passed at January session, 1852, chapter 322, entitled "An Act to authorize the formation of corporations for mining purposes" passed on the 28th of May, 1852, have agreed to form, and have formed, and do hereby form a Company for the purpose of carrying on the business of mining coal in Allegany County aforesaid, upon and under the following agreements and stipulations, terms and conditions, that is to say:

1st. The corporate name of said Company is and shall be the "Hoffman Steam Coal Company of Allegany County."

2d. The capital of said Company is fixed and shall be five hundred thousand dollars

3d. The term of the existence of said corporation shall be fifty years from the day of the date of this certificate; the day of the date of this certificate being computed as part of said term.

4th The above mentioned capital of said Company shall be divided into five thousand shares, of the par value of one hundred dollars per share.

5th The operations of said Company are intended to be carried on in Allegany County in the State of Maryland

6th The concerns of the said Company shall be managed, for the first year by the said Allen M. Sherman, S. Brooke Postley, Samuel M. Shoemaker, James Boyce and Wm H. Ballard Johnson, as Directors of said Company, and the stock property and concerns of the said Company, except the first year, shall be managed by five Directors, who shall respectively be stockholders in said Company and Citizens of the United States, to be elected in manner as directed in the above mentioned act.

7th The said Company is intended to have and possess all the powers, facilities, rights, privileges and franchises, conferred by said above mentioned act.

In testimony whereof, on this 19th day of August, in the year of our Lord 1858, the undersigned have made, signed and sealed this certificate in writing, and which is intended to be acknowledged before some officer competent to take the acknowledgment of Deeds, and further intended, when so acknowledged, to be recorded in the office of the Clerk of the Circuit Court of Allegany County aforesaid.

Witness:
Wm. H. Hayward

A. M. Sherman, {Seal}
S. Brooke Postley {Seal}
S. M. Shoemaker {Seal}
James Boyce {Seal}
William H. Ballard Johnson {Seal}

State of Maryland – City of Baltimore, to wit:

On this 19th day of August, 1858, before the subscriber, one of the Justices of the Peace of the State of Maryland in and for Baltimore City, personally appeared the above named Allen M. Sherman, S. Brooke Postley, Samuel M. Shoemaker, James Boyce and William H. Ballard Johnson, and severally acknowledged the foregoing certificate to be their act and Deed; and owned and declared that they desired to acknowledge the same as such, according to law, that the same may be recorded and avail according to law.

Wm. H. Hayward

State of Maryland – Baltimore City, set:

I hereby certify that William H. Hayward, Esquire, before whom the annexed acknowledgment was made, and who has thereto subscribed his name, was, at the time of so doing, a Justice of the Peace of the State of Maryland, in and for the City of Baltimore, duly commissioned and sworn. In testimony whereof, I hereto set my hand and affix the seal of the Superior Court of Baltimore City, this 19th day of August A.D. 1858. {Seal}

Geo. E. Sangston.
Clerk of the Superior Court of Baltimore City.

State of Maryland – Allegany County, to wit:

I hereby certify the above and foregoing to be a true copy taken from Liber J. D. No. 17, folios 223 &c., one of the Land Records of Allegany County.

{Seal} In testimony whereof, I hereunto subscribe my name and affix the seal of the Circuit Court for Allegany County, this twentieth day of July, in the year 1857.

H. Kelly
Clerk of the Circuit Court for Allegany County.

(Agreement B.)

Dear Sir:

I had intended to have been in New York on Saturday last, and had so informed Judge Sherman. But understanding that he did not propose to meet me there, and the private business of my own, on account of which I had intended to go thither, being unavoidably postponed, I did not go on as I had intended. Judge Sherman however, as I now learn from himself, did go down from Newburg on Saturday, and again on Monday, expecting to see me, and supposing I was detained here by sickness, he came hither yesterday, and I had a long and friendly conversation with him last evening.

He mentioned to me a number of particulars as well in relation to the purchase of the Hoffman mine by him from the Company, as also in relation to the proposed suit against him, of which I had not any previous knowledge. In fact, I had but very little practical conversation with him until last evening.

I am satisfied that if your clients, at the time they purchased into this Company, had made the request of Judge Sherman to re-purchase this property at the price it actually cost him, inclusive of interest, that he would cheerfully have assented. But he says, that up to this day, it has been all the while claimed that there was fraud on his part in the transaction, and which alleged fraud has been made continually the ground of application for a re-sale. And while I do not think he is unintluenced by my arguments, that both his personal comfort and his pecuniary interest would be promoted by an amicable settlement of the matter, and that I would and could settle it on grounds that would amount to an abnegation of any injurious allegations, yet he seems so strongly impressed with the notion that it does not consist with his personal honor to treat upon the subject at all, that I am now satisfied that nothing can be done in the way of intervention on my part. He says he is able and he is willing to defend himself from all charges; and he is a man of such purpose, that I should not be surprised if he will require those who have made these charges openly to justify the imputations.

Judge Sherman informs me that recently he has indirectly been approached for a re-sale of the property, and that he has continually made known that he was open to receive any offer that might be made by letter to him at Newburg, for a re-sale of the property to the Company, and that he has received no such communication. He further tells that he has been in daily expectation of a suit or suits of some kind having been so informed. I stated that reports of what others may have said are not unfrequently exaggerated, and sometimes misrepresented; but he will not admit that he is in error in this respect.

I was quite surprised to see him here last night, and equally surprised to find that he