

Underground Electric Railways Company of London Limited

Minutes

Meeting of Board of Directors of above
Company held at the Offices of the Company,
Electric Railway House, Broadway, Westminster
S.W. on Wednesday the 22nd February 1911.

Present

Mr Hon. Sir Edgar Speyer Bart. In the Chair
Mr Hon. Lord George Hamilton Deputy Chairman
Albert H. Stanley Esq.^{re} Managing Director
W. C. Burton Esq.^{re}
C. J. Cater Scott Esq.
Hon Sydney Holland
Sir Algernon West

In attendance

L. B. Garstake Esq. For the Solicitors
W. E. Mandelick Esq. Secretary

The Minutes of the Board Meeting held on the 8th
February 1911 were read and signed as correct.

Resolved that the recommendations set forth in
the Finance Committee Minutes of the Meeting held on the
19th February 1911 be and the same are hereby accepted
and approved.

Resolved that Share Certificates Nos 1019 to 1027
for 2,531 Shares in respect of Transfers Nos 419 to 425 as
per List No 13 bearing to day's date and submitted to this
Meeting be sealed.

Referring to Minute No 1350 of this Board and
to the further applications which have been forwarded to this
Company by Messrs Speyer Bros as set forth in List No 26
which List has for identification been duly initialed by the

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Chairman, it was

Resolved that there be allotted and issued ^{Registered} Debenture certificates in the names and for the amounts respectively set forth in List No 2 aggregating £9,500 leaving balance of names still to be received for £10,500 Debentures.

1365

Authority was given to sign the Agreement with the Luminator Water Company Limited regarding the use of the Luminator at Chelsea.

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The Managing Director submitted the Earnings and Expenses Statement for the month of January 1911.

1367

The recommendation of the Finance Committee as set forth in Minute No 190 was considered, and it was

Resolved that if Messrs Speyer Bros make an offer to purchase London Electric Railway 4 per cent Preference Stock of an amount and on the terms set out in the following draft letter from them to the Company (such Stock being part of the specifically mortgaged Stock under the Trust Deed of the 30th July 1908) so as to enable the Company to redeem the whole issue of Prior Lien Bonds and if the London County and Westminster Bank as Trustees under the Trust Deed of the 30th July 1908 agree to concur in such sale and to apply the proceeds in redemption of the Prior Lien Bonds, such offer be accepted.

" Gentlemen

We are prepared to buy from you £1250,000 London Electric Railway 4% Preference Stock which we propose to issue to the Public.
Our price to you to be 82½% less the following deductions viz:-

1% commission for ourselves

1½% underwriting commission

Usual Brokers' commissions and the expenses of the issue and Stamp duty on the transfers to the ultimate holders of the Scrip, which we shall issue for the Stock.

It is understood that, exclusive of stamp duties, the above commissions and expenses shall not exceed 2½%

We shall issue this Stock at 82½% payable in

instalments

You are to transfer and deliver the Stock to us or to our order against payment on 1st September next.

We are to be entitled to any dividend payable on the Stock as from 1st January 1911, so soon as such dividend is paid, and we will allow you interest at the best rates obtainable, less our usual commission as follows:-

(On 25% of the purchase price (less all commissions and expenses) from 8th March 1911, and

(On 28% thereof from 24th March 1911 and

(On 29½% thereof from 27th April 1911

in each case) until payment of the purchase price.

We will also purchase from you at the price of 80% a further amount of £35,000 of London Electric Railway 4% Preference Stock. Such further Stock to be purchased by us and delivery made by you against such payment at such time or times as you may think fit, but not later than the 1st September next.

Such further Stock to carry the half-year's dividend current at the date of delivery?

Mr Edgar Spyer being a Member of the Firm of Spyer Bros. did not vote.

Resolved that if such offer be made a letter be written to the London County & Westminster Bank in the following terms requesting their concurrence in the sale:-

Gentlemen

Trust Deed for securing our Loan Bonds etc

Referring to the Trust Deed between the Company and your Bank of the 30th July 1908, and to the terms thereof, we beg to apply for your concurrence in our acceptance of the offer made to us by Messrs Spyer Bros under date of February 24th 1911. (The terms of such offer being set forth in the copy of their letter enclosed herewith) to purchase sufficient London Electric Railway 4% Preference Stock to produce at the net purchase price the sum of £100,000 cash.

The 4% Preference Stock mentioned in their letter forms part of the 'specifically mortgaged premises' referred to in the Trust Deed, and it will be therefore

necessary for you to execute transfers in favour of Messrs. Speyer Bros. or their nominees.

It is understood that the net capital moneys which will arise from the above transaction are to be used in redeeming on 1st September next at par and accrued interest the entire series of Prior Lien Bonds now outstanding, amounting to £1,000,000.

Messrs. Speyer Bros. have informed us that they will be prepared to write you a letter undertaking that the principal and interest to 1st September next on the entire series of Prior Lien Bonds shall be in your hands on the 3rd August next.

The Directors of the Company, at a Meeting held on the 22nd day of February 1911, adopted a Resolution agreeing to accept the offer of Messrs. Speyer Bros., subject to your concurrence therein and in this letter, and further resolved, subject as aforesaid to make the necessary drawings on the 1st March 1911 the principal moneys and accrued interest to be payable at any of the Paying Agencies and to give the notice of the drawings required by the conditions of the Bonds. It is proposed to make the drawing at your Bank, if the same is agreeable to you, on the 1st March 1911 at 12 o'clock.

The proposed sale of Stock and redemption of the Prior Lien Bonds is in the opinion of the Board, in the interest of the 4½% Bondholders and Income Bondholders, and does not prejudice the Prior Lien Bonds as they are always subject to redemption at par.

We shall be glad that you concur in and will give effect to, the arrangements contained in this and in Messrs. Speyer Brothers' letter.

Resolved that if the said offer by Messrs. Speyer Bros. be made and accepted and the concurrence of the London and Westminster Bank be obtained before the 1st March 1911 at par, with interest to that date the whole series of £1,000,000 Prior Lien Bonds be drawn for redemption on the 1st September 1911 at par with interest to that date.

Resolved that the Secretary be and he is hereby authorised to take the necessary steps to give effect to the foregoing resolutions.

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Resolved that the Secretary be instructed to
advertise such drawing and repayment in the manner
prescribed by the Trust Deed.

Resolved that Messrs Spencer Bros be authorised
to purchase if necessary in the Market an amount not
exceeding £75,000 London Electric Railway 4% Preference
Stock on or before February 28th 1911.

Spencer
Chairman