day of December, A.D. 1858.

H. Resley
Clerk of Circuit Court for Allegany County.

Printed Copy of Plaintiff's Exhibit C

At the request of the Hoffman Steam Coal Company of Allegany County, this Deed was recorded, August 21st, 1858

This Deed, made this twentieth day of August, in the year of our Lord eighteen hundred and fifty eight, by Allen M. Sherman and Martha P. Sherman, his wife, of Orange County, in the State of New York, and William B. Dean, of the City of New York, in the State aforesaid, to the Hoffman Steam Coal Company of Allegany County (a corporation created under the authority of an act of General Assembly of Maryland, entitled "An Act to authorize the formation of Corporations Mining purposes" passed at January Session, 1852, chapter 322)

Witnesseth, that whereas the said Allen M. Sherman and the said William B. Dean became subscribers for and took four thousand nine hundred and ninety shares of the capital stock of said company on the express agreement and understanding that the price of said shares should be paid for by the conveyance of certain lands: And the said Allen M. Sherman and Martha P. Sherman, his wife, and said William B. Dean being ready and willing to convey, grant, assign and transfer their interest and estate in the property hereinafter mentioned, in accordance with the tenor of the said subscription.

Now, therefore, this Indenture witnesseth, that the said Allen M. Sherman and Martha P. Sherman, his wife, and the said William B. Dean in consideration of the premises, and in consideration also of the undertaking and agreement of the said The Hoffman Steam Coal Company of Allegany County, to deliver, without any unnecessary delay, the certificates for said number of shares of its capital stock, whenever and as soon as the said certificates shall have been prepared for delivery, and in further consideration of the covenants hereinafter expressed to be performed by and on the part of the said The Hoffman Steam Coal Company, of Allegany County, and in further consideration of one dollar to them in hand paid, the receipt whereof is hereby acknowledged, do grant, bargain, and sell, convey, assign and transfer to the said The Hoffman Steam Coal Company of Allegany County, and its assigns, all the right, title, interest and estate legal or equitable, in possession, remainder, or reversion of them, the said Allen M. Sherman and Martha P. Sherman, his wife, and of the said William B. Dean, and each of them, of, in and to all that piece or parcel of land and premises, with the appurtenances, lying in Allegany County aforesaid, containing the quantity of twelve hundred and fifteen acres of land, more or less, which was conveyed to the said Allen M. Sherman and the said William B. Dean, by the Cumberland Coal and Iron Company, by Deed, dated the first day of October, in the year eighteen hundred and fifty-seven, and which is recorded in Liber H. R., No. 16, folios 234, &c, one of the Land Records in the office of the Clerk of the Circuit Court for Allegany

County aforesaid, and in which said Deed the names of the several tracts, or portions of which, the piece and parcel of land hereby intended to be conveyed, is composed, and the courses and distances of the lines thereof are fully stated, as upon reference to the same will appear. Together with all the rights, members and appurtenances thereto appertaining, and all easements and hereditaments therewith rightfully had, used, or exercised, or rightfully claimable or exercisable under any of the grants or covenants of the said Deed.— Together, also, with the benefit and advantage of all covenants contained in said Deed, so far as the same are capable of assignment. It being the intention of the parties hereto to grant, bargain and sell, convey, assign and transfer to the said The Hoffman Steam Coal Company, of Allegany County, all the estate, property, rights, easements, hereditaments and covenants acquired by or enuring to the use of the said Allen M. Sherman and the said William B. Dean, under and by force of the said Deed and the covenants therein contained, in the same right and plight, and in like manner and to the same extent as the same were held or were vested in or belonging to the said Allen M. Sherman and Martha P. Sherman his wife, and said William B. Dean next immediately before the execution and delivery of these presents.

Subject, nevertheless, to the lien thereon, reserved by the Cumberland Coal and Iron Company, for the payment of the interest in the meantime, and for the payment at maturity of the principal of the one hundred and twelve Bonds of the said Cumberland Coal and Iron Company, particularly described in said Deed; it being the meaning and intention of the parties to these presents, that the said The Hoffman Steam Coal Company of Allegany County, shall take the said land, with the lien thereon, for payment henceforth, of the interest on said Bonds, and for payment, when the same shall become payable, of the principal of said one hundred and twelve Bonds: and, further, that the said The Hoffman Steam Coal Company shall pay the said interest hereafter to become due, when and as the same shall become payable; and shall pay the principal of said Bonds in exoneration of all liability on the part of the said Allen M. Sherman and said William B. Dean for payment of the same.

And the said The Hoffman Steam Coal Company of Allegany County, accepts and receives this Deed upon the express understanding and agreement that said company shall and will, without any default, actually pay or provide in the hands of the said Allen M. Sherman and William B. Dean, to be applied by them, the means to pay the interest of said one hundred and twelve Bonds, at the respective periods when such interest shall become payable; and will pay or provide, in due time in the hands of the said Allen M. Sherman and said William B. Dean, the means to pay the principal of said Bonds at the time when the same according to the tenor of endorsements thereon, shall become payable