

of the first part, William Jackson, of Birkenhead, and Samuel Morton Peto, Thomas Brassey and Edward Ladd Betts, all of London, Contractors, of the second part, and Casimire Stanislaus Gzowski, of the City of Montreal, Civil Engineer, David Lewis McPherson, and Luther Hamilton Holton, both of Montreal aforesaid, Merchants, and Alexander Tilloch Galt, of the Town of Sherbrooke, in Canada, Esquire, of the third part.

WHEREAS, a Railway Company called the Grand Trunk Railway Company of Canada, was incorporated by an act of the said Provincial Legislature, passed in the sixteenth year of the Reign of Her Present Majesty, intituled, "An Act to incorporate the Grand Trunk Railway of Canada, for the purpose (amongst other things,) of making and maintaining a Railway from Toronto, through the towns of Port Hope, Cobourg, and Belleville, to the City of Kingston, and from the said City of Kingston, through the towns of Brockville and Prescott, to a point in the Eastern boundary line, of the Township of Osnabruk, thence to St. Raphaels, and thence to the River Ottawa, and across the said river to a point between the Lake of Two Mountains and the Village of St. Anns, and thence to the City of Montreal.

AND whereas, the Grand Trunk Railway Company of Canada East, was incorporated for the purpose (amongst other things,) of making and maintaining a Railway from some point on the Quebec and Richmond Railway, (hereinafter mentioned,) opposite or nearly opposite to Quebec, on the south shore of the Saint Lawrence, to Trois Pistoles. AND whereas, the Quebec and Richmond Railroad Company were incorporated for the purpose (amongst other things,) of making and maintaining a Railway from Hadlow Cove, in the Parish of Notre Dame de la Victoire, near Quebec, to Richmond, in the District of Saint Francis, in Lower Canada. AND whereas, the Grand Junction Railroad Company, were incorporated for the purpose (amongst other things,) of laying out, making, constructing and finishing a Railway on and over any part of the country lying between Belleville and Peterborough, AND whereas, the Toronto and Guelph Railway Company were incorporated for the purpose of making and maintaining a Railway from Toronto to Guelph, and were afterwards authorized to extend and continue their Railway to the Port of Sarnia. AND whereas, the Saint Lawrence and Atlantic Railway Company were incorporated for the purpose (amongst other things,) of making and maintaining a Railway from the River Saint Lawrence, opposite the City of Montreal, to a junction with the Atlantic and Saint Lawrence Railway, at or near the boundary of the State of Maine, in the United States, and they have constructed the said Railway accordingly. AND whereas, all the said Companies are now amalgamated into the said Grand Trunk Railway Company of Canada, purty hereto, under the authority of the said Act, and by the assent of General Meetings of the said Companies respectively, with such majority of votes thereat respectively, as is by the said act required. AND whereas, the last mentioned Grand Trunk Railway Company of Canada, (hereinafter called "the Amalgamated Company,") now, or shortly will be the Lessees of the said Atlantic and Saint Lawrence Railway. AND whereas on the fourteenth day of December, in the year of our Lord one

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thousand eight hundred and fifty-two, and previously to such amalgamation, and agreement was entered into between the said first incorporated Grand Trunk Railway Company of Canada, and the parties hereto, of the second part, and on the twenty-third day of March, in the year of our Lord one thousand eight hundred and fifty-three, and also previously to such amalgamation, another agreement was entered into between the said parties, in some degree modifying and varying the first agreement, and by the said agreements respectively, the said parties hereto of the second part, (hereinafter called "The English Contractors,") undertook to construct and complete the line of Railway above mentioned, of the said Company, and to equip the same with Rolling Stock for the gross sum of three million pounds Sterling, and it was thereby agreed (amongst other things,) that of the said sum of three million pounds, one million and thirty-five thousand pounds, should be paid in Canadian Provincial Debentures guaranteed by the Government of the Province of Canada, of such description as was specified in the Act of Incorporation of the said Company, nine hundred and eighty-two thousand five hundred pounds, in Debentures of the Company, having twenty-five years to run, and of the description specified in the said agreement, and nine hundred and eighty-two thousand five hundred pounds, in shares or stock of the said Company, with certain special clauses and provisions, as to the mode of making such payments respectively, that out of the fund to be provided as therein mentioned, for payment of the English Contractors, a sum of forty thousand pounds should be set apart for payment of the expenses of the Company, until the said Railway should be ready to be opened for traffic, that the English Contractors should pay the interest on the said Provincial Debentures, and also upon all debentures and stock applied or appropriated to the payment of the contract sum, and sold or transferred, by order of the English Contractors, until the said Railway should be ready to be opened for traffic, and that the said agreements were to be subject to such modification as to the mode of payment and as to the nature of the securities, in and by which payment was to be made to the English Contractors, and as to the interim investment of such funds as might become necessary or expedient in case of the union or amalgamation of any other Railway Company or Companies, with the said first incorporated Grand Trunk Railway Company of Canada, so that the terms and conditions of the

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said agreements as to construction and equipment, and price, should be retained and preserved. AND whereas, also on the said twenty-third day of March, an agreement was entered into between the said Grand Trunk Railway Company of Canada East, and the parties hereto of the second part, whereby the said English Contractors undertook to construct and complete the above mentioned line of Railway of the said Company, and to equip the same with rolling stock for the gross sum of one million two hundred and twenty-four thousand pounds, and it was thereby agreed (amongst other things,) that of the said sum of one million two hundred and twenty-four thousand pounds, four hundred and fifty-nine thousand pounds, should be paid in Canadian Provincial Debentures, of the description above mentioned, three hundred and eighty-two thousand five hundred pounds in Bonds or Debentures of the Company, of the description above mentioned, and three hundred and eighty-