

## SOUTHERN RAILWAY CERTIFICATE.

(2) *The conveyance of the said mortgaged premises* was made, pursuant to the order of the Circuit Courts of the United States of America, by the Special Masters in said suit, Matthew F. Pleasants, Thomas S. Atkins and Charles Price, upon the 18th day of June, 1894, to the said Charles H. Coster and Anthony J. Thomas, as Purchasing Committee for the benefit of the said Southern Railway Company, such conveyance having been duly recorded on the said 18th day of June, 1894, in the Chancery Court of the City of Richmond, in the State of Virginia.

SECOND. *The plan of organization adopted by the purchasers* is that of which a copy is hereunto annexed, marked "Schedule B," and made part of this certificate.

THIRD. *The amount and classes or kinds of capital stock* already authorized to be issued by the new corporation (subject to increase up to but not exceeding the limit prescribed by said act) were and are:

One million two hundred thousand shares of common stock, and six hundred thousand shares of preferred stock, each and every of such shares being of the par value of one hundred dollars each, and the aggregate par value of such shares being one hundred and eighty million dollars.

*The preferences, conditions and voting power of such capital stock* are as set forth in the said plan of organization hereunto annexed, marked "Schedule B."

FOURTH. *The amount and classes or kinds of mortgage bonds or other obligations heretofore* authorized to be issued by said corporation are bonds secured by mortgage, payable as therein specified, and, except as and when registered as therein provided, being negotiable instruments, passing by delivery, free from any and all defences against the holder thereof, such bonds having been authorized to the amount of one hundred and twenty-four million five hundred thousand dollars, including what are known as its "East Tennessee Reorganization Mortgage Bonds," for the aggregate amount of \$4,500,000, and its "First Consolidated Mortgage Gold Bonds," for the aggregate amount of \$120,000,000, of which last-mentioned bonds a large part are not now to be issued, but are reserved for various purposes mentioned in the mortgage securing said bonds, dated October 2, 1894, and duly recorded November 9, 1894, in the office of the Clerk of the Chancery Court of the City of Richmond, in the State of Virginia, and also in other offices; and among other purposes for the redemption and payment in due course of the bonds of the Richmond and Danville Railroad Company, secured by its two mortgages to Central Trust Company of New York, as Trustee, dated respectively October 5, 1874, and February 1, 1882; such last-mentioned mortgage having been amended by agreement dated July 24, 1894, between the said Central Trust Company and the said Southern Railway Company, a part of the mortgaged premises first above mentioned having been sold and purchased subject thereto, and