

# APPENDIX OF FORMS.

## ARTICLES OF ASSOCIATION.

FORM No. 1.—(See §§ 5, 7, *ante.*)

Know all men by these presents, that we, the undersigned, under and in pursuance of an act of the Legislature of the State of New York, entitled "An act to authorize the formation of Railroad Corporations and to regulate the same," passed April 2, 1850, and the acts amendatory thereof and supplementary thereto, have associated ourselves together for the purpose of constructing, maintaining and operating a railroad for public use, in the conveyance of persons and property, and for that purpose, have made, signed and executed these articles of association.

ARTICLE I. The corporate name of said company shall be The \_\_\_\_\_ Railroad Company.

ARTICLE II. The company is to continue in existence for the period of \_\_\_\_\_ years.

ARTICLE III. The places from and to which said railroad is to be constructed, maintained and operated, are as follows: Commencing at or near \_\_\_\_\_, in the county of \_\_\_\_\_, and State of New York, and running thence by the most direct and feasible route, via (*here set forth the names of the towns, etc., through which it is proposed to construct said railroad*), and terminating at or near \_\_\_\_\_, in the county of \_\_\_\_\_, and State of New York.

ARTICLE IV. The length of said railroad, as nearly as may be estimated, is \_\_\_\_\_ miles, and the same is intended to be made through or into the counties of \_\_\_\_\_.

ARTICLE V. The amount of capital stock of said railroad company shall be \_\_\_\_\_ dollars.

ARTICLE VI. The said capital stock shall consist of \_\_\_\_\_ shares of \_\_\_\_\_ dollars each.

ARTICLE VII. The names and places of residence of thirteen directors of said company, who shall manage its affairs for the first year, and until others are chosen in their places, are as follows, to wit (*insert after the name of each director his place of residence*).

In witness whereof, we have hereunto respectively subscribed our names and places of residence, and severally agree to take the number of shares of stock of said company set opposite our respective names.

Dated, etc.

Names of Subscribers.	Places of Residence.	No. Shares Subscribed.

**AFFIDAVIT OF DIRECTORS TO ARTICLES OF ASSOCIATION.**FORM No. 2.—(See § 10, *ante*.)STATE OF NEW YORK, }  
COUNTY OF ———, } *ss.*

*A. B., C. D., and E. F.,* being severally duly sworn, each for himself doth depose and say that he is a director named in the within (*or annexed*) articles of association of the ——— Railroad Company. That one thousand dollars of stock for every mile, to wit: ——— miles of railroad proposed to be made in, under and by virtue of said articles of association, has been, and is, subscribed thereto, and ten per cent paid thereon in good faith, and in cash, to the directors named in said articles of association. That the amount of stock required by the second section of the act referred to, in said articles of association, has been in good faith subscribed, and ten per cent paid in cash thereon as aforesaid, and that it is intended in good faith to construct, maintain, and operate the railroad mentioned in said articles of association.

(*Signatures of at least three of the directors  
named in the articles of association.*)

Sworn to before me this }  
——— day of ——— 188—. }

**PROXY TO VOTE AT ELECTION.**FORM No. 3.—(See § 52, *ante*.)

Know all men by these presents, that I, *A. B.*, of the city of Troy, N. Y., do hereby appoint *C. D.*, of the city of Albany, N. Y., my attorney for me, and in my stead, to vote as my proxy, at any election of the Directors of the ——— Railroad Company, according to the number of votes I should be entitled to cast, if then personally present.

Witness (*etc., as in preceding form.*)

For form of oath to be made by person offering to vote by proxy, see § 58, *ante*,

**OATH OF INSPECTOR OF ELECTION.**FORM No. 4.—(See § 57, *ante*.)STATE OF NEW YORK, }  
COUNTY OF ———, } *ss.*

I, *A. B.*, of the city of ———, do solemnly swear (*or affirm*) that I will well and truly do and perform the duties of the office of an inspector of election, now to be held for directors of the ——— Railroad Company, according to the best of my ability.

(*Signature of deponent.*)

Subscribed and sworn before me this }  
——— day of ———, 188—. }

**CERTIFICATE OF CAPITAL STOCK.**

FORM No. 5.

(Name of corporation.)

each.  
Shares.

No. (of certificate)

(Number of) shares.

This is to certify that \_\_\_\_\_ is entitled to \_\_\_\_\_ shares of \_\_\_\_\_ dollars each of the capital stock of the \_\_\_\_\_ Railroad Company, transferable only on the books of the said company, at its office in the city of New York, by the said \_\_\_\_\_, or his attorney, upon the surrender of this certificate.

Witness the seal of the \_\_\_\_\_ Railroad Company, at the city [L. s.] of \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 188—.

(Signature of secretary.)

(Signature of president.)

**POWER TO TRANSFER STOCK.**

FORM No. 6.

Know all men by these presents, that I, *A. B.*, of the city of *Troy, N. Y.*, do hereby constitute and appoint *C. D.*, of the city of *Albany, N. Y.*, my true and lawful attorney, for me and in my name and behalf, to sell, assign and transfer to *E. F.*, of *Boston, Mass.*, the whole or any part of \_\_\_\_\_ shares of the capital stock of the \_\_\_\_\_ Railroad Company, standing in my name on the books of the said company, and for that purpose to make and execute all necessary acts of assignment and transfer.

Witness my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 188—.

*A. B.* [L. s.]

Signed, sealed and delivered }  
in presence of }  
*E. F.*

**TRANSFER OF STOCK.**

FORM No. 7.

Know all men by these presents, that I, *A. B.*, of the city of *Troy, N. Y.*, for value received, have bargained, sold, assigned, and transferred, and by these presents do bargain, sell, assign, and transfer, unto *C. D.*, of the city of *Albany, N. Y.*, \_\_\_\_\_ shares of the capital stock of the \_\_\_\_\_ Railroad Company, standing in my name on the books of said company, and transferable only at its office in the city of *New York*; and I do hereby constitute and appoint the said *C. D.* my true and lawful attorney, irrevocable, in my name or otherwise, but to his own use and benefit, and at his own costs and charges, to sell, assign, transfer and set over all, or any part, of the said stock; and for that purpose to make and execute all necessary acts of assignment and transfer, and one or more persons to substitute with like power; and also to take all lawful ways and means for the recovery and enjoyment thereof, hereby ratifying and confirming all that my said attorney, or his substitute or substitutes, shall lawfully do by virtue hereof.

Witness my hand and seal, this \_\_\_\_\_ day of \_\_\_\_\_, 188—.

Signed, sealed and delivered }  
in presence of }  
(Signature of witness.)

(Signature and seal.)

**POWER TO COLLECT DIVIDEND.**

FORM No. 8.

Know all men by these presents, that I, *A. B.*, of the city of Troy, N. Y., do authorize, constitute, and appoint *C. D.*, of Albany, N. Y., to receive from the ——— Railroad Company the dividend now due me on all stock, standing in my name, on the books of the said company, and receipt for the same; and hereby ratifying and confirming all that may lawfully be done in the premises by virtue hereof.

Witness (*etc.*, as in preceding form.)

**NOTICE OF FILING MAP AND PROFILE.**FORM No. 9.—(See § 166, *ante.*)

To (*etc.*, occupant of land over which route of road passes):

Take notice that a map and profile of the route intended to be adopted by the ——— Railroad Company, in the county of ———, certified in due form of law by the president and engineer (*or a majority of the directors*) of the said company, was on the ——— day of ———, 188—, duly filed in the office of the register (*or if there be no register, then in the office of the county clerk*) of the county of ———, and that the said route designated thereby passes over your land (*indicating the same.*)

Dated, etc.

(*Signature and title of secretary of railroad company.*)

**NOTICE OF APPLICATION BY LAND OWNER FOR APPOINTMENT OF COMMISSIONERS TO CHANGE PROPOSED ROUTE OF ROAD.**FORM No. 10.—(See § 167, *ante.*)

To the ——— Railroad Company and to *C. D.*, and *E. F.*, owners and occupants of land to be affected by the proposed alteration of route of road specified in the annexed petition.

Take notice that the petition of *A. B.*, together with the surveys maps and profiles, copies of all of which are herewith served upon you, will be presented to the Hon. C. R. I., a justice of the Supreme Court of the State of New York, at a special term thereof, appointed to be held in and for the county of ———, at the court-house in the city of ———, on the ——— day of ———, 188—, at the opening of the court on that day, or as soon thereafter as counsel can be heard, and that a motion will then and there be made that the prayer of the said petition be granted.

Dated, etc.

Yours, etc.,

(*Signature of attorney of land owner.*)

**PETITION OF LAND OWNER FOR PROPOSED ALTERATION  
OF ROUTE OF RAILROAD.**

FORM No. 11.—(See §§ 167, 168, *ante*.)

NEW YORK SUPREME COURT.

COUNTY OF \_\_\_\_\_.

In the matter of the application of A.  
B., for the change of the proposed  
route  
of the  
\_\_\_\_\_ Railroad Company.

*To the Hon. C. R. I., a Justice of the Supreme Court of the State of New York:*

The petition of A. B. of \_\_\_\_\_ shows, upon information and belief that the \_\_\_\_\_ Railroad Company is a corporation organized under and by virtue of an act of the Legislature of the State of New York, entitled "An act to authorize the formation of railroad corporations, and to regulate the same," passed April 2, 1850, and the several acts amendatory thereof and supplementary thereto; that the articles of association of said company, were filed in the office of the secretary of state, and said company became a body corporate, pursuant to said act, on the \_\_\_\_\_ day of \_\_\_\_\_, 188—; that it is the intention of the said company, as your petitioner is informed and verily believes, to construct and finish a railroad from and to the places named for that purpose in said articles of association, to wit: Commencing at or near \_\_\_\_\_, in the county of \_\_\_\_\_ and State of New York, and terminating at or near \_\_\_\_\_, in the county of \_\_\_\_\_ and State of New York; and your petitioner further shows that the said company has surveyed the line or route of its proposed road, and has made a map or survey thereof, by which such route or line is designated, and that it has located its said railroad according to such survey, and has filed certificates of such location, certified to by the president and engineer, or (*by a majority of the directors*) of said \_\_\_\_\_ Railroad Company, in the register's office, (*or if there be no register's office in the county, then in the office of the county clerk*) of the county of \_\_\_\_\_ that being one of the counties, through or into which the said railroad is to be constructed, that hereto annexed is a copy of the survey, map and profile of the said route of said road as designated by said company.

That a portion of the real estate which the said company seeks to acquire is bounded and described as follows: (*Insert description of enough of the proposed route to show the land of the petitioner, and enough of the adjacent land at each side of petitioner's land for a proper presentation of the case.*)

Your petitioner further shows that he feels aggrieved by the proposed location of the route of said proposed railroad as the same has been designated and located by the aforesaid map and survey of the said company, and that your petitioner's objections to the route so designated by said company are as follows, to wit (*here specify the particulars of the objections made by petitioner*).

Your petitioner further shows that he designates the route to which he proposes to alter the aforesaid proposed location and route of said railroad as follows, to wit (*here insert the proposed alteration of the route of road*): and refers to the annexed map, survey and profile thereof for a more particular description thereof.

That *A. B.*, of ———, *C. D.*, of ———, and *E. F.*, of ———, are the only owners or occupants of lands to be affected by the above proposed alteration of the said proposed route and location of said railroad, as the same has been designated by the said company.

Dated, etc.

(*Signature of petitioner.*)

### AFFIDAVIT OF VERIFICATION TO BE ANNEXED TO THE FOREGOING PETITION.

FORM No. 12.

STATE OF NEW YORK, }  
 ——— COUNTY, } ss.:

*A. B.*, of ———, town of ———, in said county, being duly sworn, says that he is the petitioner named in, and who has subscribed the foregoing petition. That he has heard the said petition read, and knows the contents thereof, and that the same is true of his own knowledge, except as to the matters which are therein stated upon information and belief, and as to those matters he believes it to be true.

*A. B.*

Subscribed and sworn before me this }  
 ——— day of ———, 188—. }

### ORDER APPOINTING COMMISSIONERS, ON APPLICATION TO CHANGE PROPOSED ROUTE OF ROAD.

FORM No. 13.—(See § 169, *ante.*)

At a special term, etc. (*Title of application as in form No. 11, ante.*)

On reading and filing the verified petition of *A. B.*, dated the ——— day of ———, 188—, together with the notice accompanying the same, and the maps, surveys and profiles referred to in said petition and attached to and accompanying the same, and proof of due service thereof upon The ——— Railroad Company, and *C. D.*, *E. F.*, etc., owners or occupants of land to be affected by the proposed alteration of the route of the road of the said The ——— Railroad Company; and after hearing Mr. *A. G. H.*, of counsel for the petitioner, and Mr. *M. N. O.*, of counsel for The ——— Railroad Company, and Mr. *C. H. R.*, of counsel for (*insert names of owners or occupants of land affected by proposed change, etc.*); and the justice of the Supreme Court, before whom such application is heard, having considered that sufficient ground therefor exists, it is ordered that the following three disinterested persons, viz., *G. M.*, of ———, *R. C.*, of ———, and *L. P.*, of ——— (the said *L. P.* being a practical civil engineer), are hereby appointed commissioners to examine the route proposed by the said The ——— Railroad Company, and the route to which it proposed to alter the same, and, after hearing the parties, to affirm the route originally designated, or adopt the proposed alteration thereof, as may be consistent with the just rights of all the parties and the public, including the owners or occupants of lands upon the proposed alteration.

(*Signature of Justice of the Supreme Court.*)

**PETITION FOR APPOINTMENT OF COMMISSIONERS OF AP-  
PRAISAL.**

FORM No. 14.—(See § 129, *ante*.)

IN THE SUPREME COURT OF THE STATE OF NEW YORK :

In the matter of the application of the ——— Railroad Company.
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*To the Supreme Court of the State of New York:*

The petition of the ——— Railroad Company respectfully shows, that the said company is a corporation duly organized under and by virtue of an act of the Legislature of this State, entitled "An act to authorize the formation of railroad companies and to regulate the same," passed April 2, 1850, and the several acts amendatory thereof and supplemental thereto (*or, if organized under another act, state it*); that the articles of association of said company, made and executed in due form, were filed, and said company became a body corporate pursuant to said act on the ——— day of ———, 188—; that the first board of directors of said company were chosen, by-laws were made, officers were elected, surveys and a map and profile of the intended route of said road were made, certified, and filed by said company according to said act; that it is the intention of the said company, in good faith, to construct and finish a railroad from and to the places named for that purpose in said articles of association, to wit: from the city (*or town*) of ———, in the county of ——— in the State of New York, commencing at a point near (*describe point of commencement*) and running thence by the most direct and feasible route thereof through ——— and ——— (*insert the names of the towns*) to (*describe point of termination*) in the city (*or town*) of ———, in the county of ———, in the State of New York; that the whole capital stock of said company has been in good faith subscribed as required by the said act. (See §§ 125(a), 126, *ante*, that corporations formed under the general railroad act may apply for appointment of commissioners when, at least, ten thousand dollars for every mile of the road proposed to be constructed in this State shall be, in good faith, subscribed to the capital stock, and ten per cent thereof paid in.) That the said company has surveyed the line or route of its proposed road, and has made a map or survey thereof, by which such route or line thereof is designated, and that they have located their road according to such survey, and have filed certificates of such location, signed by a majority of said directors, in the clerk's (*or register's*) office, of the counties of ——— and ———, those being the counties and the only counties in this State through or into which said railroad is to be constructed.

Your petitioners further show that the real estate described in the schedule "A" hereunto annexed, and forming a part of this petition, is required for the purposes of the incorporation of said company, to wit: for the purpose of constructing and operating the said proposed road, and that the said company have not been able to acquire the title thereto for the reason that the owners thereof refuse to sell the same for any reasonable compensation (*or other reason*); that the schedule B, hereto annexed, contains the names and places of residence of the parties, so far as the same can by reasonable diligence be ascertained, who own or have, or claim to own or have, estates or interests in the said real estate.

Your petitioners further show, upon information and belief, that *A. B.* and *C. D.*, named in the said schedule B, are infants, having no general guardian, and that the said *A. B.* is aged \_\_\_\_\_ years, and the said *C. D.* is aged \_\_\_\_\_ years.

Your petitioners further show that (*state, if such be the fact, that any of the owners or parties interested are idiots, or persons of unsound mind, or are unknown, and any other allegations of liens or incumbrances on the land which may be deemed necessary or proper to make.*)

Your petitioners, therefore, with a view to acquire title to the said real estate for the purposes aforesaid, pray for the appointment of three disinterested and competent persons, who reside in the said county of \_\_\_\_\_, where the said lands are situated, and who are freeholders, as commissioners to ascertain and appraise the compensation to be made to the owners or persons interested in the said real estate, pursuant to the provisions of the said act, and for such further or other order as the court may deem proper to grant.

The \_\_\_\_\_ Railroad Company, by  
*E. F.*, the President (*or a director*) thereof.

HENRY A. MERRITT,

*Attorney for petitioners, Troy, N. Y.*

SCHEDULE A—*Referred to in the foregoing petition.*

Being a description of the several parcels of land and real estate situate in the county of Rensselaer, required by the \_\_\_\_\_ Railroad Company for constructing and operating their road.

*Parcel No. 1.*

All that certain lot, etc. (*Add description.*)

*Parcel No. 2.*

All that certain lot, etc. (*Add description.*)

SCHEDULE B—*Referred to in the foregoing petition.*

The following are the names and places of residence of the parties so far as the same can by reasonable diligence be ascertained, who own, or have, or claim to own, or have any estate or interest in the lands or real estate, or any part thereof, mentioned and described in the foregoing annexed petition and schedule A, together with a statement of such other facts and circumstances as the company has been able to ascertain, and which it is advised, it is material to state in connection therewith. The numbers of the parcels are those of the successive plots or parcels, as separately described in said schedule A, and are the same as designated on the maps, made and filed by the said company, and referred to in the said schedule A. The said parcels respectively are supposed to be owned or claimed as follows, viz:

No. 1.—By *A. B.* and *C. D.*, of \_\_\_\_\_, and the wife of *C. D.* claims a right of dower therein.

No. 2.—By *E. L.* of \_\_\_\_\_, and *D. I.* his wife claims a right of dower therein.

No. 3.—By *J. B.* and the heirs of *R. B.*, deceased, to wit: *G. B.* and *E. B.*, all of \_\_\_\_\_, and \_\_\_\_\_ *J. B.*, the wife of the said *R. B.*, deceased, also of \_\_\_\_\_, has or claims to have a right of dower therein, and *L. M.*, of \_\_\_\_\_ has or claims to have some interest therein by mortgage or otherwise.



## AFFIDAVIT OF VERIFICATION OF THE FOREGOING PETITION.

FORM No. 15.

STATE OF NEW YORK, }  
 RENSSELAER COUNTY, } ss.:

A. B., of the city of Troy, in said county, being duly sworn, says that he is one of the directors and one of the executive committee of the ——— Railroad Company, named in the foregoing petition; that in the discharge of his duties as such he has the general charge and superintendence of the business and affairs of the said company, and has made himself acquainted therewith; that deponent has read the foregoing petition and knows the contents thereof; and he has, as he believes, a better knowledge of the matter stated in said petition, than any other person. That the said petition is true of his own knowledge, except as to the matters therein stated on information and belief, and as to those matters he believes it to be true.

Sworn before me, this ——— }  
 day of ———, 188—.

A. B.

## ANOTHER FORM OF PETITION FOR APPOINTMENT OF COMMISSIONERS OF APPRAISAL.

FORM No. 16.—(See § 129, ante.)

*To the Justices of the Supreme Court of the State of New York,*

——— *Judicial District:*

The petition of *The New York and Albany Railroad Company*, respectfully shows:

That your petitioner is a body corporate, duly organized and incorporated under and in pursuance of an act of the Legislature of the State of New York, entitled "An act to authorize the formation of railroad corporations and to regulate the same," passed April 2, 1850, and the several acts amending the same; and that it is the intention of the said company, in good faith, to construct and finish a railroad from some point in the line between the States of New York and New Jersey, in the county of Rockland, in the State of New York, to the city of Albany, those being the places named in the articles of association of said company as the places from and to which said company proposes to construct said railroad; that at least ten thousand dollars for every mile of its railroad proposed to be constructed in this State has been in good faith subscribed to its capital stock, and that ten per cent thereof has been paid in as required by law (*see §§ 125[a], 126 and 129, ante, as to when it is necessary to state that the whole capital stock has been in good faith subscribed*); that said company has surveyed the line or route of its said proposed road, and made a map or survey thereof, by which such route or line is designated; and that it has located its said railroad according to said survey, and filed certificates of such location, signed by a majority of the directors of the said company, in the clerk's office of the county of *Albany*, and the other counties through or into which the said railroad is to be constructed.

Your petitioners further show that the land described in the annexed schedule marked "A" (which is made a part of this petition), is required for the pur-

pose of constructing, or operating the proposed road; and that the company has not been able to acquire title thereto, by reason of not being able to agree with the owner thereof upon the amount of compensation to be made therefor.

That *A. B.*, *C. D.* and *E. F.*, own or have, or claim to own or have, estates or interests in the said real estate as follows, viz. (*Here state the nature and extent of their respective estates and interests.*)

Your petitioners therefore pray that an order may be made by this honorable court, for the appointment of commissioners of appraisal to ascertain and appraise the compensation to be made to the said owner or person interested in the said real estate proposed to be taken by your petitioners, in the said county of *Albany*, and described in the annexed schedule.

The New York and Albany Railroad Company, by

JACOB G. RUNKLE,

*Its Attorney.*

(*Annex schedule A, descriptive of lands.*)

### ANOTHER FORM OF PETITION FOR THE APPOINTMENT OF COMMISSIONERS OF APPRAISERS IN CASES WHERE ROUTE OF ROAD HAS BEEN CHANGED.

FORM No. 17.—(See § 129, *ante.*)

*In the Supreme Court of the State of New York:*

The petition of the ——— Railroad Company respectfully sheweth:

That the said company is a corporation duly incorporated under and in pursuance of an act of the Legislature of the State of New York, entitled "An act to authorize the formation of railroad corporations and to regulate the same," passed April 2d, 1850; that it is the intention of the said company in good faith to construct and finish a railroad from and to the places named for that purpose in its articles of association, to wit: from some convenient point in the city of Troy to some convenient point in the easterly line of the county of Rensselaer; that the whole of the capital stock of the company, required by said act, has been in good faith subscribed and paid in as required by said act. (*See §§ 125 (a) and 126 ante., and statement in regard to payment of capital stock in the last form.*) That the said company has surveyed the line or route of its proposed road, and has made a map or survey thereof by which said route or line is designated, and has located its said road according to such survey, and has filed a map and also a certificate of such location, signed by a majority of the directors of the said company, and also a profile of the said route in the clerk's office of the county of Rensselaer, the only county through or into which said road is to be constructed; that after the making of the said original location of the said route of the said road, and after the said map, profile, and certificate of said location had been filed as aforesaid, the said directors by a vote of two-thirds their whole number, made sundry alterations and changes in said route of said road in and through the said county of Rensselaer, it appearing to said directors that the line and route of said road would be improved thereby; and did thereupon make and file in the clerk's office of said county of Rensselaer, respectively, a survey, map, and certificate of such alterations and changes.

And your petitioner further states that the several pieces of land and real

estate described in the schedule hereunto annexed, marked schedule A, and forming part of this petition, are required for the purpose of constructing and operating the said proposed road, and the same are included within and form part of the said road, as last located by the said company as aforesaid; that the said company has not been able to acquire title thereto for the reasons stated in the schedule hereto annexed, marked schedule B, and which forms a part of this petition, and which contains (in connection with each several piece of land), the names and places of residence of the respective parties, so far as the same can by reasonable diligence be ascertained, who own, or have or claim to own, or have estates or interests in the said real estate, and also such other facts and circumstances as the said company has been able to ascertain and which it is advised, it is material for it to state in relation thereto.

And your petitioner further states and claims, that inasmuch as persons other than those whom the said company has been able to ascertain and specify in the said schedule B, may have some right, interest or claim in, or to some portion of the said land and real estate described in the said annexed schedule A, and the said persons named in the said schedule B, may have some right, interest or claim in or to some portions of the said real estate other than those specified in the said schedule B, as belonging or supposed to belong to them; that all such persons so named, or upon whom this petition shall be served in the manner provided in and by the said act, may be bound by the proceedings on this petition, and that your petitioner may acquire all the right, title and interest of each and all of the said persons in and to all the lands described in the annexed schedule A, as fully as if their right, title and interest therein had been fully and particularly specified.

Your petitioner, therefore, with the view of acquiring title to the said real estate for the purposes aforesaid, prays for the appointment of three disinterested and competent persons, who reside in the said county of Rensselaer, where the said lands and real estate are situated, as commissioners to ascertain and appraise the compensation to be made to the owners or persons interested in the said real estate, pursuant to the provisions of the said act, and for such further or other order in the premises, as the said court may deem proper to grant.

T. S.,

Attorney for the ——— Railroad Company.

(Annual schedule as in form No. 14, ante.)

## NOTICE OF MOTIONS TO ACCOMPANY FOREGOING PETITIONS.

FORM No. 18.—(See § 130, ante.)

To *A. B., C. D., etc.*, parties owning, or having, or claiming to own, or have some estate or interest in the real estate, or some portion thereof, described in the foregoing petition, and whose interests are to be affected by the proceedings thereon:

You will take notice, that the annexed petition with a copy whereof you are herewith served, will be presented to the Supreme Court at a (*general or special*) term thereof, to be held at the Capital in the city of Albany, on the ——— day of ———, 188—, at the opening of the court on that day, or as soon thereafter

as counsel can be heard; and that a motion will then and there be made that the prayer of such petition be granted, and for such other order as may be proper.

Dated Troy, the —— day of ——, 188—.

Yours, etc.,

T. S.,

Attorney for the —— Company, petitioner.

### NOTICE TO NON-RESIDENT OR UNKNOWN OWNERS, TO BE PUBLISHED.

FORM No. 19.—(§§ 132, 135, *ante.*)

(Title.)

To ——, etc., and all others owning or interested in the estate hereinafter described.

Take notice that the petition of the —— Railroad Company, stating and setting forth the several matters required to be stated and set forth therein by the provisions of the act of the Legislature of the State of New York, entitled, "An act to authorize the formation of railroad corporations and to regulate the same," passed April 2, 1850, and praying for the appointment of three disinterested and competent freeholders, commissioners to ascertain and appraise the compensation to be made to the owners or persons interested in the real estate hereinafter mentioned and described, will be presented to the Supreme Court of the State of New York, at a (*special* or *general*) term thereof, appointed to be held at the court house in the city of ——, on the day of ——, 188—, at the opening of the court on that day, or as soon thereafter as counsel can be heard; and that a motion will then and there be made that the prayer of the said petition be granted.

That the real estate which the said company seeks to acquire is bounded and described as follows, (*insert description.*)

That the real estate described, as aforesaid, is required for the purposes of the incorporation of said company, to wit: for the purpose of constructing and operating its proposed road.

Dated, etc.

T. S.,

Attorney for the —— Railroad Company.

### ORDER APPOINTING COMMISSIONERS OF APPRAISAL.

FORM No. 20.—(See § 140, *ante.*)

At a (*special* or *general*) term of the Supreme Court, held in and for the State of New York, at the court house in the city of ——, in the county of ——, on the —— day of ——, 188—.

Present, Hon. ——, *Justice.*

In the matter of the appraisal of the compensa-  
 tion to be made for real estate, proposed to be  
 taken by The ——— Railroad Company,  
 from  
 A. B., C. D., etc.

On presentation of the petition of the ——— Railroad Company, dated the  
 ——— day of ——— 188—, praying for the appointment of three disinterested  
 and competent persons as commissioners, to ascertain and appraise the compen-  
 sation to be made to the owners or persons interested in the real estate herein-  
 after described, and which is proposed to be taken by said company for the  
 purposes of its incorporation, and on reading and filing the same, with due  
 proof of service of a copy thereof, and a notice (a copy of which is annexed to  
 said petition), on the ——— day of ——— 188—, upon the above-named A. B.,  
 C. D., etc., and after hearing E. F., of counsel for the said petitioner, and  
 G. H., of counsel for said owners or persons interested, and no sufficient cause  
 having been shown against granting the prayer of the said petition:

Now, on motion of E. F., of counsel for said company, it is ordered that  
 O. P., of ———, and Q. R., of ———, and M. N., of ———, three disinter-  
 ested and competent freeholders, be and they are hereby appointed commis-  
 sioners to ascertain and appraise the compensation to be made by the company to  
 the said A. B., C. D., etc., the owners or persons interested in the following  
 described real estate (being the same as described in said petition) proposed to  
 be taken for the purposes of the company in constructing and operating its  
 railroad, viz. (*Here insert description of the land proposed to be taken by the com-  
 pany.*)

And it is further ordered, that the first meeting of the said commissioners  
 shall be on the ——— day of ———, 188—, at (*insert place of meeting*).

It also appearing to the court, from the said petition, that G. H. and I. J.,  
 persons interested in the said real estate, are infants, having no general guardian,  
 it is further ordered that K. L., of ———, a counselor of this court, be and he  
 hereby is appointed the special guardian of the said infants, for the purpose of  
 representing them and attending to their interests in the proceedings (§ 138,  
*ante*). (*Insert similar provision for appointment of attorney for party in interest  
 unknown, or whose residence is unknown [§ 139, ante]; also of appointment of com-  
 mittee for persons of unsound mind or idiots [§ 138, ante.]*)

**OATH OF COMMISSIONERS OF APPRAISAL.**

FORM No. 21.—(See § 141, *ante*.)

*State of New York, Supreme Court, ——— Judicial District:*

In the matter of the petition of the Railroad Com-  
 pany                                 *agt.*  
   A. B., C. D., etc.

——— COUNTY, ss.:

O. P., Q. R. and M. N., each for hiraself, being duly sworn, says: "I do  
 solemnly swear that I will support the constitution of the United States, and

the constitution of the State of New York; and that I will faithfully discharge the duties of commissioner of appraisal in this matter according to the best of my ability.

The foregoing oath, taken and subscribed }  
by each of the said commissioners, before }  
me, this —— day of ——, 188—. }

O. P.,  
Q. R.,  
M. N.,

G. H., Notary Public.

### SUBPENA FOR WITNESS.

FORM No. 22.—(See § 141, *ante*.)

*The People of the State of New York to C. M. and P. O., greeting:*

We command you, that (all and singular business and excuses being laid aside) you and each of you appear and attend before O. P., Q. R. and M. N., commissioners of appraisal, duly appointed by an order of the Supreme Court on the —— day of ——, at ten o'clock in the forenoon, at ——, to be examined as a witness, at the instance of the —— Company, in a certain matter now pending in the Supreme Court, then and there to be heard between the said company and A. B., C. D. and others; and for a failure to attend you will be deemed guilty of contempt of court, and liable to pay all loss and damages sustained thereby, to the party aggrieved, and forfeit fifty dollars in addition thereto.

In witness whereof I have hereunto set my hand the —— day of ——, one thousand eight hundred and eighty——.

O. P.,  
Commissioner of Appraisal.

G. H., Attorney.

### REPORT OF COMMISSIONERS OF APPRAISAL.

FORM No. 23.—(See § 141, *ante*.)

(Title.)

*To the Supreme Court of the State of New York:*

The undersigned, commissioners appointed by an order of this court, made at a (*special or general*) term thereof, held in and for the county of ——, on the —— day of ——, 188—, to ascertain and appraise the compensation to be made to (*insert names of parties*) owners or persons interested in the real estate proposed to be taken for the purposes of the incorporation of said —— Railroad Company, do respectfully report:

That we met at the time and place designated in the said order, and, having first severally taken and subscribed, the oath prescribed by the twelfth article of the constitution of the State of New York, proceeded to view the premises described in the petition herein, and to hear the proofs and allegations of the parties.

II. That we first viewed the premises owned by *A. B.* aforesaid, described as follows, (*insert description*): and heard the proofs and allegations of the parties in respect thereto. That after the testimony in respect to said claim was closed, we did, without any unnecessary delay, and before proceeding to the examination of any other claims ascertain and determine that the compensation which ought justly to be made by the said ——— Railroad Company to the said *A. B.*, for the real estate aforesaid, was the sum of ——— dollars; that in fixing the amount of such compensation, we did not make any allowance or deduction on account of any real or supposed benefits which the said owners or parties interested might derive from the construction of said road; that we then viewed the premises owned by *C. D.*, above mentioned, (*and proceed in the same manner as to each claim.*)

III. We further report that the minutes of the testimony taken by us, in respect to the said claims, and each of them, is hereto annexed, marked Exhibit "A."

IV. We (or a majority of us) do further report, that the sum of ——— dollars, ought to be paid to *K. G.*, Esq. (*set forth in what capacity he acts, and for whom; whether as a general or special guardian or committee of an infant, idiot, or person of unsound mind, or as an attorney appointed by the court to attend to the interests of any unknown owner or party in interest, not personally served with notice of the proceedings, and who has not appeared*), for costs, expenses, and counsel fee herein.

All of which is respectfully submitted.

Dated, etc.

*O. P.*,

*Q. R.*,

*M. N.*,

*Commissioners.*

(*Annex minutes of testimony.*)

## NOTICE OF MOTION TO CONFIRM REPORT.

FORM No. 24.—(See § 143 *ante.*)

(*Title.*)

Sir—Take notice, that on the report herein, a copy of which is herewith served upon you, I will move this court, at a (*special or general*) term thereof, to be held at the court house in the city of ———, on the ——— day of ———, 188—, at ——— at the opening of the court on that day, or as soon thereafter as counsel can be heard, for an order confirming the report of the commissioners appointed to ascertain and appraise the compensation to be made to you and the other owners or persons interested in the real estate proposed to be taken by the ——— Railroad Company, for the purpose of its incorporation.

Dated, etc.

Yours, &c.,

*J. L.*

*Attorney for Petitioner.*

To *A. B. & C. D.*

## ORDER CONFIRMING REPORT OF COMMISSIONERS.

FORM No. 25.—(See § 143, *ante*.)

At a special (or *general*) term of the Supreme Court of the State of New York, held in and for the county of \_\_\_\_\_, at the court house in the city of \_\_\_\_\_, this \_\_\_\_\_ day of \_\_\_\_\_, 188—.

Present: Hon. \_\_\_\_\_, *Justice*.

(*Title.*)

It appearing to the satisfaction of the court that The \_\_\_\_\_ Railroad Company above mentioned, upon due notice to the parties whose interests are affected herein, duly presented to the Supreme Court of the State of New York, at a (*special* or *general*) term thereof, held in and for the county of \_\_\_\_\_, at the court house in the city of \_\_\_\_\_, on the \_\_\_\_\_ day of \_\_\_\_\_, 188—, its petition in due form of law, praying for the appointment of three disinterested and competent freeholders as commissioners to ascertain and appraise the compensation to be made to the owners or persons interested in the real estate hereinafter described, proposed to be taken by the said \_\_\_\_\_ Railroad Company for the purposes of its incorporation; and that thereupon an order was made appointing *O. P.*, *Q. R.* and *M. N.*, freeholders residing in the county of \_\_\_\_\_, commissioners for the purposes aforesaid; and that the first meeting of the said commissioners was directed, by the terms of said order, to be held at (*state place of meeting*) on the \_\_\_\_\_ day of \_\_\_\_\_, 188—, at \_\_\_\_\_ o'clock A. M.

And it appearing also to the court that on the \_\_\_\_\_ day of \_\_\_\_\_, 188—, the said commissioners duly made a report of their proceedings on said appraisal, together with the minutes of the testimony taken therein, to the said court, whereby it appears that the said commissioners met at the time and place designated in said order, and having first severally taken and subscribed the oath prescribed by the twelfth article of the constitution of the State of New York, proceeded to view the premises described in said petition, and to hear the proofs and allegation of the parties; that the said commissioners first viewed the premises owned by *A. B.*, and described as follows: (*insert description*), and heard the proofs and allegations of the parties in respect thereto; that after the testimony in respect to said claim was closed, the said commissioners, without unnecessary delay, and before proceeding to the examination of any other claim, ascertained and determined, that the compensation which ought justly to be made by the said \_\_\_\_\_ Railroad Company to the said *A. B.*, for the real estate aforesaid, was the sum of \_\_\_\_\_, and in fixing the amount of such compensation the said commissioners did not make any allowance or deduction on account of any real or supposed benefits which the said *A. B.*, etc., owners and parties interested, might derive from the construction of said railroad (*proceed in like manner as to each piece of property*; and that the sum of \_\_\_\_\_ dollars ought to be paid to *F. G.* (*see fourth paragraph of commissioners' report [form No. 23, ante]*), for costs, expenses, and counsel fee in this proceedings.

Now upon the proceedings herein, and upon proof of service of a copy of



said report of commissioners, and notice of motion to confirm the same, upon (*insert names of parties*), and after hearing ———, Esq., of counsel for the petitioner herein, and ———, Esq., of counsel for (*insert names of land owners, etc., who appear*) aforesaid.

It is ordered, that the said appraisal and report be, and the same hereby is, in all respects, confirmed.

It is further ordered, that the compensation awarded to ———, above named, be paid to (*state to whom the money is to be paid, or in what bank, and in what manner it shall be deposited by the company* (§ 143, *ante.*) *The court may, if there be adverse and conflicting claimants to the money, or any part of it, direct the money to be paid into court, by the said company, and may determine who is entitled to the same, and direct to whom the same shall be paid; and may, in its discretion, order a reference to ascertain the facts on which such determination and order are to be made* (see § 153, *ante.*)

### ANOTHER FORM OF AN ORDER CONFIRMING THE REPORT OF COMMISSIONERS OF APPRAISAL.

FORM No. 26.—(See § 143, *ante.*)

At a ——— term of the Supreme Court, held in and for the State of New York, at the ———, in the ——— county of ——— on the ——— day of ——— 188—.

Present—Hon. ———.

In the matter of the appraisal of the compensation to be made for real estate proposed to be taken by the ——— Railroad Company.  
from  
A. B. etc.

A petition in this matter having heretofore been presented to this court at a (*general or special*) term thereof, held at the ———, in the ———, on the ——— day of ——— 188—, praying for the appointment of commissioners of appraisal to ascertain and appraise the compensation to be made by said company to the said A. B., etc., the owners or persons interested in certain real estate proposed to be taken by said company, the petitioner in this matter, for the construction, finishing, maintaining and operating a railroad, known as the ——— Railroad, and which said real estate is described in said petition as follows, to wit: (*here insert description of the land.*) And the said court pursuant to the prayer of said petition, and in pursuance of an act of the Legislature of this State, entitled "An Act to authorize the formation of Railroad Companies, and to regulate the same," passed April 2d, 1850, and the several acts amending the same, made an order appointing O. P., Q. R. and M. N., three disinterested and competent freeholders as such commissioners to ascertain and appraise the compensation to be made by said company to the aforesaid owners or persons interested in said real estate proposed to be taken for the purposes of said company:

And the said commissioners having met at the time and place fixed by the said order of the court, to wit: on the ——— day of ——— 188— at the ——— and having taken and subscribed to the oath prescribed by the twelfth

article of the Constitution of this State when the said petitioner by *J. H. P.*, its attorney and the said land owners or persons interested in person and by *I. J.*, their attorney and counsel appeared before the said commissioners, who proceeded to and did view the said premises described in said petition, heard the proofs and allegations of the parties interested, and reduced the testimony taken by them to writing, and after the testimony in the case was closed, without any unnecessary delay, and before proceeding to the the examination of any other claim ——— of the said commissioners being present and acting, did ascertain and determine the compensation which ought justly to be made by the said company to the said owners or persons interested in said real estate at the sum of ———: And in fixing the amount of such compensation said commissioners did not make any allowance or deduction on account of any real or supposed benefits which the said owners or parties interested might derive from the construction of the said railroad.

And the said commissioners having duly made a report of their proceedings in the matter as aforesaid to this court, with the minutes of the testimony taken by them; and upon reading and filing said report, with due proof of service of a copy thereof, and a notice of motion to confirm the same upon *A. B. C. D.*, etc., on the ——— day of ———, 188—, according to the rules and practice of this court; and after hearing (*insert names of counsel and for whom they appeared.*)

It is ordered and adjudged, that the said report be and the same is hereby, in all things confirmed; and it is further ordered and directed, that the said sum of (*see conclusions of the preceding form, and also add allowances, if any, for counsel fee. See fourth paragraph of commissioners report [form No. 23, ante.]*)

### NOTICE OF APPEAL FROM REPORT OF COMMISSIONERS.

FORM No. 27.—(See § 147, *ante.*)

(*Title.*)

Sir,—Take notice, that (*insert name of appellant*) one of the owners of the real estate described in the petition in this matter, appeals to the Supreme Court from the appraisal and report of *O. P.*, *Q. R.*, and *M. N.*, commissioners appointed by the said court, to ascertain and determine the compensation which ought to be made to the owners or persons interested in the real estate proposed to be taken for the purposes of the incorporation of said ——— Railroad Company, and from the order made thereon; or from so much thereof as affects the said (*insert name of appellant.*)

Dated, etc.

Yours, etc., *J. H. M.*,  
Attorney for *A. B.*

To *John H. Peck, Esq.*,  
Attorney for the ——— Railroad Company.

## NOTICE OF ARGUMENT OF APPEAL.

FORM No. 28.

(Title)

Sir,—Take notice that the appeal of *A. B.*, from the appraisal and report of the commissioners appointed in this matter, and the order affirming the same, or from so much thereof as affects the said *A. B.*, will be brought to a hearing and argument before this court, and a motion made for a new appraisal herein, at a (*special or general*) term thereof, to be held at the court-house, in ———, on the ——— day of ———, 188—, at the opening of the court on that day, or as soon thereafter as counsel can be heard.

Dated, etc.

Yours, etc., *J. H. M.*,  
Attorney for *A. B.*

To *John H. Peck, Esq.*  
Attorney for the ——— Railroad Company.

## ORDER DIRECTING RE-APPRAISAL.

FORM No. 29.—(See § 149, *ante.*)

At a (*special or general*) term of the Supreme Court of the State of New York, held in and for the county of ———, at the court house, in the city of ———, this ——— day of ———, 188—.

Present: Hon. ———, *Justice.*

(Title.)

The appeal herein, coming on to be heard, and after hearing ———, of counsel for the appellant, and ———, of counsel for the respondent, herein,

It is ordered, that the appraisal and report made herein by ——— *O. P.*, *Q. R.* and *M. N.*, commissioners of appraisal heretofore appointed by the court, and which said report bears date the ——— day of ——— 188—, be and the same hereby are respectively set aside, and that the order affirming said appraisal and report be and the same hereby is vacated.

And it is ordered, that a new appraisal be had herein, and for that purpose it is further ordered, that ———, ———, and ———, three disinterested and competent freeholders, residing in the county of ———, be and they hereby are appointed commissioners to ascertain and appraise the compensation to be made to (*insert names of appellants*) owners or persons interested in the real estate hereinafter described, proposed to be taken for the purposes of the incorporation of the said ——— Railroad Company, to wit: for the purpose of constructing and operating its said railroad; which said real estate is situate in

the county of \_\_\_\_\_, and is bounded and described as follows (*insert description.*)

† It is further ordered, that the first meeting of said commissioners be held at (*state place of meeting*) on the \_\_\_\_\_ day of \_\_\_\_\_, 188—, at — o'clock — m.

### CONSENT TO CONSTRUCTION OF RAILROAD ACROSS HIGHWAY.

FORM No. 30.—(See § 190, *ante.*)

COUNTY OF \_\_\_\_\_, }  
TOWN OF \_\_\_\_\_, } *ss.:*

We, the undersigned, commissioners of highways of said town, do hereby consent that the \_\_\_\_\_ Railroad Company may construct a railroad across (or *on*) the public highway leading from (*describe highway*), provided the usefulness of said highway be not impaired; and that the same shall so be restored to its former state as not to have impaired its usefulness.

Given under our hands, this \_\_\_\_\_ day of \_\_\_\_\_, 188—.

(*Signatures.*)

### NOTICE OF LAYING OUT HIGHWAY ACROSS TRACK.

FORM No. 31.—(See § 188, *ante.*)

To The \_\_\_\_\_ Railroad Company:

Take notice, that the commissioners of highways of the town of \_\_\_\_\_, in the county of \_\_\_\_\_ (*or any municipal authorities*) have duly laid out a highway, (*or street*) leading from \_\_\_\_\_ to \_\_\_\_\_; that said highway (*or street*) crosses your railroad track (*here designate such point of crossing*), and that said highway (*or street*) will be opened for use after the expiration of thirty days from the service of this notice upon you. You are therefore required to cause the said highway (*or street*) to be taken across your said track, as shall be most convenient and useful for public travel, and to cause all necessary embankments, excavations and other work to be done on your said road for that purpose, as by statute provided.

Dated, etc.

(*Signatures.*)

### NOTICE TO HOLD COMPANY LIABLE TO LABORERS EMPLOYED BY CONTRACTORS.

FORM No. 32.—(See § 209, *ante.*)

To the \_\_\_\_\_ Railroad Company:

Take notice, that I, A. B., have a claim against the \_\_\_\_\_ Railroad Company, amounting to the sum of \_\_\_\_\_ dollars, due to me, the said A. B., and that the claim is made for and on account of \_\_\_\_\_ days' labor, at the rate of \_\_\_\_\_ dollars per day, performed by me for the said \_\_\_\_\_ Railroad Company, in constructing its road, within the thirty days last past, to wit, on the

— day of (*here state the months and particular days of the month upon which labor was performed and remains unpaid for*).

That no part of the said sum has been paid.

That said work was performed by me in (*here state nature of employment, and on what section of road expended*), in pursuance of an employment between me and one (*insert name*), contractor, with the said company, for the construction of (*insert what part of*) its said road.

Dated, etc.,

Yours, etc.

(*Signature of laborer.*)

### VERIFICATION TO FOREGOING NOTICE.

(FORM No. 33.—See § 209, *ante.*)

STATE OF NEW YORK, }  
COUNTY OF ———. } ss.

A. B., being duly sworn, says that he is the claimant above named, that he has read the foregoing notice, and that the statements therein contained, are in all respects true of his own knowledge.

(*Signature of laborer.*)

Sworn to before me, }  
this ——— day of ———, 188—. }

### NOTICE TO HOLD STOCKHOLDER LIABLE TO LABORER OF COMPANY.

(FORM No. 34.—See §§ 105, 106, *ante.*)

To A. B., Esq.:

Take notice that I, C. D., of ——— have a claim against The ——— Railroad Company amounting to the sum of ——— dollars due me, the said C. D., and that the claim is made for and on account of ——— days labor at the rate of ——— dollars per day performed by me for the ——— Railroad Company in constructing its road within the ninety days last past to wit, on the ——— days of ———, (*specify the months and particular days.*) That no part thereof has been paid. That the nature of said work was as follows: (*State the nature of the employment*) and that the same was performed on section number ——— of said road in pursuance of an employment by (*state the contractor's name.*)

Also take notice that I shall hold you liable for the full amount of said claim as a stockholder of the said ——— Railroad Company.

Dated, etc.,

Yours, etc.,

(*Signature of laborer.*)

**ANNUAL STATEMENT OF EMIGRANT TARIFF REQUIRED OF COMPANY.**

FORM No. 35.—(See § 288, *ante*.)

EMIGRANT TARIFF, FROM NEW YORK, VIA \_\_\_\_\_ RAILROAD, TAKING EFFECT \_\_\_\_\_, 188—.

Each adult passenger will be allowed \_\_\_\_\_ lbs. of baggage, to be carried free.

Children under \_\_\_\_\_ years of age will be carried free.

Children between the ages of \_\_\_\_\_ and \_\_\_\_\_ will be charged half price.

	Luggage per 100 lbs.	Fare.	Class of passage.
From New York to _____, (insert name of town and State), all rail, ( <i>Id.</i> ) via Buffalo and steamer .....	\$ _____	\$ _____	

**RAILROAD MORTGAGE BOND.**

FORM No. 36.—(See § 395, *ante*.)

No. 10.

\$1,000; 10 years.

Know all men by these presents, that the \_\_\_\_\_ Railroad Company, in the State of New York, for value received, does hereby acknowledge itself indebted to A. B. and C. D., of Troy, N. Y.), as trustees, or to bearer, in the sum of one thousand dollars, lawful money of the United States of America, which sum it promises to pay, at the office of said company, in the city of Troy, New York, on the \_\_\_\_\_ day of \_\_\_\_\_, in the year one thousand eight hundred and eighty \_\_\_\_\_, with interest thereon at the rate of six per centum per annum, payable semi-annually, on or before the \_\_\_\_\_ days of \_\_\_\_\_ and \_\_\_\_\_ in each year hereafter, on the presentation and surrender of the annexed coupons, at the office of said railroad company in the city of Troy, N. Y., until said principal sum is paid; and for the payment of this bond, principal and interest in full, well and truly to be made, the said \_\_\_\_\_ Railroad Company does bind itself and its successors and assigns, firmly by these presents.

Sealed with the corporate seal of said company, and dated this \_\_\_\_\_ day of \_\_\_\_\_, 188—.

This bond is one of a series of \_\_\_\_\_ hundred bonds, amounting in all to \_\_\_\_\_ thousand dollars, all of like tenor and date, of which \_\_\_\_\_ hundred of said bonds are for the sum of one thousand dollars each, and are numbered consecutively from number one to number \_\_\_\_\_, both inclusive, and of which \_\_\_\_\_ hundred of said bonds are for the sum of five hundred dollars each, and are numbered consecutively from number \_\_\_\_\_ to number \_\_\_\_\_ hundred, both inclusive, and are given by the said The \_\_\_\_\_ Railroad Company for the purpose mentioned in a certain mortgage made and executed by the obligor herein (upon all and singular the several pieces or parcels of land forming the track or roadway of the said railroad company, from the city of \_\_\_\_\_ to the eastern terminus thereof, at or near the city of \_\_\_\_\_, and all and singu-

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lar the other property, rights and franchises which are mentioned and described in the said mortgage, to the said A. B. and C. D., trustees in fact therein named, to secure the payment of the said bonds, principal and interest, and dated the \_\_\_\_\_ day of July, 1881, and recorded in the offices of the clerks of the counties of \_\_\_\_\_ and \_\_\_\_\_, in the State of New York, and the holder of this bond is entitled to all the security to be derived from said mortgage.

This bond is of no validity or legal effect whatever unless the same has been countersigned by the above-named trustees or their successors in the trust, as is provided for in the said mortgage above referred to.

In witness whereof, the said \_\_\_\_\_ Railroad Company have caused its corporate seal to be hereunto affixed, and these presents to be signed by its president, secretary, and treasurer, this \_\_\_\_\_ day of \_\_\_\_\_, 188—.

*(Signatures and titles of the president, secretary and treasurer.)*

Signed, sealed and delivered }  
in the presence of }

*(Signature of witness.)*

Countersigned this \_\_\_\_\_ day of \_\_\_\_\_, 188—.

\_\_\_\_\_ A. B., } Trustees.  
\_\_\_\_\_ C. D., }

**ANOTHER FORM OF A RAILROAD BOND SECURED BY MORTGAGE.**

FORM No. 37.—(See § 395, ante.)

UNITED STATES OF AMERICA.

STATE OF NEW YORK.

*(Corporate name.)*

No. \_\_\_\_\_

§ \_\_\_\_\_

Know all men by these presents, that the \_\_\_\_\_ Railroad Company, of the State of New York, is indebted to \_\_\_\_\_ or bearer, in the sum of \_\_\_\_\_ dollars, lawful money of the United States of America, which sum the said company hereby promises to pay to the said \_\_\_\_\_ or bearer, at the expiration of \_\_\_\_\_ years from the date hereof, with interest thereon at the rate of six per centum per annum, payable semi-annually, on the \_\_\_\_\_ day of \_\_\_\_\_, in each and every year, until said principal shall be paid, upon the surrender of the respective interest warrants hereto annexed. Both principal and interest being payable at the office of said company in the city of \_\_\_\_\_.

This bond is one of a series of bonds, of like date and tenor, amounting, in all, to the sum of \_\_\_\_\_ dollars, the payment of which, principal and interest, is secured by mortgage bearing even date herewith, upon *(here designate property covered by mortgage)*, made, executed and delivered by said company to \_\_\_\_\_, in trust for the benefit of the holders of said bonds.

In witness whereof, the said company has caused its corporate seal to be hereto affixed, and these presents to be subscribed by its president and treasurer, this \_\_\_\_\_ day of \_\_\_\_\_ one thousand eight hundred and \_\_\_\_\_.

*(Signatures and titles of president and treasurer.)*

In presence of

*(Signature of witness.)*

**CERTIFICATE OF TRUSTEES ATTACHED TO LAST NAMED BOND.**

(FORM No. 38.)

The undersigned trustees hereby certify that the \_\_\_\_\_ Railroad Company has executed and delivered to them a mortgage, referred to in the above bond, in trust for the benefit of the holders of its bonds of similar tenor with the foregoing, issued and to be issued to an amount not exceeding \_\_\_\_\_ dollars, with power of foreclosure and sale in case of default in the payment of said bonds, or the interest to grow due thereon, upon request of a majority in interest of the holders of such bonds, then outstanding; and that the foregoing is one of the several bonds described in and secured by said mortgage; and that they have caused the said mortgage to be recorded in the counties of (*insert counties through which road passes*), and each of them.

*(Signature of trustees.)***COUPON OR INTEREST-WARRANT ATTACHED TO BOND.**

(FORM No. 39.)

No. \_\_\_\_\_

§ \_\_\_\_\_

The \_\_\_\_\_ Railroad Company will pay the bearer, at its office in the city of \_\_\_\_\_, upon the surrender hereof, on the \_\_\_\_\_ day of \_\_\_\_\_ 188—. \_\_\_\_\_ dollars, being the semi-annual interest due that day on its bond No. \_\_\_\_\_.

THOMAS F. MAXWELL,

*Treasurer.***RAILROAD MORTGAGE.**FORM No. 40.—(See § 395, *ante*.)

This indenture, made the \_\_\_\_\_ day of November, in the year eighteen hundred and eighty \_\_\_\_\_, between the \_\_\_\_\_ Railroad Company, a corporation organized and existing under the laws of the State of New York, party of the first part, and \_\_\_\_\_ and \_\_\_\_\_ of the city of Troy, in the county of Rensselaer, New York, parties of the second part, witnesseth: that, whereas, the said party of the first part is the owner of a railroad and railroad property within the State of New York; and, whereas, the said party of the first part is indebted upon certain bonds which will become due on the first day of September, A. D. eighteen hundred and eighty \_\_\_\_\_ to the amount of \_\_\_\_\_ thousand dollars, and which bear interest at the rate of \_\_\_\_\_ per cent per annum, payable semi-annually; and it is considered desirable to substitute a bond secured by mortgage for such bonds to the amount of five hundred thousand dollars; and, whereas, it is contemplated to fund and secure certain floating and unfunded debts of the party of the first part contracted by it in completing, finishing and operating their railroad, and to make such improvements to its railroad property as may be found necessary or advantageous in the future in completing, finishing and operating the same.

And, whereas, the said party of the first part has determined to consolidate its said debts to provide the necessary means to fund and secure said floating and unfunded debts, and to make said improvements as its business may re-



quire, and for such purpose to issue bonds amounting in the aggregate to a sum not exceeding one million dollars (\$1,000,000), and to secure the same by this mortgage upon its entire railroad, railroad property and franchises within this State, and the appurtenances thereto belonging and appertaining: Now, therefore, this indenture witnesseth: that for the purpose of securing the payment of the bonds of the said party of the first part so to be issued, amounting to a sum not exceeding in the aggregate one million dollars and the interest thereon, such bonds to bear date of the time of their issue respectively, and to be in the several denominations of one thousand dollars and five thousand dollars, or in one or more of such denominations, and to be either "coupon" or "registered" bonds, or to be in part "coupon" or in part "registered" bonds, at the option of the said party of the first part, and in such general form as the said party of the first part shall determine, redeemable at any time after the first day of October, A. D. eighteen hundred and eighty ———, at the option of the party of the first part, and payable on the first day of October, A. D. one thousand nine hundred and ———, with interest thereon from the first day of October or the first day of April, as the case may be, preceding the date thereof respectively, at the rate of ——— per cent per annum, payable semi-annually on each first day of April and October after the date thereof respectively, both principal and interest to be payable in the city of New York, the holders of such bonds respectively to be entitled at any time within ten years from the date of the original bonds respectively, whether new bonds have been substituted therefor as hereinafter provided, or otherwise, to convert the principal sum due or owing thereon into the capital stock of the party of the first part on surrendering the bonds respectively with the coupons if any not then due; all the bonds to refer to this mortgage and to be certified by means of the counter-signature of one of the trustees of this mortgage, to be of the issue intended to be secured thereby, and to stand upon an equality as to security under this mortgage without regard to the date or time of issue, or whether of original issue or of substituted issue as hereinafter mentioned; the ——— Railroad Company, the said party of the first part, hath granted, bargained and sold, and by these presents doth grant, sell, convey and transfer unto the said parties of the second part, as trustees, and their and each of their successors in the trust for whomsoever may from time to time be holders of said bonds hereby intended to be secured, all the right, title, estate and interest of the said party of the first part of, in and to all and singular the several pieces or parcels of land forming the track or roadway of the said company from the city of ———, New York, to the westerly boundary line of the State of New York, at or near ———. Also, the railroad of the party of the first part and all branches and side tracks thereof, together with all the lands, rights, privileges of way, superstructures, railways, rails, bridges, fences, station-houses, wood-houses and other houses, buildings and structures and appurtenances thereunto belonging, and all lands, tenements and hereditaments held or owned by the party of the first part and also all the tolls, incomes, rents, issues, and profits and alienable franchises of the said party of the first part connected with its railroad or relating thereto, including its rights and franchises as a corporation. And, also, all its right, title, interest and franchises in the ——— Railroad and its appurtenances, and in the property of the ——— Railroad Company; and, also, all its right, title and interest in railroads and railroad property in this State held by the party of the first part under lease; and, also, all the rolling stock, locomotives, tenders

and cars of every description whatever of said party of the first part; and, also, all the machine shops, car shops, blacksmith shops and other shops of said party of the first part, and all machinery, stationary engines, belting, tools and implements, and all the articles used in the construction, replacing and repairing of roads, engines and cars, and in the running thereof, together with the tools, patterns and materials in the machine shops, car shops and other shops as aforesaid, and all other articles and implements connected with the equipments, working, operating, conducting and repairing of the said railroad now owned or hereafter to be acquired by the party of the first part, all of which chattels are declared and agreed to be fixtures and appurtenances of the said railroad, and are to be deemed and taken as a part thereof, which chattels are so far as practicable enumerated in a schedule hereto annexed as a part hereof. And, also, all the estate, right, title, interest, property, possession, claim and demand whatsoever as well in law as in equity of the said party of the first part of, in and to the same, and any and every part thereof, with the appurtenances unto the said party of the second part as joint tenants, and not as tenants in common, and to their and each of their successors in the trust, to have and to hold all and singular the hereby granted premises and property, with the appurtenances and the goods and chattels hereinbefore bargained and sold unto the said party of the second part and their and each of their successors in the trust forever to and for the trusts and purposes and upon the conditions hereinafter set forth, that is to say: Provided, always, and these presents are upon the express condition that if the said party of the first part shall well and truly pay, or cause to be paid to the holders of the bonds to be issued as hereinbefore stated, or such of said bonds as shall from time to time be outstanding and unpaid, and every of them, the principal moneys and interest moneys to grow due on said bonds respectively, and at the time and in the manner mentioned in the said bonds according to the true intent and meaning of same; and, provided, and on the condition also that if the said party of the first part shall keep and perform all the covenants and conditions on its part herein contained and to be performed, and shall until full payment of the principal and interest of the bonds hereby secured, and whenever required by the said trustees keep paid off and discharged all taxes and assessments which may at any time be imposed upon the real or personal estate hereby granted, bargained and sold, or intended so to be, or upon any portion of either; and all specific or general liens upon any of the property, real or personal of the party of the first part, the payment of which may be necessary or essential to the protection of the security hereby created. And, provided, and on the condition also that if the said party of the first part shall at all times until all prior mortgages shall have been extinguished by the payment of the bonds thereby secured, or until the bonds hereby secured shall have been fully paid, keep paid off and discharged any and all interest which shall have become due and payable upon the bonds secured by said prior mortgages, then and from thenceforth, these presents and the estate hereby granted shall cease, determine and be null and void.

And it is further expressly provided that if the said party of the first part shall in all things perform and keep the conditions of the said bonds to be issued as hereinbefore stated, and every of them, and its covenants and agreements herein contained, it shall be suffered and permitted to possess, operate, manage and enjoy all the above granted and bargained real and personal property, in-

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cluding the said railroad with its equipments, appurtenances and franchises as fully as the same are hereby granted, and to take and use the tolls, rents, incomes and profits thereof, and to exercise and enjoy its said franchises in the same manner and with the same effect as if this mortgage had not been made. But in case default shall be made in payment of the principal or interest of the said bonds hereby secured, or of such of them as may from time to time be outstanding, or any of them, or any part of either, as said principal and interest shall fall due according to the tenor of said bonds, or in case the said party of the first part shall fail to keep paid off and discharged the taxes and assessments which may be imposed upon the mortgaged premises or property, or any part thereof as hereinbefore provided, or any specific or general liens on said premises or property the payment whereof may be necessary or essential to the protection of the security hereby created, or in case the said party of the first party shall fail to keep off and discharged the interest to accrue from time to time upon the bonds secured by said prior mortgages or such of them as shall from time to time remain outstanding, then and in either of the cases above mentioned the conveyance herein contained shall be in full force and virtue, and if default shall be made in either or any of the cases above mentioned in the payment of the principal for interest of said bonds hereby secured, or of such of them as shall at the time thereof be outstanding, or any or either of them, and if sufficient funds to pay the principal or interest of the said bonds or any of them are not provided at the place of payment to pay the sum within thirty days after payment thereof has been demanded, and upon the request in writing of any one or more of the holders of such bonds so remaining unpaid in principal or interest, it shall be lawful for the said party of the second part and their successors, and the said party of the first part doth hereby fully authorize and empower them with the aid and assistance of any person or persons, and by such agents as they may appoint to enter into and upon all and singular the premises hereby conveyed or intended so to be, and each and every part thereof, and hold the same as mortgagees in possession for the benefit of the holders of the bonds hereby secured, and to retain and keep possession of said property, real and personal, and to use and operate the same, and to make from time to time all necessary repairs and replacements, and to receive the earnings, rents, issues and profits thereof until a sale thereof shall be made pursuant to law, rendering an account thereof to said party of the first part, and after paying all current expenses and expenses of necessary repairs and replacements, and all other proper costs, charges and expenses, taxes, assessments and interest on said prior mortgage and bonds, and making all the payments necessary or essential for the protection of the security hereby created, to apply the surplus, if any, to the payment pro rata of the interest and principal of the bonds hereby secured, or such of them as may be then outstanding. And in case default shall be made in the payment of the interest as it falls due upon the said bonds hereby secured, or any of them, or in the payment of the principal thereof, or any of them when due, or in making any of the payments of taxes, assessments, principal and interest of said prior mortgages or either of them, or prior incumbrances, or in any of the payments herein agreed to be made by said party of the first part, the said party of the second part to these presents or their successors are hereby authorized and empowered to grant, bargain and sell the property hereby mortgaged, and all the rights, title and interest and equity of redemption of the said party

of the first part therein at public auction in the city of ———, and as the attorney of the party of the first part by these presents duly constituted and appointed to make, execute, seal and deliver to the purchaser or purchasers thereof, his or their assigns a good and sufficient deed or deeds, bill or bills of sale, conveyance or conveyances in fee simple for the same and out of the moneys arising from such sale after paying the expenses of such sale, and all moneys expended for necessary repairs or replacements, or necessary expenses to pay the several holders of the bonds hereby secured, the amount of principal and interest which may be due or unpaid to them respectively, rendering the surplus, if any, to the said party of the first part, its successors or assigns, which sale so made shall forever be a perpetual bar both in law and equity against the said party of the first part, its successors and assigns, and all the persons claiming or to claim the premises so sold, or any part thereof by, from or under the said party of the first part its successors or assigns. And this indenture witnesseth, that it is hereby further declared and agreed that the said party of the first part may at its option and under such regulations in regard thereto as it shall adopt, permit the holders of "coupon" bonds, or such of them as elect so to do, to surrender the same and receive in exchange therefor an equivalent amount of the "registered" bonds of the said party of the first part, and that the holders of any "registered" bonds may be permitted to transfer the same on the books of the said party of the first part at such time and in such form as the said company may from time to time prescribe, and that any of the bonds secured by this mortgage may be surrendered and cancelled in a transfer and change of ownership and new ones issued in lieu thereof under such regulations as the said party of the first part shall for that purpose prescribe, and that any holder of any of the bonds secured by this mortgage shall have the right to convert the principal due or owing thereon into stock of said company at any time not exceeding ten years from the date of the original bond issued by said company, whether new bonds have been substituted therefor under the provisions of this mortgage or otherwise, under such regulations as the directors of said party of the first part may see fit to adopt. And it is further hereby agreed that the said party of the second part and their successors shall keep a record of all bonds countersigned by them or either of them, and of all bonds surrendered and cancelled, so that at no time shall the amount of bonds outstanding and secured by this mortgage exceed in the aggregate the said one million dollars, but at no time until the present floating debt of the party of the first part shall be paid shall the amount of the bonds outstanding and secured by this mortgage exceed in the aggregate the amount of the present floating debt aforesaid, or the sum of five hundred thousand dollars. And it is further hereby agreed that the said party of the first part in case it shall elect to pay any of the bonds secured by this mortgage after the first day of October, A. D. eighteen hundred and eighty-three and before the first day of October, A. D. nineteen hundred and ———, shall give notice to the holders of the same at least three months before the date fixed for the payment thereof, or shall publish an advertisement of the fact that such payment will be made in at least one daily newspaper printed in the city of ——— for the same period, giving the number of the bonds to be paid, and interest shall not run on any bond as to which such notice has been given or advertisement published after the day fixed for the payment thereof unless default shall be made in such payment.

And it is hereby further agreed that the said party of the second part and

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their successors in trust may from time to time, when thereunto requested by the said party of the first part, release from the operation hereof any of the real estate hereby mortgaged other than the track of the said road and its branches, subject to the following limitations:

*First.* Any parcel of such real estate not necessary for the use of the railroad, and which in the opinion of the said party of the second part shall not exceed in value the sum of fifty thousand dollars, provided, however, that the aggregate value of the parcels so released shall not exceed the sum of fifty thousand dollars.

*Second.* Any parcel of such real estate for which the said party of the first part shall substitute and place within the operation of this mortgage any real estate acquired for its use which in the opinion of the said party of the second part shall be of equal value to that so to be released by them.

*Third.* Any parcel of real estate which may be designated by the party of the first part which in the opinion of the said party of the second part shall be of equivalent value to the aggregate amount of bonds secured by this mortgage that shall have been surrendered and cancelled, and for and in lieu of which no substitute bonds shall have been or shall be issued.

*Fourth.* Any parcel of real estate which in the opinion of the said party of the second part shall be equal in value to the amount of bonds issued by the said party of the first part at the time such release shall be required by the said party of the first part and which, if executed, shall be deemed a diminution of the whole amount of said bonds authorized to be issued and hereby secured, in which case the maximum amount of the bonds hereby authorized and secured and countersigned, or to be countersigned by said trustees, shall be correspondingly reduced, and this mortgage shall be deemed and taken to be a security for the aggregate amount of bonds issued under such limitation.

And the said party of the first part for itself and its successors further covenants with the said party of the second part and their successors in the trust that the said party of the first part will at the reasonable request of the said party of the second part or their successors, make and execute all further assurance, conveyances and instruments needful or proper to assure or convey unto them all the premises, property, fixtures, appurtenances and franchises hereby intended to be mortgaged, and all premises, property, fixtures, appurtenances and franchises which may be hereafter acquired by said party of the first part and may appertain to said railroad or its branches, so that the said party of the second part may hold such hereafter acquired property in the same manner as if it had belonged to the said party of the first part at the time of the execution of this mortgage, and had been herein specifically described.

And it is mutually agreed between the parties that the word "trustees," as used in these presents shall be construed to mean the trustees for the time being, whether one or both be original or new, and whenever a vacancy shall exist, to mean the survivor or continuing trustee; and such trustee shall, during the continuance of such vacancy, be competent to exercise all the powers granted by these presents to the said party of the second part. And it is further mutually agreed between the parties hereto as a condition on which the said parties of the second part have assented to these presents, that the said trustees shall not, in any manner, be responsible for any default or misconduct of each other, and shall be held liable for fraud or gross negligence only; that the said trustees shall be entitled to just compensation for all services which

they may render, and all expenses which they may incur or to which they may be subject in the execution of the trust hereby created, which compensation and expenses shall be paid out of the trust estate in preference to any and all charges therein, and that they shall not be required to act in the execution of the trust hereby created, except at their own option, unless requested so to do by some person or party having a direct interest under the trust, and furnishing reasonable indemnity against loss and damage to the estate hereby created, and for the costs and expenses which may be thereby incurred.

And it is further mutually agreed that if either of said trustees, or any trustee hereafter appointed, shall die or resign, or be removed by a court of competent jurisdiction, or shall become incapable or unfit to act in the trust, an application in behalf of all the holders of the bonds secured hereby may be made by the surviving or continuing trustee, or if the trust shall be wholly vacant, an application may be made by the holders of said bonds to an aggregate amount of not less than fifty thousand dollars to the Supreme Court of the State of New York in the ——— judicial district, upon a notice of fifteen days to the party of the first part, for the appointment of a new trustee or new trustees; and upon the death, resignation or removal of any trustee, all his powers and authority by virtue hereof shall cease, and all the estate, right, title and interest in said premises and property of any trustee so dying, resigning or being removed shall, if there be a trustee surviving or continuing in office, wholly cease and determine; and the successor to such trustee shall, upon his appointment become vested with the surviving trustee with all the power, authority and estate granted to or conferred upon the said party of the second part by these presents, and all the rights and interests requisite to enable him to execute the purposes of this trust without further assurance and conveyance, so far as such effect may be lawful, but the surviving or continuing trustee shall immediately execute all such conveyances and other instruments as may be fit or expedient for the purpose of assuring the legal estate in the premises and property jointly with himself to the trustee so appointed.

In witness whereof, and in virtue of a resolution of the board of directors of the said party of the first part, adopted the ——— day of ———, A. D. eighteen hundred and eighty ———, the corporate seal of the said ——— Railroad Company is hereto affixed, and attested  
 [L. s.] by its secretary, and these presents have been signed by its ——— president and the said party of the second part have hereunto respectively set their hands and seals in testimony of their acceptance of the said trust and conveyance herein conferred, the day and year first above written.

*C. L.,*

*President ——— R. R. Co.*

*A. B., [L. s.]*

*C. D., [L. s.]*

[ATTEST.]

*E. M., Secretary.*

**CERTIFICATES OF ACKNOWLEDGMENT AND SCHEDULE TO MORTGAGE.**

FORM NO. 41.

STATE OF NEW YORK, }  
COUNTY OF \_\_\_\_\_, } ss.:

On this \_\_\_\_\_ day of, A. D. eighteen hundred and eighty \_\_\_\_\_, before me came *C. L.*, to me known, who being by me duly sworn, did depose and say that he resides in the city of \_\_\_\_\_, in said county; that he is \_\_\_\_\_ president of the \_\_\_\_\_ Railroad Company, that he knows the corporate seal of the \_\_\_\_\_ Railroad Company; that the seal affixed to the foregoing instrument is the corporate seal of the \_\_\_\_\_ Railroad Company, and was so affixed by order of the board of directors of said \_\_\_\_\_ Railroad Company, and that by the like order he signed the foregoing instrument as \_\_\_\_\_ president of the \_\_\_\_\_ Railroad Company. And on the same day before me came *E. M.*, to me known, who, being by me duly sworn, did depose and say, that he resides in the \_\_\_\_\_ of \_\_\_\_\_, in the State of \_\_\_\_\_; that he is the secretary of the \_\_\_\_\_ Railroad Company: that he knows the corporate seal of the \_\_\_\_\_ Railroad Company; that the seal affixed to the foregoing instrument is the corporate seal of the \_\_\_\_\_ Railroad Company, and was so affixed by order of the board of directors of the Railroad Company, and that by a like order he attested the same as secretary of the \_\_\_\_\_ Railroad Company.

*H. P., Commissioner of Deeds, Troy, N. Y.*STATE OF NEW YORK, }  
COUNTY OF \_\_\_\_\_, } ss.:

On this ninth day of \_\_\_\_\_, A. D. eighteen hundred and eighty \_\_\_\_\_, before me came *A. B.* and *C. D.*, to me known to be the individuals described in and who executed the foregoing instrument, and acknowledged that they executed the same.

*H. P., Commissioner of Deeds, Troy, N. Y.***SCHEDULE REFERRED TO IN THE ANNEXED MORTGAGE AND A PART THEREOF.**

Locomotives and tenders (*describe other personal property*) together with tools and other articles used in the railroad shops, and general supplies on hand, and rubble and hand cars used on said railroad.

*C. L., President.***ANOTHER FORM FOR A RAILROAD MORTGAGE.**FORM NO. 42.—(See § 395, *ante.*)

This indenture, made the \_\_\_\_\_ day of \_\_\_\_\_, in the year of our Lord one thousand eight hundred and \_\_\_\_\_, between the \_\_\_\_\_ Railroad Company, a corporation of the State of New York, party of the first part, and (*insert name of trustee*) of \_\_\_\_\_, in the county of \_\_\_\_\_, and State of New York, party of the second part.

*Whereas*, the said party of the first part, in pursuance of the power conferred upon it by the act of the Legislature of the State of New York, entitled "An act to authorize the formation of railroad corporations and to regulate the same," passed April 2, 1850, and the several acts amendatory thereof and sup-

plementary thereto, are engaged in constructing a railroad from ——— to ———; and,

*Whereas*, the said party of the first part, for the purpose of completing and operating the said railroad, has deemed it necessary to borrow money; and to that end did, on the ——— day of ——— 18—, duly adopt and pass a certain resolution (*here state substance of resolution, as for example*: directing that the said company shall borrow ——— dollars, to be applied to the construction and completion of the said railroad, and shall issue therefor ——— bonds of ——— dollars each, to be secured by a mortgage to the said ——— party of the second part, upon the hereinafter described property of the said company, which said bonds shall have ——— years to run, and shall bear interest at the rate of six per centum per annum, payable semi-annually); and,

*Whereas*, the president and treasurer of the said company, under and in pursuance of the said resolution, have issued or are about to issue ——— coupon bonds of the said company, each bearing even date herewith, and payable in ——— years from said date, with interest payable semi-annually, in the form following, that is to say: (*Insert form of bond.*)

Now, this indenture witnesseth, that the said party of the first part, for and in consideration of the premises and of the sum of one dollar to it in hand paid by the said party of the second part, the receipt whereof is hereby acknowledged, and for the better securing the payment of the said bonds, hath granted, bargained, sold, aliened, remised, released, conveyed and confirmed, and by these presents doth grant, bargain, sell, alien, remise, release, convey, and confirm unto the said party of the second part, his successors and assigns, all and singular (*insert mortgaged property, etc., as for example*: the said railroad, constructed and to be constructed, together with the real estate, railways, rails, bridges, piers, fences, privileges, rights, and franchises, now owned by the said company, or which shall hereafter be owned by it; and all lands used and occupied, or which may hereafter be used and occupied for railways, depots or stations, with all buildings erected, or which may be hereafter erected thereon; and all the locomotives, tenders, cars, carriages, tools, machinery, and equipments now owned, or hereafter to be owned by said company, or in any way belonging or appertaining to said road); together with all and singular the tenements, hereditaments and appurtenances thereunto belonging, or in any wise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof; and also all the estate, right, title, interest, property, possession, claim and demand whatsoever, as well in law as in equity, of the said party of the first part of, in and to the same, and every part and parcel thereof, with the appurtenances, to have and to hold the same unto the said party of the second part, his successors and assigns forever; provided, however, and these presents are upon the express condition that if the said party of the first part, its successor or successors or assigns shall well and truly pay or cause to be paid unto the holders of the said bonds so issued or to be issued, as aforesaid, the principal and interest to grow due to them (the said holders) respectively, at the times and in the manner mentioned in the said bonds, and in the coupons or interest warrants thereto annexed, according to the true intent and meaning thereof, then these presents and the estate hereby granted shall cease, determine and be void.

And it is hereby further covenanted and agreed by the party of the first part that if any default shall be made in the payment of any of the said bonds or the



coupons or interest warrants mentioned aforesaid, that shall become due thereon, or any part thereof, and such sum or sums of interest shall remain unpaid and in arrears for the space of \_\_\_\_\_ days, then and from thenceforth, on request of a majority in interest of the holders of such bonds then outstanding, it shall be lawful for the said party of the second part, his successors or assigns to enter into and upon all and singular, the personal and real property hereby granted or intended so to be, and every part and parcel thereof, and to sell and dispose of the same, and all benefit and equity of redemption of the said party of the first part, its successors or assigns therein at public auction, according to law, giving due notice of the time and place of any such sale, and as the attorney for the said party of the first part by these presents duly authorized, constituted and appointed to make, execute, acknowledge and deliver to the purchaser or purchasers thereof, his or their heirs or assigns any deed or deeds of conveyance, bill of sale, or other instrument in the law, sufficient to vest in him or them, the said mortgaged premises and every part thereof, and out of the moneys arising from such sale or sales, to keep and retain the principal and interest which shall then be due, on the said several bonds, to the respective holders and owners thereof, together with the costs, charges and expenses of such sale or sales of said real and personal property, rendering the overplus of the purchase money (if any there shall be), unto the said party of the first part, its successor, successors or assigns.

And it is further covenanted and agreed by the said party of the first part, that it shall and will pay and discharge all taxes, assessments or other charges, which may, at any time, be a lien upon the premises, goods, chattels or property hereinbefore described, or upon any part or portion thereof, or upon any property of the party of the first part, the payment whereof shall be material or necessary to the protection of the security hereby created, and in case of the default in the payment of the taxes and assessments which may be hereafter imposed and assessed upon the said real and personal property, or on the principal or interest of the said several bonds and interest warrants or coupons, intended to be secured by this mortgage, or any of them, according to the terms thereof, and the said sum or sums shall remain unpaid and in arrears for the space of \_\_\_\_\_ days, that then and from thenceforth it shall and may be lawful for the party of the second part, his successor, or successors, or assigns, and shall be his or their duty so to do, upon being thereto requested in writing, by a majority in interest of the stockholders and owners of the bonds issued or to be issued as aforesaid, and full power and authority is hereby given to the said party of the second part, his successor, or successors, or assigns, to enter into and upon, and take possession of, all and singular the premises, real and personal property hereinbefore described, and hereby granted or intended so to be, for the benefit of the holders of the said bonds issued or to be issued as aforesaid, and to reclaim and keep possession thereof, and use and operate the same and receive the rents, issues, income and profits thereof, for the purpose aforesaid, until a sale thereof, as hereinbefore provided, shall be made, or until the money shall be received from the profits or rentals, or as may be decreed by a court of competent jurisdiction, rendering an account to the party of the first part, its successor, or successors, or assigns, and paying the surplus moneys (if any), which may arise therefrom after paying all costs, charges and expenses, to or towards the principal or interest moneys due, or to grow due on the said bonds, debts, charges, liens and incumbrances above specified.

And it is further mutually covenanted and agreed that a trustee or trustees, may, at any time and from time to time, be substituted in the place and stead of the party of the second part, or his successor or successors, upon application to, and order of, any Justice of the Supreme Court of the State of New York, for the ——— judicial district, made by a majority, in interest, of the holders of the bonds which shall, at the time of such application, have been issued as aforesaid, and shall then be outstanding and unpaid, which application shall be upon at least ——— days previous notice to the party of the second part, his successor or successors, except in case of the death of the trustee, when said application may be made without notice.

[L. s.] In witness whereof, the said party of the first part hath hereunto caused its corporate seal to be affixed, and these presents to be subscribed by its president and secretary the day and year first above written.

(Signatures and titles of president and secretary.)

### CERTIFICATE OF ACKNOWLEDGEMENT TO MORTGAGE, BY PRESIDENT AND SECRETARY.

FORM No. 43.

STATE OF NEW YORK, }  
COUNTY OF ———, } ss.:

On this ——— day of ———, in the year 188—, before me came ——— and ———, to me known, who being by me duly sworn, each for himself, did depose and say : that the said ——— is president, and the said ——— is secretary of the ——— Railroad Company, the corporation described in, and which executed the foregoing mortgage; that the seal affixed to the foregoing instrument is the corporate seal of the said company, and was thereto affixed by order of the board of directors of the said company; and that they respectively signed their names thereto by the like authority.

(Signature and title.)

### BY-LAWS OF A RAILROAD CORPORATION.

(FORM No. 44.—See page 137 ante.)

ARTICLE I. *Election of Directors.*—The annual election of directors of the company shall be held on the ——— day of ———, at the office of the company in the city of New York; the poll to be opened at 12 o'clock, M., and to continue open until 2 o'clock, P. M., and as much longer, not beyond the setting of the sun on the same day, as the inspectors may find necessary to receive the votes of electors presenting themselves. The by-laws regulating the election of directors having been, at the election in 18—, duly published (*see* § 51 *ante.*), notice only of the time and place of holding such election, and of the election of three inspectors of election, shall hereafter be published daily for thirty days previously, in one of the public newspapers printed in each of the cities of New York and Albany, respectively. The secretary shall publish such notice. At every election the stockholders shall be requested to elect three of their number as inspectors of the succeeding election,

and the persons so elected shall also be considered a committee of the stockholders for the purpose of investigating the affairs and situation of the company previous to the next annual election of directors. At some time within the month preceding such election, and at least one week prior thereto, it shall be the duty of the presiding officer of the company to invite such committee to examine the situation and affairs of the company in every respect; and the officers of the company shall furnish every facility for such examination, and shall give the committee free access to all the books, documents and vouchers of the company. If any of the persons so elected shall not, on being notified, serve as inspectors on the day of election, the directors shall fill the vacancy or vacancies from the stockholders at large.

The inspectors of election, as soon as the poll is closed, after any election, shall proceed to canvass the votes, and shall sign a certificate declaring who are the persons so elected as directors for the ensuing year, and shall deliver the same to the secretary to be filed and preserved.

The secretary, on the receipt of said certificate, shall immediately notify the directors of their election, and request them to convene immediately for organization, and if they fail to do so, he shall continue to call them together from time to time until their organization is effected.

ARTICLE II. *The Meetings of the Board.*—There shall be a stated annual meeting of the board of directors on the second Monday in June, in each year, at 10 A. M., at the office of the company in the city of New York; and regular meetings of the directors shall be held on the first Tuesday of each month, but when the first of January or fourth of July occur on Tuesdays, then such meetings shall be held on the succeeding Wednesday. Special meetings may be called by the president at his discretion, and it shall be the duty of the secretary to call such meetings at the written request of not less than three directors; but no special meeting shall be called without stating in general terms the business to be transacted. All meetings so recurring or called, shall be held at the office of the company in the city of New York, and shall be convened at the hour mentioned in the call; they may be adjourned from time to time, and to any other place of meeting. The secretary shall give timely notice of such meetings to all the directors, which notice to the directors residing out of the city, may be by letter through the post office, directed to their respective places of residence. In case of the absence of both the president and vice-president, the board shall appoint a president *pro tempore*.

The order of proceedings shall be as follows:

1. When the president takes the chair, he shall call the meeting to order, and the members shall take their seats.
2. The minutes of the preceding meeting shall be read, and the minutes of any intervening meeting of standing committees before the board proceeds to any other business, and no debate shall be admitted, nor question taken, at such reading, except as to errors and inaccuracies.
3. The president shall be the judge of order, and his decision shall be immediately submitted to, unless two members require an appeal to the board. He shall name all committees, unless herein otherwise provided, or unless the board shall otherwise determine.
4. Every member presenting a paper to the chair shall first state its general purport; and every member who shall make a motion or offer a resolution, or speak on any subject under discussion, shall rise and address the president.

5. Any director interested in any important question before the board, shall withdraw while the same is under discussion until it is decided.

6. No debate shall be entered into on any motion or resolution until it shall be stated from the chair; and all motions shall, if requested by the president, or two members, be reduced to writing; and no member shall speak more than twice upon any one question without leave of the board.

7. While a resolution is under consideration no motion shall be made, except to amend, divide, commit, or postpone it; but it shall be in order at any time, on the call of three members, to take the previous question, which shall be: "Will the board at this time act on this question?" and if it shall be decided in the affirmative, the debate shall terminate and the vote be taken. A motion to adjourn shall always be in order, but shall be decided without debate.

8. Any member may call for the division of a question or a resolution, where the sense will admit of it; but no amendment which tends to destroy the general sense of the clause of a resolution shall be admitted.

9. If business of different kinds shall be called for at the same time, by different members, the board will judge and give preference accordingly.

10. The yeas and nays shall be taken and shall be recorded on any question, if called for by any member previous to the decision on such question; but no motion for reconsideration shall be permitted, unless made and seconded by members who were in the majority on the original question.

ARTICLE III. *Officers, mode of appointment, salaries and tenure of office.*—

The following permanent officers shall be appointed:

A president and vice-president, a secretary and a treasurer.

All shall be elected by ballot, and seven affirmative ballots shall be necessary to a choice.

After every annual election, it shall be the first duty of the directors elected to elect a president and vice-president, but if they fail to do so under the previous provisions, then a president *pro tem.*, shall be appointed by the majority of the directors present; and thereafter a motion to proceed to the choice of these officers shall have the preference of all other business, till it is done.

The board shall also appoint the following heads of departments: A general superintendent, a superintendent of construction, a superintendent of supplies, an auditor, an attorney,

And may appoint, from time to time, such other agents and servants as to them may seem meet; and such appointments may be made by a vote of the majority of the board present, unless a ballot is called for by two directors, in which case, seven affirmative ballots shall be necessary to a choice.

The salaries of all officers of the company shall be fixed by vote of the board of directors, and no extra allowance for any service performed by such officers shall be made without the concurrence of the board.

3. Salaries and other allowances, (if any,) to officers and servants, shall be established or fixed simultaneously with the appointments and under the same restrictions. All salaries shall be payable monthly.

4. All officers and employees shall hold their appointment during the pleasure of the board.

5. All vacancies occurring by the death, resignation, or otherwise, of either of the permanent officers, or in the board of direction, shall be filled for the residue of the term of the board in the same manner as is provided for the appointment of such officers; and all vacancies shall be filled without any unnecessary delay.

ARTICLE IV. *Place of business of the company.*—The general business of the company shall be transacted at such office or offices in the city of New York, as the board may from time to time direct.

The charge of the offices shall rest on the secretary under the general superintendence of the president.

ARTICLE V. *Standing committees.*—There shall be a standing committee appointed by the board, to be called the executive committee, which shall consist of the president, vice-president and three other directors. The president shall be its chairman, and any three of its members shall form a quorum.

This committee is charged with the general welfare of the company, and is empowered to adopt and carry out such measures as it deems the interests of the company to require.

ARTICLE VI *Duties of officers.*—*The president.*—Shall be the chief executive officer and head of the company in all its operations, and shall supervise all other officers and all departments of the road in every respect.

*The vice-president.*—Shall, in the absence of the president, preside at the meetings of the board; and in case of the absence, death, sickness, or other inability of the president, he shall exercise the powers and discharge all the duties of that office until the president return to duty, or other provision is made therefor by the board.

*The secretary.*—Shall keep the minutes of the board and its committees.

He shall have the charge and custody of the common seal of the company, of all deeds, leases, contracts, maps, and documents belonging to the company, and of all letters and papers not pertaining exclusively to other officers or departments.

*The treasurer.*—Shall receive all moneys paid to or for the company, and give such vouchers therefor as may be from time to time prescribed.

He shall pay all bonds, interests, dividends, notes and acceptances due from the company, on presentation of the proper vouchers therefor.

On receipt of pay rolls or bills properly certified by the auditor, he shall pay the same as soon as possible, and may send a clerk to make such payment as cannot conveniently be made at the office.

He shall make no other payments except on the draft of the president or vice-president, the attorney (authorized if over \$100 by the president or vice-president) or the superintendent (authorized by the attorney.)

All checks drawn by him must be countersigned by the president, vice-president or secretary.

He shall keep the account books and stock books of the company, and shall preserve in proper order all vouchers for payment. He shall enter the amounts of all bills and pay rolls which come into his possession, and keep an account with each person or firm with whom the company has regular dealings. The annual report to the state engineer shall be made out by him, and such other reports and financial statements as may be required from time to time by the president or the board of directors.

He shall have charge of all the real estate belonging to the company, except roadway and stations, and collect the rents of property leased by the company.

He shall give a bond in the sum of \$20,000 for the faithful performance of his duties.

*The general superintendent.*—Shall have charge of the transportation business

of the company and of all men, materials, finished roadway and stations connected therewith; of repairing and maintaining the track and the safety and efficient working of the road.

He shall see that all passenger and freight earnings are collected and faithfully paid to the treasurer.

He shall make out all necessary time tables, subject to the approval of the president before going into operation. He shall also prepare freight tariffs and tables of the rates of fare, subject to the approval of the executive committee.

With the advice and consent of the president, he may appoint or remove the train master, freight master, road masters, ticket master, baggage master, station masters, conductors, ticket sellers, foremen of machine and repair shops.

He may also, for good cause, suspend any such employee. He shall immediately report to the president such suspension, and the reasons therefor; and they may together take such action thereon as they deem expedient.

Enginemen and all subordinate employees in this department may be appointed, suspended or discharged by him as the exigencies of the service require.

He shall furnish the auditor with a list of all persons other than day laborers employed in his department, specifying the rate of compensation paid to each, and shall notify him of all changes of employees or their compensation.

He shall examine all accounts in his department, and make a general abstract of the same, which, with the original check-rolls, time-books, and pass-books, and his certificate of approval shall be sent by him to the auditor, on the first of each month.

Whenever additions to the rolling-stock are needed, he shall report the same to the president, specifying the articles required, and their estimated cost; and when these requisitions shall have been sanctioned by the executive committee, the president and superintendent shall be authorized to make contracts for the same.

He may adjust all claims for losses or injuries to freight or baggage, and may pay the same by draft on the Treasurer, to be approved and countersigned by the attorney.

*The superintendent of construction* shall have charge of building, extending and finishing the several structures of the road and its appurtenant works, of laying down such new tracks and putting up such new buildings as may be required. But all new works of construction must first be authorized by the board or executive committee.

He shall have charge of all the men and materials necessary for such work, and may with the advice and consent of the president, appoint, suspend, or remove such engineers and assistants as may be requisite.

He shall furnish the auditor with a list of such employees and their compensation, and notify him of all changes therein.

He shall examine all accounts in his department, and make a general abstract thereof, which, with the original check-rolls, time-books and pass-books, and his certificate of approval, shall be sent by him to the auditor on the first of each month.

*The superintendent of supplies.*—Thirty days previous to the first days of January, April, July and October, the secretary, treasurer, general superintendent and superintendent of construction shall report to the superintendent of

supplies a detailed estimate of all articles (except rolling stock) required for use in their several departments for three months from such dates, except that for timber, lumber, and other articles requiring more than three months to procure, the estimate shall be made ninety days previous to such dates.

Estimates for fuel shall be reported on the first of November in each year, for the ensuing twelve months.

On receiving such estimates he shall submit the same to the executive committee, and, on their approval, he may purchase the articles specified on the best attainable terms, and must store the same in one or more safe and convenient places for distribution.

On the written requisition of the president, secretary, treasurer, general superintendent, or superintendent of construction, he shall deliver, according to the terms of such requisition, at the several stations on the road, the articles specified therein. All requisitions must specify the purpose for which the articles required are intended.

He shall keep an account with each person making requisitions on him, showing all articles furnished, their cost, and for what purpose required; and shall deliver an abstract of such account to the auditor at the end of each month.

He shall certify and deliver to the auditor all bills for supplies purchased by him.

After January 1, 18—, no other person is authorized to make any purchase for the company, except in cases of emergency, rendering it impossible for him to act. In all such cases, the person making any purchase (or, if he be employed in the superintendents' department, then the general superintendent), shall immediately make a full report of the same, and the necessity therefor to the superintendent of supplies, and shall send to him the bill for the same, with a certificate of its correctness.

*The auditor.*—From the returns made to him by the different heads of departments, the auditor shall make out the pay-rolls, bills, etc. He shall see that the time is correctly computed, the rates of compensation as authorized, and all charges reasonable and according to the certificates returned to him. He shall deliver the same, when made out, with his certificate thereon, to the treasurer, together with a list thereof.

The auditor shall make such a distribution of the expenditure as is required for the report to the State engineer, and shall also make such abstracts of labor and prices of materials, as will exhibit a comparison of prices paid for like articles or services to different persons, or at different times, all of which, or abstract therefor for the preceding month, he shall each month report to the president.

All collecting agents must report to the auditor the amount of all moneys received and paid over by them.

He shall examine at the close of each month the accounts of the ticket master, freight master, or any other receiving officer, and compare them with the reports of the collecting agents, and with the amounts paid in to the treasurer; and his certificate that they are right shall be the authority for settling their accounts.

He shall also at the same time examine the accounts of the treasurer, and see that the amounts paid in to him are correctly charged, and that he has proper vouchers for all moneys paid out by him.

*The Attorney* is the counsel of the board and of the various officers and heads of departments.

He shall have charge of all the litigation of the company and of their conveyancing, and shall prepare such legal papers as may be required.

He may adjust all claims against the company and pay the same by draft on the treasurer, to be authorized if exceeding \$100, by the president or vice-president.

ARTICLE VII. *Reports.*—On the first days of January, April, July and October, the persons in charge of machine and repair shops, road masters and station masters shall make a return to the general superintendent of all stock, tools and materials on hand, and their condition ninety days previous, and also what has been received within said 90 days. They shall report the manner in which said material has been used, stating the cost of each piece of work or machinery, and in the repairs of road way, the cost of each structure shall be kept distinct from the maintenance of the track. In all cases the kind and quantity of material shall be stated.

The general superintendent shall forthwith make and deliver to the president an abstract of such reports.

The superintendent of construction shall, on the same dates, make to the president a report in all respects similar of work done in his department.

ARTICLE VIII. *Transfer of Stock.*—No transfer shall be allowed or recognized as of right till thirty per cent. of the amount is paid in, and all transfers shall be made by the stockholder in person or by an attorney under a power duly executed.

The books of transfer shall be closed for twenty days next previous to the annual election, and at such times as the board may direct.

All transfers of stock shall be made in the usual form by the Stockholders signing in proper person, or by attorney, in a book to be provided for the purpose, a declaration of sale or transfer, setting forth the number of shares transferred, the persons to whom, and the time when the same are so transferred; and at the time of such transfer the old certificate of the shares so transferred shall in all cases have the name or names of the parties to whom a new certificate or certificates are to be issued endorsed thereon, and shall be cancelled before issuing such new certificate or certificates. All certificates issued by the treasurer shall be signed by the president or vice-president and treasurer.

If any person claims a certificate of stock to be issued in lieu of one lost or destroyed, he shall furnish an affidavit of the fact, stating the circumstances of the loss or destruction, and give to the company a bond of indemnity with one or more sureties, if required (in the sum of two hundred dollars for each share to be renewed), against any damage which may arise from issuing the new certificates; whereupon the treasurer shall issue a new certificate of the same number and tenor with that said to be lost or destroyed, specifying that it is in lieu thereof.

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## JOINT AGREEMENT FOR CONSOLIDATION OF RAILROAD COMPANIES.

FORM No. 45.—(See § 388, *ante*.)

Whereas, The directors of The ——— Railroad Company, a corporation duly organized and existing under the laws of the State of New York, and the directors of The ——— Railroad company of ———, have proposed to consolidate said companies and railroads under and in puruance of an act of the Leg-



islature of the State of New York, entitled "An act authorizing the consolidation of certain railroad companies," passed May 20, 1869, and the several acts amendatory thereof and supplemental thereto.

Now, therefore, for the purpose of presenting the terms and conditions thereof, and the manner of carrying the same into effect, we, A. B., C. D., etc., the directors of the said The ——— Railroad Company, parties of the first part, and E. F., G. H., etc., the directors of the said The ——— Railroad Company, parties of the second part, do hereby enter into this joint agreement, dated this ——— day of ———, 188—, under the respective corporate seals of said companies, that is to say: That in consideration of the mutual agreements, covenants, provisions and grants herein contained, the said parties of the first and second parts do, by these presents, merge, combine and consolidate the respective capital stocks, franchises, grants, immunities, privileges, capacities, properties and rights of way, and all the property, real, personal and mixed, of every name and nature of the said two railroad companies aforesaid, of which they are respectively the directors as aforesaid, into one company, to be called and known by the corporate name and style of The ——— Railroad Company, which said consolidated company and new corporation shall, from henceforth, have and possess all and singular the rights, franchises, powers, exemptions, immunities, privileges and capacities which are, or have been, granted to, or conferred upon, or possessed, or enjoyed by either of the said two railroad companies aforesaid, by or under the laws and enactments of the said State of New York. (*In case one of said companies is a resident of another State, modify this clause accordingly.*)

And this agreement further witnesseth, that the parties of the first and second parts have agreed upon, and by these presents do agree upon and prescribe the following as the terms and conditions of such consolidation, which terms and conditions the said parties of the first and second parts mutually covenant, promise and agree to observe keep and perform, viz:

ARTICLE 1. The corporate name of the said consolidated company and new corporation shall be The ——— Railroad Company.

ARTICLE 2. The number of directors of the said consolidated company and new corporation shall be ———.

ARTICLE 3. The names and places of residence of the ——— directors and other officers of said consolidated company, or new corporation, who shall be the first directors and officers thereof and shall manage its affairs for the first year and until others are chosen in their places, are as follows, to wit: (*Insert names and places of residence of the directors and other officers.*)

ARTICLE 4. The capital stock of said consolidated company and new corporation shall consist of ——— shares.

ARTICLE 5. The amount or par value of each share of the stock of such consolidated company and new corporation shall be ——— dollars.

ARTICLE 6. The capital stock of The ——— Railroad Company (*party of the first part*), shall be convertible into the capital stock of the said consolidated company and new corporation, at the rate of ——— shares of the capital stock of said consolidated company and new corporation for ——— shares of the capital stock of The ——— Railroad Company (*party of the first part*).

ARTICLE 7. (*Insert a like clause as to the conversion of the capital stock of the party of the second part.*)

ARTICLE 8. The first regular annual meeting of the stockholders of said

consolidated company or new corporations, for the purpose of electing directors and officers of said company for the year then next ensuing, shall be held on the (*specify the time.*) Special meetings may be called at any time, by a majority of the board of directors. (*Add other necessary details.*) (*See § 388, ante.*)

And the said parties of the first and second parts, for the consolidation aforesaid, do mutually agree and declare that the said consolidation shall take effect, and the said consolidated company and new corporation go into operation immediately upon the due execution of the present articles, and the adoption thereof by the stockholders of the said The ——— Railroad Company and the said The ——— Railroad Company the parties hereto, in the manner prescribed by law; and the fact of such adoption certified thereon by the secretaries of the respective companies, under the seals thereof, as required by law, and the filing of the same, or a certified copy thereof, in the office of the secretary of state.

And the board of directors of the said consolidated company or new corporation shall have full power to carry the said consolidation into effect, by all necessary or proper acts for that purpose.

In testimony whereof, the said parties of the first and second parts have hereto set their respective signatures, and caused to be hereto affixed the corporate seals of their said railroad companies of which they are respectively the directors as aforesaid, this ——— day of ———, 188—.

[L. S.]

A. B.,  
C. D., etc.,  
(Directors of the ——— Railroad Company.)

[L. S.]

E. F.,  
G. H., etc.,  
(Directors of the ——— Railroad Company.)

### CERTIFICATE OF PROOF OF EXECUTION OF THE FOREGOING AGREEMENT.

FORM No. 46.

STATE OF NEW YORK. }  
COUNTY OF RENSSELAER. } ss.:  
CITY OF TROY, }

I, John P. Curley, a notary public, duly commissioned and sworn, and residing in the said city of Troy, do hereby certify that on the ——— day of ———, 188—, before me personally came A. B., C. D., etc., to me personally known to be the same persons of that name mentioned in and who executed the foregoing articles of agreement and consolidation; and they, being by me each duly and severally sworn, each for himself said, that he was a director of the ——— Railroad Company therein named; that he knew the corporate seal of said company; that the seal affixed to the foregoing articles of agreement was such corporate seal; that it was affixed by order of the board of directors of said company, and that he signed his name thereto by like order as a director of said company; and I further certify that on the ——— day of ———, 188—, before me personally came C. D., etc. (*proceed in like manner as to the execution by the directors of the other company, and proof of the corporate seal thereof, or there may be two certificates of proof, one by the directors of each company.*)

In witness whereof, etc.

(Signature and seal of notary.)

**CERTIFICATE OF SECRETARY OF COMPANY TO BE IN-  
DORSED ON ARTICLES OF CONSOLIDATION.**

FORM No. 47.—(See § 388, *ante*.)

I, ———, secretary of The ——— Railroad Company, a corporation duly organized and existing under the laws of the State of New York, do hereby certify, under the corporate seal of said company, that the annexed agreement, dated and executed the ——— day of ——— 188—, for the consolidation of the said The ——— Railroad Company with The ——— Railroad Company, under the name of The ——— Railroad Company as the corporate name of such consolidated company and new corporation, was submitted to the stockholders of said The ——— Railroad Company at a special meeting of such stockholders, called for and held at ———, No. ——— street, in the city of ———, on the ——— day of ———, 188, for the purpose of taking the same into consideration; that due notice of the time and place of holding such meeting, and the object thereof, was given by the said The ——— Railroad Company to its stockholders, by written or printed notices addressed to each of the persons in whose name the capital stock of said company, at the time of the giving of such notice, stood on the books thereof, and that such notice was given to said persons respectively, or sent to them by mail, when their post-office address was known to the said company, at least thirty days before the time of holding such meeting, and that a general notice of the time and place and object of said meeting was published daily for at least four weeks in a newspaper printed in the city (*town or county*) where the said The ——— Railroad Company then had its principal place of business; that at the aforesaid meeting of said stockholders, the aforesaid and annexed agreement of the said directors of the said The ——— Railroad Company was considered and a vote taken by ballot for the adoption or rejection of the same, in pursuance of and in conformity to the provisions of the statute in such case made and provided, and said ballots were cast in person or by proxy, and that upon said ballot two-thirds of all the votes of all the stockholders, (each share of stock entitling the holder thereof to one vote) were for the adoption of said agreement for consolidation.

In witness whereof, I, ———, the said secretary of The ——— Railroad Company, have hereunto, in pursuance of the provisions of the statute in such case made and provided, certified the above facts upon the said agreement for consolidation, and hereunto set my hand and affixed the corporate seal of the said The ——— Railroad Company, this ——— day of ———, 188—, as required by law.

[L. S.]

*(Signature) secretary of The ——— Railroad Company.*

*(Certificate of proof of execution of certificate and of corporate seal.)*

Indorse a similar certificate by the secretary of the other company.

**AGREEMENT OF CONSOLIDATION WHEN CONSOLIDATION IS  
MADE UNDER A SPECIAL ACT OF THE LEGISLATURE.**

FORM No. 48.—(See page 429, *ante*.)

Agreement made this ——— day of ———, in the year one thousand eight hundred and eighty —, between the ——— Railroad Company, the ———



ment, shall have the right to vote at the said election in person, or by proxy, and shall severally be entitled to two votes for each share of stock (being one hundred dollars at par,) held by such stockholders, in either or any of the said companies, except as to the ——— Railroad Company, the shares in which being fifty dollars each, one vote only shall be allowed for each share of stock in the said company. The thirteen persons being stockholders in some one or more of the said companies, parties hereto, receiving a majority of votes at the said election, shall be the first directors of the said

“THE ——— RAILROAD COMPANY.”

In the event of a failure to elect the said directors, or any one or more of the number by a majority vote on the first ballot, the said inspectors shall immediately after canvassing the votes and ascertaining the result, again open the polls of the said election, for the election of the said directors, or of such number of them as may not have been chosen on the first ballot, as aforesaid, and shall keep the polls of the said election open for at least one hour and until all the stockholders present or represented, and wishing to vote shall have voted; and the person or persons receiving a majority of votes on the said second ballot shall be declared elected. If the choice of directors shall not be completed on the second balloting, either as to the whole or any portion of the number remaining to be chosen as aforesaid, as many more ballotings shall be had as may be necessary to effect such choice, which ballotings shall severally be conducted on the same principles as the second balloting, excepting that after the second balloting a plurality of votes only shall be necessary to an election. If, however, after four ballotings it shall so happen that a portion of the directors shall have been chosen, no further ballotings shall be had, but the persons so chosen, or a majority of them shall, with as little delay as may be, fill up and complete the board by the choice of such persons being stockholders in some one or more of the said companies as they may see fit. The directors chosen in pursuance of this article shall hold their offices until the annual election of directors in the said new corporation, to be held in the year one thousand eight hundred and eighty ———, as hereinafter provided for, and until others shall have been elected in their places.

ARTICLE 2. The directors of the new corporation shall thereafter be chosen annually, on the ——— day of ———, in each year after the present year, one thousand eight hundred and eighty ———, by a majority of the votes of the stockholders voting at such election in such manner as may be prescribed in the by-laws of the corporation, and they may and shall continue to be directors until others are elected in their places. In the election of directors each stockholder shall be entitled to one vote for each share of stock held by such stockholder. Vacancies in the board of directors shall be filled in such manner as shall be prescribed by the by-laws of the corporation. At each election of directors three inspectors of election shall be chosen for the next annual election of directors, as required by law. No person shall be a director, unless he shall be a stockholder, as required by the general railroad law.

ARTICLE 3. The capital stock of the said new corporation being limited by the act aforesaid, to the aggregate amount of the capitals of the several companies thus consolidated, the respective parties hereto do severally agree and declare that the capital stock of the said corporations respectively, together with the amount, if any, of outstanding bonds legally issued by the said several corporations with the right or privilege to the holders thereof to convert the same into

the capital stock of such companies respectively at par, on surrender of the said bonds, and on the terms therein mentioned, are as follows:

The present actual paid up capital stock of the \_\_\_\_\_ Railroad Company, divided into shares of \$100 each, is \_\_\_\_\_ dollars. The amount of the principal of the bonds of the said company convertible into stock thereof, as aforesaid, now outstanding and unpaid, is \_\_\_\_\_ dollars, (*Insert a similar statement of the other companies.*) forming an aggregate present capital of \_\_\_\_\_ dollars, subject to be increased by the conversion into stock of the said convertible bonds, the sum of \_\_\_\_\_ thousand dollars, making in all the sum of \_\_\_\_\_ thousand dollars.

The capital stock of the said new corporation is therefore fixed, pursuant to the said act of the Legislature, at the aforesaid aggregate sum of \_\_\_\_\_ thousand \_\_\_\_\_ dollars, to be divided into \_\_\_\_\_ shares of one hundred dollars each; such capital being subject to be increased, by the conversion into stock of the principal of the said outstanding bonds from time to time, so that the same shall not, when all the said bonds shall be converted, exceed the sum of \_\_\_\_\_ dollars, to be divided into \_\_\_\_\_ shares of one hundred dollars each.

ARTICLE 4. The said capital stock shall be distributed rateably to and among the several stockholders in the companies, parties hereto, so that every stockholder in each of the present companies shall receive in place of the stock now held by such stockholder, the like number of shares at par in the capital stock of the new corporation except as to stockholders in the \_\_\_\_\_ Railroad Company, the shares in which being fifty dollars each, the holder of every two shares of that stock, rejecting all odd shares or fractions of fifty dollars, shall be entitled to one share in the new corporation. The stock representing the aggregate of the said fractions or parts of less than one hundred dollars each shall be sold at auction, and the proceeds, adding the proper allowance made to the stockholders of the said company for its proportion of the differences in value hereinafter referred to, shall be divided rateably among the stockholders, to whom the said fractional parts belonged; or, if the holders of any of the said fractional parts so prefer, the new corporation will pay and allow at the rate of par for the said fractions, and receive for its own use the portion of the proceeds of the sale at auction, as before provided for, which such stockholder would otherwise have been entitled to receive.

ARTICLE 5. The amount of the bond or funded debts other than the convertible bonds above mentioned due from the said several companies, parties hereto, who are thus indebted, and which, as well as the said convertible bonds which may not be converted into stock, the said new corporation is to assume and pay, is hereby declared and fixed by each company so indebted, severally for itself, as follows (*insert statement of same*).

(*Insert any other provisions that may be deemed necessary.*)

ARTICLE 6. Should any shareholder in any or either of the several companies, parties hereto, whose stockholders shall ratify this agreement, decline taking shares in the said new corporation, such shareholder shall be paid for the shares so held by him, by the new corporation, in the manner in all respects provided for, in and by the \_\_\_\_\_ section of the said act of the Legislature, passed \_\_\_\_\_, 188—.

In witness whereof, the corporate seals of the respective companies, parties to this instrument, have been affixed hereto, in duplicate, on the day and year

first above written, by the order and in the presence of the directors of the said several companies respectively, duly convened, a quorum of each of the said several boards of directors being so present and assenting thereto, as is attested by their respective signatures hereto, on behalf and by order of the said several boards of directors, and the presidents of each of the said companies have also at the same time, and in the presence of the said respective boards of directors, and on behalf of the said respective companies, hereto affixed their names in virtue of resolutions of the said several boards of directors, passed at their said respective meetings, on the same day and year last aforesaid.

*(Signatures and seals.)*