

Pro rata
amount of
stock.

State upon receiving certificates for the pro rata amount of the capital stock of the consolidated corporation to which, as a stockholder of the Worcester Railroad Company, the State shall be entitled under said agreement of consolidation; provided that said pro rata amount of said stock of the consolidated corporation coming to the State under such agreement shall not bear a less proportion to the amount of stock of the Worcester Railroad Company held by the State than the pro rata amount of stock of said consolidated corporation coming to any private stockholder of the Worcester Railroad Company under said agreement shall bear to the amount of stock of the Worcester Railroad Company held by such private stockholders.

Apply by pet-
tion.

Appraise stock

SEC. 8. *And be it enacted*, That any other stockholder of the Worcester Railroad Company hereby authorized to consolidate, who shall refuse to convert his stock into the stock of the consolidated company, may at any time within thirty days after the adoption of said agreement of consolidation by the stockholders of each of the consolidated companies, as in said act of the Legislature of Delaware and as in this act provided, apply by petition to the court of the county in which the chief office of said the Worcester Railroad Company may be kept, or to a judge of said court in vacation, if no court sits within said period, on reasonable notice to said company, to appoint three disinterested persons to estimate the damages, if any, done to such stockholder by said proposed consolidation, and whose award, or that of a majority of them, when confirmed by said court, shall be final and conclusive; and the persons so appointed shall also appraise said stock of said stockholder at the full market value thereof, without regard to any depreciation or appreciation in consequence of said consolidation, and the said company may, at its election, either pay to said stockholder the amount of damages so found and awarded, if any, or the value of the stock so ascertained and determined, and upon the payment of the value of the stock as aforesaid the said stockholder shall transfer the said stock so held by him to said company, to be disposed of by the directors of said company, or to be retained for the benefit of the remaining stockholders; and in case the value