The quantity of land to be taken by the Company under the powers of this Act by agreement in connexion with their undertaking for the extraordinary purposes mentioned in the Railways Clauses Consolidation Act 1845 shall not exceed two acres.

Dissolution of Oxted Company and vesting of their powers in Brighton Company.

**12.** From and after the passing of this Act and subject to the provisions hereof all the powers granted to the Oxted Company by the Act of 1881 and all their rights powers privileges and authorities and all their property and effects (if any) are hereby transferred to and vested in the Brighton Company and the provisions of Part V. of the Railways Clauses Act 1863 relating to amalgamation shall (so far as applicable) apply to the Oxted Company and the Brighton Company as if such transfer were an amalgamation and for that purpose the Oxted Company shall be deemed to be the dissolved company the Brighton Company shall be deemed to be the amalgamated company and this Act shall be deemed to be the amalgamating Act.

Payment of costs.

**13.** The Brighton Company shall within one month after the several amounts shall have been agreed between the Brighton Company and the Oxted Company or in default of agreement have been ascertained by the taxing officer of the House of Commons pay to the Oxted Company the proper costs charges and expenses incurred by them in the promotion of the Act of 1881 and of the said two Bills of 1882 and 1883 together with any other costs which may become payable by the Brighton Company in accordance with the said agreement and the amount thereof shall be deemed to form part of the capital expenditure of the Brighton Company in connexion with the Oxted and Groombridge Railway.

A receipt under the seal of the Oxted Company signed by two of the persons named in the Act of 1881 as directors of the same company shall be a sufficient discharge to the Company for the said payments and the money so paid to the Oxted Company shall be applied by the Oxted Company in discharge of all costs charges and expenses incurred by them with respect to the Act of 1881 and the said two Bills of 1882 and 1883 and from and after the passing of this Act the Oxted Company shall be dissolved except for the purpose of winding up their affairs and the Brighton Company shall not be liable to see to the application or for the misapplication of the said money payable by them to the Oxted Company.

Extension of time for purchase of lands.

**14.** Section twenty-eight of the Act of 1881 (period for compulsory purchase of lands) shall be read and have effect for all purposes as if the period of five years had been inserted therein instead of three years.

Penalty on Company if railway not completed.

**15.** If the Brighton Company fail within the period limited by this Act to complete the railways which they are by this Act authorised to make or if they fail within the period limited by the Act of 1881 to complete the Oxted and Groombridge Railway the

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Brighton Company shall be liable to a penalty of fifty pounds a day for every day after the expiration of the period so respectively limited until the railway in respect of which default is made is completed and opened for the public conveyance of passengers or until the sum received in respect of such penalty shall amount to five per centum on the estimated cost of the railway in respect of which default is made and the said penalty may be applied for by any landowner or other person claiming to be compensated in accordance with the provisions of the next following section of this Act or by the Solicitor of Her Majesty's Treasury and in the same manner as the penalty provided in section three of the Railway and Canal Traffic Act 1854. And every sum of money recovered by way of such penalty as aforesaid shall be paid under the warrant or order of such court or judge as is specified in that section to an account opened or to be opened in the name and with the privity of Her Majesty's Paymaster General on behalf of the Chancery Division of the High Court of Justice in England in the bank named in such warrant or order and shall not be paid thereout except as hereinafter provided but no penalty shall accrue in respect of any time during which it shall appear by a certificate to be obtained from the Board of Trade that the Brighton Company was prevented by unforeseen accident or circumstances beyond their control from completing or opening the railway in respect of which default is made: Provided that the want of sufficient funds shall not be held to be a circumstance beyond their control.

Application of penalty in compensation to parties injured.

**16.** Every sum of money so recovered by way of penalty as aforesaid shall be applicable and after due notice in the London Gazette shall be applied towards compensating any landowners or other persons whose property has been interfered with or otherwise rendered less valuable by the commencement construction or abandonment of the railway in respect of which default shall have been made as aforesaid or any portion thereof or who may have been subjected to injury or loss in consequence of the compulsory powers of taking property conferred upon the Oxted Company by the Act of 1881 or upon the Brighton Company by this Act and for which injury or loss no compensation or inadequate compensation shall have been paid and shall be distributed in satisfaction of such compensation as aforesaid in such manner and in such proportions as to the Chancery Division of the High Court of Justice in England may seem fit and if no such compensation shall be payable or if a portion of the sum or sums of money so recovered by way of penalty as aforesaid shall have been found sufficient to satisfy all just claims in respect of such compensation then the said sum or sums of money

recovered by way of penalty 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 Chancery Division thinks fit to order on the application of the Solicitor of 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 said division if the Brighton 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.

Providing for return of deposit.

**17.** In consideration of the liabilty to a penalty imposed upon the Company by the preceding sections of this Act in the event of failure to complete the Oxted and Groombridge Railway the Chancery Division of the High Court of Justice in England at any time after the passing of this Act on the application of the person or persons named in the warrant or order mentioned in section thirty-five of the Act of 1881 or the executors or administrators of such person or persons by petition in a summary way may and shall order that the sum of sixteen thousand eight hundred and thirty-six pounds Consolidated Three Pounds per Centum Annuities mentioned in the said section thirty-five (and therein referred to as "the deposit fund") and the interest or dividends on that sum shall be transferred and paid to the person or persons so applying or to any other person or persons whom he or they may appoint in that behalf and on such order being made the said sum and the interest or dividends thereon shall be transferred and paid to such person or persons accordingly.

Directors of Oxted Company to wind up affairs.

**18.** The directors of the Oxted Company who are in office at the time of the passing of this Act and the survivors or survivor of them may notwithstanding the dissolution of that company continue to act and may take any proceedings necessary or proper for winding up the affairs of that company and distributing the sums of money which will be payable by the Brighton Company.

Oxted Railway to form part of railways of the Company.

**19.** The railways by this Act authorised and the Oxted and Groombridge Railway shall for all purposes (including the levying of tolls rates fares and charges) be deemed to be part of the railways of the Brighton Company and the Brighton Company may in respect of the said railways demand and take any tolls rates fares and charges not exceeding those which by the London Brighton and South Coast Railway (Mitcham and Tooting Lines &c.) Act

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1863 and the London Brighton and South Coast Railway Act 1868 they are authorised to demand and take upon or in respect of their railways.

Company may apply funds to purposes of Act.

**20.** The Brighton Company may apply to the purposes of this Act (including the Oxted and Groombridge Railway) to which capital is properly applicable any of the moneys which they now have in their hands or which they have power to raise by virtue of any other Acts relating to the Brighton Company and which may not be required for the purposes to which they are by any such Acts made specially applicable and also any moneys raised by them under this Act Provided that all moneys raised by the Brighton Company under this Act whether by shares stock debenture stock or borrowing shall be applied in the first instance only to the purposes of the Oxted and Groombridge Railway so far as may be necessary for that purpose But any of such last-mentioned moneys not required for the completion of the said railway may be applied to any of the general purposes of the Company to which capital is properly applicable.

Power to raise Oxted capital as additional capital of the Company.

**21.** The Brighton Company may if they think fit subject to the provisions of the Companies Clauses Act 1863 with respect to additional capital raise the capital authorised by the Act of 1881 as additional capital by the issue at their option of new ordinary shares or stock or new preference shares or stock or wholly or partially by any one or more of those modes respectively but the Brighton Company shall not issue any shares of less nominal value than ten pounds nor shall any share vest in the person or corporation accepting the same unless and until a sum not being less than one fifth of the amount of such share shall have been paid in respect thereof.

Qualification of new shares or stock.

**22.** Except as by or under the powers of this Act otherwise provided the new shares or stock issued under the powers of this Act shall in proportion to the aggregate amount thereof from time to time held by the same person at the same time entitle the respective holders thereof to the same dividends and profits and confer on them the like qualifications and the like right of voting as the like amount of shares or stock of the Brighton Company of the same class or description.

Power to borrow.

**23.** The Brighton Company may from time to time if they so think fit borrow the moneys which they are by this Act authorised to borrow on mortgage of their undertaking subject nevertheless to the provisions of section eighteen of the Act of 1881.

Existing mortgages to have priority.

**24.** All mortgages granted by the Brighton Company in pursuance of any Act of Parliament and which shall be subsisting at

the time of the passing of this Act shall during the continuance of such mortgages and subject to the provisions of the Acts under which such mortgages were respectively granted have priority over any mortgages granted by virtue of this Act and nothing in this section contained shall affect any priority of the interest of any debenture stock at any time created and issued by the Company.

Debenture stock.

**25.** Whereas under the London Brighton and South Coast Railway (Capital) Act 1882 the Brighton Company were empowered to create and issue debenture stock and it was provided that the interest of all debenture stock at any time after the passing of that Act created and issued by the Company should rank pari passu with the interest of all mortgages at any time after the passing of that Act granted by the Company under that Act And the Brighton Company have not granted any mortgage or issued or created any debenture stock under that Act or subsequent to the date thereof and it is expedient to extend the operation of that section:

Therefore the Brighton 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 the London Brighton and South Coast Railway (Capital) Act 1882 created and issued or granted by the Company under that Act or this Act or any subsequent Act 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.

Receipt in case of persons not sui juris.

**26.** If any money is payable to a holder of shares or stock in the Brighton Company being a minor idiot or lunatic the receipt of the guardian or committee of his estate shall be a sufficient discharge to the Company.

Extending time for sale of superfluous lands.

**27.** The period limited by the twenty-fifth section of the London Brighton and South Coast Railway (Various Powers) Act 1882 for selling and disposing of the lands therein referred to shall be extended for a further period of two years from the date of the passing of that Act.

Temporary investment of moneys.

**28.** The directors of the Brighton Company may from time to time invest temporarily any moneys in their hands not required to be immediately applied as capital or revenue as the case may be and any interest dividend or profit resulting from any such investment shall be carried to the credit of the general revenue of the Company Provided that such moneys shall be invested in Exchequer bills or bonds or other British Government security and not otherwise.

Reserving rights of Postmaster General under Telegraph Act, 1878.

**29.** Nothing in this Act or in the agreement scheduled hereto shall affect the rights of the Postmaster General under the Telegraph Act 1878 in relation to telegraphic lines.

Interest not to be paid on calls paid up.

**30.** No interest or dividend shall be paid out of any share or loan capital which the Brighton Company are by this 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 Brighton 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.

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

**31.** The Brighton 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 Brighton Company to construct any other railway or to execute any other work or undertaking.

Provision as to general Railway Acts.

**32.** Nothing in this Act contained shall exempt the Brighton Company or their railways 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.

**33.** 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 Brighton Company.

# SCHEDULE.

## AGREEMENT BETWEEN THE BRIGHTON COMPANY AND THE OXTED COMPANY.

An Agreement made the 25th day of July 1883 between the London Brighton and South Coast Railway Company (herein-after referred to as the "Brighton Company") of the one part and the Oxted and Groombridge Railway Company incorporated by the Oxted and Groombridge Railway Act 1881 (herein-after referred to as the "Oxted Company") of the other part whereby it is mutually agreed as follows:—

1. The Brighton Company will at their own expense during the session of 1883–4 promote a Bill having for its object the transfer to the Brighton Company or to the Brighton and South-eastern Companies jointly of the undertaking rights and powers of the Oxted Company and for the dissolution of the Oxted Company and the said Bill shall at the option of the Brighton Company either contain powers to transfer to the Brighton Company or to the Brighton Company and the South-eastern Company jointly the capital and borrowing powers of the Oxted Company or for the raising of the necessary capital by the Brighton Company separately or by the Brighton Company and the South-eastern Company.

2. The Oxted Company shall assist the Brighton Company in the promotion of the said Bill so far as it may relate to the Oxted Company's undertaking in such manner as the Brighton Company may desire and shall if required seal the petition for leave to deposit the said Bill but any costs and expenses properly incurred by the Oxted Company under this clause (the amount whereof shall be settled by the taxing officer of the House of Commons in case of disagreement) shall be paid by the Brighton Company.

3. The Brighton Company will take all necessary steps to promote and to secure the passing by Parliament of the said Bill (which shall contain the usual penalty clauses to secure the completion of the line within a reasonable time) and upon the same passing into law will with all reasonable despatch proceed with the construction of the authorised line so that the same may be opened for traffic as soon as possible.

4. Provision shall be made in the said Bill for the release of the deposit made by the Oxted Company in respect of the said Act of 1881 and for the payment thereof with the interest actually paid or accrued due thereon to the Oxted Company and also for the necessary powers for extension of time for purchase of lands and completion of works.

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5. The said Bill shall further contain powers authorising the Brighton Company to pay the proper costs charges and expenses of the Oxted and Groombridge Company incurred in the promotion of the Oxted and Groombridge Railway Act of 1881 the Oxted and Groombridge Bill of 1882 and the Oxted and Groombridge (Croydon and London Extension) Bill 1883 such costs charges and expenses unless agreed between the respective companies to be taxed by the taxing officer of the House of Commons.

6. In order to secure the Oxted Company against the contingency of the proprietors of the Brighton Company refusing to confirm the provisions of this agreement or the Bill proposed to be introduced in the next session of Parliament carrying the same into effect the Oxted Company may if they think fit introduce a Bill for powers to extend their time for the compulsory purchase of lands and for the construction of works authorised by the said Act of 1881 but such Bill shall not be proceeded with if and when the proprietors of the Brighton Company shall at a special meeting summoned in pursuance of the standing orders of Parliament have approved the said Bill to be introduced by the Brighton Company. The proper costs and expenses of the Oxted Company in the promotion of such Bill (the amount of which shall be settled by the taxing officer of the House of Commons in case of disagreement) shall be paid by the Brighton Company.

7. This agreement the terms of which have been confirmed by the Board of the Brighton Company is sealed by that Company subject to the confirmation of its provisions by the proprietors of the Brighton Company at a special general meeting.

8. The Brighton Company shall have power at any time to admit the South-eastern Company to a joint ownership of the Oxted and Groombridge Railway on such terms and conditions as the Brighton and South-eastern Companies may agree upon or as may be defined in the said Bill.

In witness whereof the corporate seals of the two companies have been hereunto affixed the day and year first above written.

Seal of the London Brighton and South Coast Railway Company

Seal of the Oxted and Groombridge Railway Company.

LONDON: Printed by Eyre and Spottiswoode.
Printers to the Queen's most Excellent Majesty. 1884.