TAXING THE CORPORATIONS.

IMPORTANT AMENDMENTS PROPOSED BY THE STATE COMMISSION.

Amendments Suggested to the Act of 1880, Whereby to Avoid Evasions May be More Effectually Enforced—The Commissioners' Report as Rendered to the Legislature.

ALBANY, March 24.—The Tax Commission appointed by the Governor presented to the Joint Legislative Committee on Assessment and Taxation its report, accompanied by a draft of a tax law amending the law of 1880. After commenting on the litigations and losses of municipal and local revenue that occurred under the law of 1880, the Commission says: "It will be observed that the amendments sustain an object of that law which the Commissioners are of opinion should be approved and favored, to wit: As the provisions of the act are put in effective operation and become productive of revenue by taxation of corporations, to the extent of this revenue all property, both real and personal, throughout the State, is relieved of taxation for State purposes. The Comptroller in his annual report states that from the tax imposed under section 3 corporations have claimed exemption to the extent that their capital is invested in United States bonds. The intent was undoubtedly that the tax imposed was one upon the business or franchises of corporations, and not upon their property; but the language of the statute is not perfectly clear upon this point, and should be made so. In accordance with this recommendation we have amended the act by inserting in the second and third lines of section 1 after the word taxed the words 'on its corporate franchise or business,' and by inserting in the 7th and 8th lines of the third section the words, 'as a tax upon its corporate franchise or business,' and again in the 13th and 14th lines of the 5th section, and in the 12th and 16th lines of section 6, and the words 'or business' in sections in the act. The Comptroller recommends that in case of an appeal from this appraisement it be made to the State Board of Assessors instead of being made to the State Board of Equalization, being a member of the latter Board. We have departed from this suggestion and made the appeal to a board consisting of the Secretary of State, Attorney-General, and State Treasurer. His objection to including gas companies in the exemption of manufacturing companies has been heeded. We

The report continues: "Some of the members of the Commission were not satisfied that the rate of taxation of section 6 should be computed upon the basis of the gross earnings of the associations and companies included in its terms, some thinking it should be upon the net earnings and some upon the gross earnings of the year ending preceding examination, and the Commission found upon examination that the law was not as onerous as they feared, as will be seen by the following illustration: A corporation with a capital of $60,000, paying a dividend of 8 per cent, with gross earnings of $470,708, would pay a tax under the law of 1880, of $1,200 and on its gross earnings of $2,353, making a total of $3,553. Assuming that the $60,000 capital of such a corporation was personal property, it would be relieved from a State tax under former laws of $2,100, leaving a tax on its franchise of $1,453. The Legislative Committee have asked us to examine into this calculation, as we desire to do no injustice to operations. The Comptroller's report including to that part of section 6, Laws of 1880, which provides that 'In arriving at the gross earnings of any express, palace car, or sleeping car company or freight line, there shall first be deducted the amount received by the common carrier for transportation upon such business within this State,' gives it as his opinion that this provision should be stricken from the bill as a discrimination in favor of the companies named without any good reason therefor. Upon deliberation, the bill has been examined, and we find that the only difficulties in the provision in section 6, 'That nothing in this section should be held to apply to any street surface railroad company;' and also to the last four lines of section 8, relating to a street horse railroad company, the Commission concurring with the Comptroller, have made the amendments suggested. The report in its new and its interest is to convinces to need comment."

THE PROPOSED BILL.

AN ACT to amend chapter [illegible] "An act to provide for raising taxes on property in the State upon certain corporations."

SECTION 1. Hereafter it shall be the duty of the President or Treasurer of every association, corporation, or joint-stock company liable to be taxed on its corporate franchise or business, as provided in this act, to make report in writing to the Comptroller, on or before the 1st day of November, stating specifically the amount of capital stock, the number, amount, and value of shares, the amount of dividends made or declared, the respective earnings of such stock companies or associations during or ending with the first day of said month, in all cases where any such corporation, joint stock company, or association shall make or declare any dividend upon either its common or preferred stock during the year ending as aforesaid, or have made such dividend payable in scrip or other property, which shall amount to less than six per cent upon the par value of the said common or preferred stock, the Comptroller shall thereupon, or within five days sworn or affirmed to be and return the same, to the best of their knowledge and belief, the amount of capital stock, the number of shares in each year in which no dividend has been made or declared, as aforesaid, or in which the dividend which shall have made or declared upon either its common or preferred stock, shall have amounted to less than six per cent upon the par value of said common or preferred stock, estimate and appraise the total stock of such company, and upon the dividends so made or declared, or upon the par value of which the dividend or dividends made or declared resulted in less than six per cent, at its actual value, at such rate, not less than the average rate which shall have been actually estimated and appraised, they shall forthwith report to the Comptroller a certificate thereof, accompanied by a copy of such oath or affirmation, by them signed, and attested by the magistrate or other person qualified to administer the same, and the Comptroller shall forthwith, on receipt of such certificate so made and returned, he is hereby authorized and empowered to make a valuation thereof, and to add an amount upon a valuation so made him for the same, to the tax, and interest due the State thereon, and every association, corporation, or joint stock company dissatisfied with the amount so assessed may within ten days appeal from such assessment to a board consisting of the Secretary of State, Attorney-General, and State Treasurer, which board on such appeal shall affirm or correct the account so made by the Comptroller, and the decision of said board shall be final; and the said Comptroller shall forthwith make the full amount of the taxes, penalties, and interest so due on said account as settled by the Comptroller or said board, and the State Treasurer

SEC. 2. If any said officers of any such corporation, joint stock company, or association shall neglect or refuse to furnish the Comptroller on or before the 15th day of November of any year the said report, or shall make a false report of the certificate of appraisement, or to affirm a false oath, as the case may be, as required by the first section of this act, or to pay the tax imposed by this act, or any such joint stock company, association within fifteen days after the first day of January, as provided in the first section of this act, it shall be the duty of the Comptroller to add to the tax so imposed by this act, or any other tax or license fee or fees payable by any such company or association organized under any other state or country, and every person or partnership doing an insurance business in this State, except as aforesaid, shall pay into the Treasury on the 1st day of August in each year a tax at the rate of eighteen mills on the dollar upon the gross premiums received by them in business transacted in this State during the year ending with the preceding 30th day of June, whether the same be in money, or in the form of bonds, or other evidences of debt, or in money, and every such company, association, person, partnership, or the agents and officers thereof, in this State, shall have power to act in [illegible] 2 to the Comptroller, on or before the 1st day of August of each year, sworn, fairly, the entire amount of premiums received by them in business transacted in this State during the year ending as aforesaid, and the tax imposed by this section shall be made under such oath or affirmation, and it shall be the duty of the Comptroller of the State to add ten per centum to the amount of any premium, license, tax, or other fee or tax payable by such company, association, or person, which shall neglect or refuse, for a period of thirty days, to make the said report, or to pay into the State treasury the tax imposed.

SEC. 6. In addition to the taxes above provided for, every corporation formed for railroad, canal, steamboat, ferry, express, navigation, or transportation purposes, and every elevated railway company and every joint stock company or association now or hereafter incorporated in or under any law of this State, or now or hereafter incorporated by any other State or country, and doing business in this State, and owning, operating, or leasing lines in or through this State, or incorporated, joint stock company or association any railroad, canal, steamboat, ferry, express, navigation, pipe line, or transportation route or line, or elevated railway or other device for the transportation of freight or passengers, or in any way engaged in business of transporting freight or passengers, and every telegraph company or telephone company incorporated under any law of this or any other State, and doing business in this State, and every express company or association, palace car or sleeping car company or associations, incorporated or unincorporated, doing business in this State, shall pay into the State Treasury for the use of the State, as a tax upon its corporate franchise or business in this State, a tax at the rate of five-tenths of one per centum upon the gross earnings in this state of said corporation or company or association or trade, transportation, telegraph, telephone, or express business transacted in this State.

SEC. 7. The tax imposed under section 6 of this act shall, after the first day of August, 1881, be paid annually on the first day of August of each year. It shall be the duty of the President, Secretary, or other proper officer of the corporations, joint stock companies or associations referred to in section 6 of this act, to transmit to the Comptroller on the first day of August in each year a statement under oath or affirmation of the amount of the gross earnings of the said associations, corporations, or joint stock companies, derived from all sources during the year ending with the preceding thirty-first day of June, together with the amount of tax imposed thereon by section 6, and it shall also be the duty of the President, Secretary, or other proper officer of the corporations, joint stock companies, or associations referred to in section 6 of this act to transmit to the Comptroller on the first day of August, 1881, a statement under oath or affirmation of the amount of the gross earnings of the said associations, corporations or joint stock companies derived from all sources during the six months ending with the thirteenth day of June, 1881, together with the amount of tax imposed by section 6 of this act, and if any such corporation, joint stock company, or association shall neglect or refuse, for a period of thirty days to make the said report, or to pay the said tax, the Comptroller shall forthwith report the fact to the State Treasurer, who shall neglect or refuse, for a period of thirty days to make the said report, or to pay the said tax, the Comptroller shall forthwith report the fact to the Attorney-General of the State, who shall institute proceedings in the name of the people of the State to declare the charter or privilege of said corporation, joint stock company, or association forfeited, and for such other and further relief as the nature of the case may require, and the Court before which such proceedings shall be instituted shall have power to declare such charter or privilege forfeited, and to appoint a receiver of the property and franchises of such company, association, or joint stock company, and to wind up the affairs of such company, association, or joint stock company, and to pay the tax, with interest and costs of suit, out of the assets of such company, association, or joint stock company, and the Comptroller is hereby authorized to make such contracts for the services of such receiver, and for the winding up of such company, association, or joint stock company, as he shall deem proper, and the Attorney-General shall receive for his services in the premises such compensation as the Comptroller shall allow, to be paid out of the assets of such company, association, or joint stock company, and the charter and privileges of every such company, association, or association shall cease, and shall be forfeited.

SEC. 8. Every corporation, joint stock company, or association whatever, now or hereafter incorporated under any law of this State, or now or hereafter incorporated by any other State or country, and doing business in this State, except banks or institutions for savings, life insurance companies, banks, and trustee companies organized under the laws of this State, which are specifically taxed by its laws, or gas companies, shall be subject and liable to a tax upon the corporate franchise or business of the same, annually, to be levied and collected as taxes upon personal property of the State annually, to be paid into the State treasury, as follows:

The amount or dividends made or declared by any such company, association, or joint stock company during the year ending with the first day of November, shall be the basis upon which the tax to be paid shall be fixed, and the tax to be at the rate of a mill for each dollar of such dividend, or dividends made or declared by such company, association, or joint stock company, during the year ending as aforesaid, or if no dividend shall be made or declared, or if the dividend made or declared shall be less than six per cent upon the par value of the said common or preferred stock, then the said company, association, or joint stock company shall make and appraise the total stock of such company, association, or joint stock company, according to the best of their knowledge and belief, and upon the par value of such stock, or upon the par value of the shares in each year in which no dividend has been made or declared, as aforesaid, or in which the dividend which shall have made or declared upon either its common or preferred stock shall have amounted to less than six per cent upon the par value of said common or preferred stock, estimate and appraise the total stock of such company, association, or joint stock company, at such rate, not less than the average rate which shall have been actually estimated and appraised, they shall forthwith report to the Comptroller a certificate thereof, accompanied by a copy of such oath or affirmation, by them signed, and attested by the magistrate or other person qualified to administer the same, and the Comptroller shall forthwith, on receipt of such certificate so made and returned, he is hereby authorized and empowered to make a valuation thereof, and to add an amount upon a valuation so made him for the same, to the tax, and interest due the State thereon, and every association, corporation, or joint stock company dissatisfied with the account so settled may within ten days appeal from such assessment to a board consisting of the Secretary of State, Attorney-General, and State Treasurer, which board on such appeal shall affirm or correct the account so made by the Comptroller, and the decision of said board shall be final; and the said Comptroller shall not stay proceedings until the full amount of the taxes, penalties, and interest so due on said account as settled by the Comptroller or said board, shall be paid to the State Treasurer.

SEC. 3. If the said officers of any such corporation, joint stock company, or association shall neglect or refuse to furnish the Comptroller on or before the 15th day of November of any year the said report, or shall make a false report of the certificate of appraisement, or to affirm a false oath, as the case may be, as required by the first section of this act, or to pay the tax imposed by this act, or any such joint stock company, association within fifteen days after the first day of January, as provided in the first section of this act, it shall be the duty of the Comptroller to add to the tax so imposed by this act, or any other tax or license fee or fees payable by the company, association, joint stock company, or association for such and every year for which such report or certificate shall not be made, or for which such tax shall have been paid, ten per centum on the amount of such tax, and the said taxes, with the said penalty added thereto, shall be collected of such company, association, or joint stock company, and every such company, association, or joint stock company, shall forfeit the charter or privilege by virtue of which it shall have been authorized to do business in this State, and the Attorney-General shall institute proceedings in the name of the people of the State to declare such charter or privilege forfeited, and for such other and further relief as the nature of the case may require, and the Court before which such proceedings shall be instituted shall have power to declare such charter or privilege forfeited, and to appoint a receiver of the property and franchises of such company, association, or joint stock company, and to wind up the affairs of such company, association, or joint stock company, and to pay the tax, with interest and costs of suit, out of the assets of such company, association, or joint stock company, and the Comptroller is hereby authorized to make such contracts for the services of such receiver, and for the winding up of such company, association, or joint stock company, as he shall deem proper, and the Attorney-General shall receive for his services in the premises such compensation as the Comptroller shall allow, to be paid out of the assets of such company, association, or joint stock company, and the charter and privileges of every such company, association, or association shall cease, and shall be forfeited.

SEC. 4. Every corporation, joint stock company, or association whatever, now or hereafter incorporated under any law of this State, or now or hereafter incorporated by any other State, or now or hereafter incorporated by any other State or country, and doing business in this State, except banks or institutions for savings, life insurance companies, banks, and trustee companies organized under the laws of this State, which are specifically taxed by its laws, or gas companies, shall be subject and liable to a tax upon the corporate franchise or business of the same, annually, to be levied and collected as taxes upon personal property of the State annually, to be paid into the State treasury, as follows:

The amount or dividends made or declared by any such company, association, or joint stock company during the year ending with the first day of November, shall be the basis upon which the tax to be paid shall be fixed, and the tax to be at the rate of a mill for each dollar of such dividend, or dividends made or declared by such company, association, or joint stock company, during the year ending as aforesaid, or if no dividend shall be made or declared, or if the dividend made or declared shall be less than six per cent upon the par value of said common or preferred stock, then the said company, association, or joint stock company shall make and appraise the total stock of such company, association, or joint stock company, according to the best of their knowledge and belief, and upon the par value of such stock, or upon the par value of the shares in each year in which no dividend has been made or declared, as aforesaid, or in which the dividend which shall have made or declared upon either its common or preferred stock shall have amounted to less than six per cent upon the par value of said common or preferred stock, estimate and appraise the total stock of such company, association, or joint stock company, at such rate, not less than the average rate which shall have been actually estimated and appraised, they shall forthwith report to the Comptroller a certificate thereof, accompanied by a copy of such oath or affirmation, by them signed, and attested by the magistrate or other person qualified to administer the same, and the Comptroller shall forthwith, on receipt of such certificate so made and returned, he is hereby authorized and empowered to make a valuation thereof, and to add an amount upon a valuation so made him for the same, to the tax, and interest due the State thereon, and every association, corporation, or joint stock company dissatisfied with the account so settled may within ten days appeal from such assessment to a board consisting of the Secretary of State, Attorney-General, and State Treasurer, which board on such appeal shall affirm or correct the account so made by the Comptroller, and the decision of said board shall be final; and the said Comptroller shall not stay proceedings until the full amount of the taxes, penalties, and interest so due on said account as settled by the Comptroller or said board, shall be paid to the State Treasurer.

SEC. 5. The lands and real estate of the various corporations, joint stock companies and associations mentioned in this act as taxable shall continue to be assessed and taxed for local purposes in the towns and local purposes in their received property, shall hereafter, except for county, town, and municipal purposes, be exempt from assessment or taxation, subject to the same exceptions.

SEC. 6. The taxes imposed by this act, and the revenue derived therefrom, shall be applicable to the payment of the ordinary and current expenses of the State, and if any corporation, joint stock company, or association shall neglect or refuse to pay any tax by this act required to be paid, the same may be sued for in the name of the people of the State, and recovered in any court of competent jurisdiction in the State, to be brought by the Attorney-General at the instance of the Comptroller.

SEC. 10. All obligations, liabilities, and taxes heretofore incurred or imposed under the provisions of chapter 542 of Laws of 1880, are saved, and shall be enforced as in the said act had not been hereinbefore amended.

SEC. 11. This act shall take effect immediately.

GEN. UPTON'S DEATH.

Testimony from Brother Officers Showing that he was Undoubtedly Insane.

From the Sun Francisco Post.

On entering the room the reporter found the General lying upon the bed, his head slightly inclining toward the right, as if in restful sleep, his hands lying within an inch or two of each other, over his half-bared breast. The deceased gentleman had placed a large army revolver in his mouth, holding it with both hands, and fired it while in a reclining position. The large bullet crashed through the brain, passing through the head, and, penetrating the top of a hair pillow, dented the wooden head of the bedstead about twelve inches from the deceased's head. After firing the shot the hands fell with the pistol on the breast, the fingers unclenched, the pistol lying between them.

From the Sun Francisco Chronicle, March 17.

An inquest was held yesterday on the body of Gen. Upton, who was found dead Tuesday morning in his quarters at the Presidio. Capt. Henry C. Hasbrouck of the Fourth Artillery testified: The deceased was lying near the outer edge of the bed. His clothing was on a chair near the foot of the bed. His shoes were near the foot of the bed, freshly cleaned and polished. Found powder stains on the forefinger of the left hand, and also a slight abrasion. Found a few scraps and ashes of burnt paper near the grate. My attention was called to a cartridge case in the closet, with two cartridges gone. Found an empty cartridge which fitted the pistol. Looking around the room, I found a letter on the mantel addressed to Miss Kate Upton, N. Y. I also found a letter addressed to the Adjutant-General United States Army, incomplete, lying on the writing desk in the parlor. Found on the table in the room a number of sheets of paper, on which were diagrams illustrating the deployment of a company in line of skirmishers. Diagrams all about these sheets, as well as the letter relating to his wife's death in his room on a little table. He was engaged in the revision of the "Infantry Tactics," which was nearly completed.

"He told me last Sunday that he found great difficulty in completing his work. Asked him about his health. His manner, which had not heretofore been unusual, suddenly changed. He threw down his pen and clasped his hands to his forehead. His eyes were suffused with tears, and he told me he was ruined. In every way he showed great emotion. Conversed with him a considerable time in the office, and walked with him here. He had recovered his composure, and his whole conversation was about the failure of his system of tactics as applied to a company of more than one hundred men, and particularly when there should be an odd number of sets of fours in such a company. He said that he thought of the subject continually, but that his thoughts always ran in the same order; that he could invent nothing new. Saw him again the same morning, after church. Took a long walk with him in the afternoon and spent the evening with him. I endeavored to draw his mind away from the subject of tactics. Did my best to get him to talk upon other subjects or to listen to me talk upon other subjects. I talk but little with no success. His mind was continually dwelling on his tactical trouble. He said that he had promised the military authorities that he would revise his tactics. He announced his inability to do it successfully and properly, and said that his professional reputation was ruined. He expressed the wish that the revision had been made by a board of officers instead of by himself alone. In that case there would have been no implication against him, as there might have been from the pecuniary question resulting from a personal revision. He seemed to feel that he must publish this revision, and that he would be ruined if it was a success, and that he might be blamed for the failure or wrong pecuniary losses imposed by him. Did not see him Monday morning of my duties and his absence from the post. Saw him Monday evening about 8 o'clock in his room, and remained with him until about 9½. Saw him writing a letter at his desk when I entered. He was still despondent about his tactics. Induced him to talk about Monterey and a visit there. He took some interest in the matter, and he promised that he would go there, and I asked me to find the time of the departure of the fast train on Tuesday. He promised me that he would not work any more on his tactics that night, but said he wanted to finish a letter. I left the quarters in order that he might finish the letter. About 10½ I passed the house, but did not enter it. The lights were burning, and I thought I could see his figure through the curtains seated at his desk writing. That was the last time I saw him alive. He was a very close and hard student. He was engaged in another work on the Civil and Military Policy of the United States. His military duties as commanding officer were closely attended to. His habit was to rise early—about 6 or 7—in the morning. He complained of being sleepless for several weeks past. Suspected of a catarrhal trouble that he had; that he had been under the treatment of the best specialists, and was convinced that he could not recover. He spoke of a pain across the forehead, which he connected with a catarrhal trouble. He spoke of suicide in connection with the suicide of a friend a few weeks ago, and condemned suicide in the strongest terms, saying that there were no circumstances which could induce a man to take his own life. Never heard him say that he did not care to live if his bodily ailments, which he considered incurable, and James Known him intimately since 1856.

A. B. Dyer, Adjutant of the Fourth Artillery, testified: I had a conversation with the deceased last Saturday morning in the office; his eyes were suffused with tears; he told me that he had been in great trouble for the past four or five days; when he left the office he told me not to speak of it to any one; I asked him if I could be of any service, and he replied: 'If you can be of any service I will let you know.'"

Capt. Hasbrouck, being recalled, said: Last Sunday the deceased, after speaking of his difficulties of the revision, said: "Whatever may happen I charge you, as my classmate, to see that justice may be done." My inference from that was that he wanted me to bear testimony to all these matters in view of adverse criticism of the work in case it was published, and that he wanted me to remember that he recognized these defects before the publication. I did not understand that the statement referred to his death in any way."

The jury found that the deceased committed suicide, and that the act was not premeditated, but was caused by temporary unsoundness of mind brought on by an overtaxed brain and by his own disappointment at what he considered to be a failure in the revision of a work upon which he was engaged.

JUDGE SPEIR STILL ALIVE,

AFTER A FERRAL LEGAL BOMBARDMENT LASTING FOUR DAYS.

Efforts of the Light Lawyers in Rufus Hatch's Last Telegraph Suit—Such Man Trying to Prove his Insanity Thoroughly with the Rudiments of Law—Legal Lore for All.

A quiet, clean-shaven gentleman with a gray moustache and a snowy head occupied the bench of the Superior Court yesterday. His black eyes were bright, but his face was very pale, and he showed signs of exhaustion. He was Gilbert M. Speir, one of the Justices. Eight lawyers had occupied four days in trying to talk him to death under pretence of calling his attention to points of law in Rufus Hatch's application for an injunction restraining the Western Union Telegraph Company and the Union Trust Company from issuing stock in pursuance of the contract preceding the consolidation of the telegraph companies. The long table in front of the bench fairly groaned under the weight of law tomes used for reference. For four days lawyer after lawyer had twirled his glasses and pounded the table. It seemed like a game of poker in which each party held two pair and felt sure that he had a winning hand. The statements of the opposing lawyers, however, indicated that the cards contained an undue proportion of knaves. Stenographers estimate that nearly 62,000 words have been hurled at the Judge by the lawyers in the four days, including ancient and modern Latin terms. It has been a great time all around for the lawyers and a sad time for the Judge.

Yesterday ex-Gov. Hoffman and ex-Senator Pierce of Brooklyn listened to the final efforts of the lawyers to create a vacancy on the bench. A man resembling John Quincy Adams sat near them, wearing a snowy tie and a white waistcoat. It was Rufus Hatch, the irrepressible complainant. Mr. Aaron J. Vanderpoel continued his argument on behalf of the defendants. Within the first ten minutes he used the term *res adjudicata* twenty times, going two better than Mr. Wm. A. Beach, who on the preceding day had shouted *ad libitum* eighteen times within as many minutes. Mr. Vanderpoel assured the Judge that Judge Barrett's decision on a similar application last January had covered every point in the present case, and therefore the complainant was debarred here. He should have renewed his motion before Judge Barrett or have appealed to the General Term. He had no right to bring a collateral action in another court. He cited numerous precedents, which the opposing lawyers carefully noted, with the evident intention of twisting them against him at the proper moment. He then argued that title passed when the first share of stock was issued under the contract between the companies, and this left the complainant no cause of action. He said that the complainant, as an American Union stockholder, had tried to bar the consolidation on the plea that it increased the salaries of its officers; but he appeared as a Western Union stockholder, and was virtually asking the court to prevent the directors from enhancing the value of his stock. He asserted that the suit was really brought to compel the Western Union Company to pay him a larger sum for his American Union stock, which he had transferred that the complainant had bought his Western Union stock for the express purpose of forcing terms from that company, and he was now using this court as a means to that end.

Mr. Sewell then took his innings on behalf of Mr. Hatch. He began by complimenting ex-Judge Vanderpoel on his argument. He congratulated himself on having foemen worthy of his steel, but within twenty minutes he was laboring to prove that both gentlemen were lunkheads of the law, and that neither of them understood its first rudiments. He told the Judge that if the axiom is true that in a multitude of counsels there is safety, his Honor ought to be particularly happy; but in the next breath he asserted that an enormous amount of chaff had been thrown before the Court, and it was his Honor's duty to sift out the few grains of wheat. He told the Judge that he was only asked to preserve the *status quo* in the litigation until he could get a certified final decree. Mr. Hatch swears that he has owned his stock in the Western Union for a long time. It was transferred to the books of the company on Feb. 3. He was, however, the owner in law and equity whether the stock was recorded or not, and he had a right to maintain an action. He sued as a stockholder; and his Honor was only asked to restrain the Western Union directors from doing what was contrary to law. The first point made by the defence was that the interest of the complainant was insufficient to maintain an action. If, however, 999 out of a thousand stockholders consented to an illegal act, it did not debar the remaining stockholder from the right to ask a Judge to restrain them. The law allowed him cause of action to restrain directors from exceeding their powers, and from acting illegally. Here Mr. Sewell, in his turn, buried his nose in the tomes of the law in a search for precedents.

The learned gentleman then tackled ex-Judge Swayne on estoppel. The defence based a claim of estoppel on the fact that Judge Barrett had refused to stop the consolidation. The complainant did not ask for a reversal of Judge Barrett's decision. We acknowledge that the Western Union had a right to buy out the other companies. The complainant, however, had denied their right to water their own stock to the extent of 48 per cent, before doing so. The Court protects a man's ruine in one capacity did not prevent him from suing in another capacity.

Mr. Sewell again buried his nose in the legal tomes in search of precedents. He had spent nearly an hour in reading them when ex-Judge Swayne interrupted him by saying that he was prepared to show that Judge Barrett's decision based their claim of estoppel on the fact that when Mr. Hatch, as a stockholder of the American Union Company, asked for relief before Judge Barrett, he concealed the fact that he was a stockholder in the Western Union Company. The defence had a right to assume that Mr. Hatch had sued in the Western Union, and that he