AMUSEMENTS.

MEMPHIS THEATRE.

Spalding & Pope.....Proprietors
F. Short.....Treasurer

Unprecedented success of the charming little

LOTTA!

LAST NIGHT OF
"LITTLE NELL,"
Introducing the fair scene with songs, dances and banjo solos.

FRIDAY AND SATURDAY,
"HEARTS-EASE."

SATURDAY MATINEE,
"LITTLE DETECTIVE."

Friday—Benefit of LOTTA.

Monday, February 26th—MR. AND MRS. D. E. BANDMAN, for one week only.

Something New!
Neck-Tie Party.

THE Ladies of the First Congregational Church and Society will hold their first annual

NECK-TIE PARTY,

On Friday evening, February 23, at the rooms of the United States Court, No. 450 Main st., in the Walther Block.

Gentlemen and Ladies will obtain Neck-Ties at the door.

Admission 25c each, including Neck-Ties.

N.B.—Doors open at 7 o'clock. Neck-Ties to be put on at 8:30 o'clock precisely.

BY ORDER OF COMMITTEE.

THE LAST PRISONER OF THE WAR

CAPTAIN JOHN C. BRAIN,

(LATE C. S. NAVY,) WILL

LECTURE

AT THE GREENLAW OPERA HOUSE,

At 8 o'clock Thursday Evening.

SUBJECT—Capture of steamer Chesapeake in New York harbor, December 5, 1864; capture of United States mail steamship Roanoke off the island of Cuba, September 26, 1864; the last Confederate Naval Expedition; the capture of the schooner St. Marys, at the mouth of the Pactexen river Chesapeake Bay, April 1, 1865; cruise and destruction of the vessel off the island of Jamaica, June 18, 1865, with many romantic incidents.

Tickets One Dollar—For sale at all the book and drug stores, and principal hotels.

WANTS.

FAMILIES—Four white families to work in the country on shares. Residence three and a-half miles north of Shelby Depot, on M. and C. R. R., eighteen miles from Memphis. Address, H. C. Brewer, Shelby Depot, or the subscriber, who will furnish all transportation from Shelby Depot.

THOS. J. ROSS.

COTTAGE—With three rooms, before March 6th. Address, stating location, "W. X." this office.

ROOM—A furnished room with board, for two young men. A private family preferred. Address, E. C. F., Appeal Office.

SERVANT—A white or black servant girl, at No. 31 Avery street.

WOMAN—A white woman to do the housework of a small family. A good washer and ironer, and one that knows enough to cook a decent meal. Will find a good home, good wages and steady employment. Call at 275½ Main street, between the hours of 8 and 9 a.m.

SHOEMAKER—A Journeyman Shoemaker to bottom pegged and sewed boots. The best of wages given. Apply to Chas. Fagin, Jacksonport, Arkansas.

HELP—WILLIAM DARLIS has constantly on hand, male and female help, white and colored, suitable to planters, hotel-keepers and private families. Call at 54 Jefferson street. Intelligence Office.

OF—I will give $100 cash for 4½ feet of a ground, if location suits me. It must be within one square of street cars. Address PASS, Appeal Office.

RIDLEY COTTON SEED PLANTER—To introduce the Ridley Cotton Seed Planter, patented December 12, 1871; emphatically the best and cheapest yet made. Address the inventor at Selma, Ala., or Reed & Co.'s, 254 Front street, Memphis, Tenn. Will sell some territory; have some manufactured either on shares or royalty, or under contract, and will give liberal terms and territory to agents anywhere in the south. Address, Reddie & Steen, Jacksonport, Arkansas, or care SHANE, HARRIS & CO., Memphis.

TO RENT OR SELL—A BEAUTIFUL RESIDENCE AND LOT of seven acres of land, adjoining Colonel W. J. Cherry's place, on Union avenue, about three miles from Court square. Inquire of W. R. Clifton, at 284 Madison street, or Rev. PHILIP TUGGLE.

SECOND-HAND Furniture, Feathers and Household Goods of all kinds bought at 292 second street.

FOR SALE.

BOARDING HOUSE—Well established—doing a profitable business, with furniture complete. Near river and railroads. Will be sold cheap to a cash purchaser. Reason for selling business. Requires about $8,000. Address, "W. A. Boarding House," Appeal Office.

CIGAR STORE, No. 285 Main street, with or without stock. Reasons for selling—health cannot give it proper attention. To parties desirous of getting into business this is a first-rate chance. Apply immediately to

ELLIS LEUBRIE,
277 Main street.

SAWMILL PURSAGE OR LEASE—For parties applying at the office of the Memphis Dry Dock Company.

DULIN'S LANDING, ON ARKANSAS RIVER—Good stand for a store. Good open land to rent or sell cheap. Good stand for a party. Inquire of Madison street.

FOR SALE OR TO TRADE for other property in the city or its suburbs, a lot on the north side of Jefferson street, at its intersection with Charleston avenue. Apply to

C. S. COLLINS,
No. 19 Madison street.

ENGINE—The 25-horse power Portable Engine, built by the employees of the Memphis and Charleston Railroad Company, which took the premium at the late Fair. This engine was built from selected materials, is in good order and style to suit any. For particulars apply to

M. BURKE, M. M. M. & C. R. R. Co.

RESIDENCE—Desirable residence, 254 Jefferson street. Apply on premises.

LOTS—On Walnut street, on time. Apply at 43 Union st.

GEORGE DIXON.

FOR RENT.

COTTAGE—A new cottage with five rooms, R. Anderson, 42 Madison street.

LOT—For rent or lease, or will sell a lot on Monroe street, below Desoto street, 77½ by 120 feet. Apply to

R. DOBBYLEY FRAYSER,
No. 7 Madison street.

COTTAGE—A neat cottage on Georgia street, near street railroad.

W. G. RAINEY,
No. 350 second street.

OFFICE—The most desirable office in the city, formerly occupied by Edwards & Lemoyne; also, two offices in the Stanton Block. Apply to

G. D. CROCKETT,
11 Union street.

THE UPPER STORIES OF MY HOUSE, 61 Madison street, suitable for a first class boarding house.

E. A. HOLLENBERG.

HOUSE—Nice cottage house on Union street, east of Charleston Railroad. Apply to

E. M. APPERSON & CO.

OFFICE—A part of my office in Stanton block; very desirable.

J. H. Caldwell.

ROOM—One large room, suitable for notion or office, commodious enough for job printing office. This room is in the rear of the business department of the Appeal, and in the center of the business portion of the city.

STORE-ROOM—The store-room on the corner of Main and Monroe streets, under the Peabody Hotel, from February 1st. Apply to

R. C. BRINKLEY,
81 Madison street.

CHERRY PLACE—The "Cherry Place," on Rayburn avenue.

PARKER & HARBERT,
11 Union street.

ROOMS AND BOARD.

ROOMS—Two front rooms with board in a private family; no other boarders; at 51 Market street. Also, a few day boarders can be accommodated.

THREE ROOMS for rent, with good board. Apply at Appeal office.

ROOMS AND BOARD—Rooms, furnished or unfurnished, with board, for married couples or single gentlemen. Also, a few day boarders can be accommodated, at 211 Court street.

MRS. R. H. WOOD.

BOARD AND LODGING—Two very large and hand some front rooms, first and second stories, now vacant, at 308 Court street; each well suited for gentleman and wife or small family. Day boarders handsomely accommodated. References given and required.

ROOMS—Fine large rooms, front and back, with board, can be obtained by application, with reference, at No. 72 Madison street.

FOR RENT OR SALE.

RESIDENCE—The residence occupied by Dr. Edmonds at the corner of Shelby and Talbott street.

M. A. PARKER,
No. 12 Madison street.

FARM—A small farm, near the Raleigh road, on M. and C. R. R., one mile east of Raleigh; between 60 and 70 acres open land; good improvements, fruit, etc. Apply to W. B. Williamson, near the premises, or to

M. D. L. STEWART, Memphis, Tenn.

LOST.

NOTES—Finder a reward of $5 for the return of three two following lost notes executed to Ivey Albert and B. Doll, for fifty dollars each: One note due last of February, 1872, the other due twenty-eight days after the 25th of February, 1872.

W. B. LESTER.

FOUND.

HORSE—A Bay horse, eight years old, fifteen and a-half hands high. Owner can have him by paying costs and proving property.

THOMAS BOWMAN,
First and Chelsea streets.

LOCAL PARAGRAPHS.

—An unusual number of drunken men were arrested yesterday.

—We have letters from Baltimore making inquiries as to the financial condition of the city.

—Seats for the theater last night were sold for three dollars by street speculators. Lotta is popular.

—Pneumonia is prevalent in the Sixth district in this county. Several deaths from this disease have occurred in the neighborhood of Esquire W. H. Smeed's during the last two weeks.

—The work on the street railroad on Beale street is progressing finely. The bridge over the bayou is being removed. The cars will soon run through. It will be nice.

—The protest of the Western Union Telegraph company, presented to the United States senate by senator Conkling yesterday, will be published in the APPEAL to-morrow. It was unavoidably crowded out.

—There seems to be some unaccountable irregularity in the mails between here and Nashville, we hardly ever get the Nashville papers until the third day after publication. On the other hand Nashville gets our papers on the day of issue, at farthest the following morning.

—Our subscribers will see by the dates printed with their names on their paper when their time of subscription expires. We continue the paper to them for a short time, when their names are stricken off the rolls. We trust they will promptly renew as it saves trouble and expense to us.

—Great apprehensions were expressed last night, in the stockholders' convention, that so many innocent people would take stock in Lotta that Tom Scott would be unable to secure a majority of it. She is a good partner for a railway king to have, and if Scott must take Lotta into his great railway lotte-ry, everybody will want tickets.

—Thomas Murphy, a nice young man, who got out of the county jail yesterday, was found loitering near a box factory, on the upper part of Main street, and was arrested on suspicion of being the person who had stolen some lumber from the premises the day before. He renewed his acquaintance with the inside of the stationhouse.

—The fancy and Berlin wool store of Messrs. Shelby & Ridgely, under the Worsham House, which was established last summer to supply a want long felt in Memphis, has proved a very successful institution, and is now a feature of our city. It is the general that the ladies cannot do without now, having once experienced the utility and convenience of it. Every article in the strictly fancy line is to be found in this truly unique store, which is now patronized by all the beautiful ladies of the city. Their card will be found among our new advertisements.

—We are indebted to Mr. L. N. Black, assistant postmaster of Witteburg, Arkansas, for a batch of subscribers to the weekly APPEAL. Mr. Black evinced his practical benevolence in thus inducing the country people around him to subscribe for a paper which will lead them in the path of prosperity. A sound weekly paper is indispensible to the planter and country merchant who would keep enlightened on all matters that apertain to their several avocations. It keeps them up to facts, and often do, from one issue, which will save hundreds of dollars to them.

—Why is this process of railway consolidation accepted over the whole North? Simply because *once begun* there is no resisting it. Half the road in Illinois was begun in the South drives every Southern road into it. Those left out go to decay. General Houston's argument is good as far as it goes, but the facts are against him. The process of consolidation was not begun before the war. General Mahone is a man of good sense, and his stockholders are like him, and the Memphis and Charleston road, within three months, will have its easter terminus at New York, its western at Fort Smith.

—The following beautiful sentiment was recently uttered by Judge John L. T. Sneed in delivering the opinion of the supreme court in the case of Harrison vs. Wheless et al., from the law docket of Montgomery county: "The idea that the judicial officer is supposed to be invested with ermine, though fabulous and mythical, is yet more eloquent in its significance. We are taught that this creature called the Ermine is so acutely sensitive as to its own cleanliness, that it becomes paralyzed and powerless at the slightest touch of defilement upon its snow white fur. When the hunters are pursuing it, they spread with mire the pass leading to its haunts, toward which they then draw it, knowing that it will submit to be captured rather than defile itself. And like unspotted ermine should belong to him who comes to exercise the august functions of judge." No one could more consistently have spoken the above than Judge Sneed, who has ever proved himself an officer of ability and integrity.

PERSONAL.

W. J. SYKES, Esq., has our thanks for "a few subscribers." He is doing yeoman service in the cause of railroads in Tennessee.

OUR readers will regret to learn that Judge Thomas R. Smith is seriously ill. His friends are encouraged to believe that he will recover.

MAJOR W. J. WHITHORNE, father of Colonel W. J. Whithorne, member of congress from the Maury county district, this State, died at Shelbyville on the 19th and was buried on the 21st.

MR. PETER TRACY arrived last night from Little Rock. He leaves to-day for Mississippi, as the avant courier of the fair Olive Logan, who so far has been well, and deservedly well received in the South.

MR. W. L. BARRE, late of the Nashville Union and American, now is the city editor of the Memphis Daily Register, a new evening paper to be started early in March next, and of which Col. F. A. Tyler will be editor-in-chief.

MRS. OLIVE LOGAN and husband, Mr. Wirt Sikes, arrived in this city last night from Little Rock. They leave to-day for Holly Springs, Mississippi, where Miss Logan lectures Thursday night. From there she goes to Vicksburg and Jackson, and thence to New Orleans.

THE Union and American of Tuesday has this item: "Hon. James Phelan, formerly of Mississippi, and a member of the Confederate congress, now a resident of Memphis, is at the Maxwell house. He comes to represent the merchants of Memphis in the merchants' tax question in the supreme court, which will probably be tried this week.

OUR young friend, Master George Inge, for some months agent of the APPEAL, at Corinth, has entered as a student at the "University of the South," Sewanee, and will, hereafter while never his connection with the "old reliable APPEAL," for which he has labored so faithfully. We will part with him with regret, and hope his career in life will be as brilliant and useful as his present promises.

W. Lawson and family, St. Paul, Minnesota; Ex-Governor Chapman, Huntsville; Ex-Governor Patton, Huntsville; Thos. Allen, St. Louis and Iron Mountain railroad; H. B. Marquand, New York; W. R. Leonard, New York; W. R. Allen, Cairo and Fulton railroad; Count Von Arnim, German minister at Washington; Paul Bulcher, New York; Chas. P. Thayer, Boston; J. R. Mosby, Somerville; General Neely, Bollivar, are at the Peabody hotel.

EDWARD PAESON WALTON will deliver a lecture at the United States court room, 450 Main street, this evening at seven o'clock. Those who would comprehend the philosophy of Emanuel Swedenborg should hear Mr. Walton. Mr. Walton will be followed by Mr. Stewart, of St. Louis, who will probably reach the city to-day. The Swedenborgians are especially earnest in their assault upon modern spiritualism. Ralph Waldo Emerson says that "Swedenborg is the last great Father in the church and is not likely to have a successor." H. W. Beecher said not long ago that no man can claim to know the theology of the 19th century who has not read Swedenborg.

AMUSEMENTS.

MASQUERADE.—"Our Favorites" give their first masquerade party to-night, at Mook's hall, dancing to commence at nine o'clock.

THE party at the Worsham House tonight will also be a very attractive affair. Those attending are expected to be *en masque*. The members of the various committees are as follows: Committee on Invitation—Wm. Mulford, J. W. Williams, Alph. Melton, T. J. Halstead, Frank Aydlett, J. Vaccaro, A. Bowie, and J. G. Worsham. Committee on Examination—H. T. Tomlinson, W. O. Foster, G. P. Wooldridge and Tench Sibley. Floor Managers—J. T. Tomlinson, Sam. Finley, F. Aydlett, J. W. Williams, J. G. Worsham and W. W. White.

THE THEATER.—This house was crowded last night, crowded in every part, by an audience largely composed of the *elite* of our population. It was an audience of which little Lotta may well be proud. It was a complimentary to her talent, and proved that she has a strong hold upon the sympathy of our people. That she played up to the requirements of such an audience none can doubt who sat out a performance replete with feeling and pathos. As *Little Nell*, an adaptation from the "Curiosity Shop" of Dickens, she was equal to as near an approach to that exquisite idealization of the great master as any artist who has ever submitted for your consideration. She was frequently and loudly applauded, and, we think, deservedly so. Lotta, in this line of characters, discovers something of talent beyond the clap-trap upon which she has been elevated in public esteem, and proves, by a delineation almost complete, that she has the promise of a future as bright as that upon which she can look back as upon lengthened sunshine on rippling water. Lotta will come to us in years to come a teacher, as she is now a very child of Momus.

THOMAS' CONCERTS.—Memphis will be favored next week with three of these delightful concerts. "It is really supercogitory," says a Baltimore colemporary, "to say anything in commendation of the performance of Mr. Thomas's orchestra—as every one who has attended former concerts acknowledges the perfection it has attained. During the series of concerts given in this city the past fall, one of the distinguished amateur musicians of Baltimore was asked, at one of the concerts, how he enjoyed the music. "Well," says he, "there is one trouble about the music—I'll not be able to sleep to-night on account of the delightful sounds I have heard." There is one peculiarity about the rendition of the pieces selected by Mr. Thomas, that although they all belong to what is known as classic music, persons with no pretensions to a musical education are capable of enjoying the wonderful harmony and precision of movement resulting from a combination of the highest skill and talent, and admirably control, by the baton of the distinguished leader." We may add to the above that Thomas has the endorsement of the clergy, who regard his concert as in the light of education rather than amusement. Get your tickets.

THE COMING STARS—Within the past few weeks, mirth, music and burlesque have been the order at the theater, and this week the charming, irrepressible Lotta is charming all with her irresistible jigs, songs and fine acting. Next week what is familiarly termed the "legitimate," with a slight infusion of the sensational, will be introduced, Mr. Daniel E. Bandman and his accomplished wife being the stars. This will be the first appearance of these talented artists before a Memphis audience, although a few years ago Mr. Bandman achieved a very high place among the dramatic stars of the country and was a highly esteemed favorite in such cities as New Orleans, Chicago, Cincinnati and Louisville. Since that time he has visited England and Australia, and by his superior talents compelled the cities of London and Melbourne to acknowledge him as one of the greatest exponents of the art dramatic of the present time. He is a German by birth, a gentleman of the most liberal education, who has succeeded in mastering the English language in a manner so that he speaks it in all its purity and as it was spoken in the days of Addison and Steele. He will open on Monday in his great personation of "Narcisse" which he will repeat on Wednesday when the popular P. Short receives his annual complimentary benefit.

CAPTAIN BRAIN.—The record of the Confederate navy is one of the most brilliant made by the war, on either side. Every seaman with an ounce of brains, and who carries his heart in the right place, admires the skill and pluck which honors North or South. And the time will come when every American will be proud of it. What sailors other than American, could have performed such achievements as those which darken the peace of the world in an effort to adjust their results? No other country in the world could have given us such seamen as Semmes, Maffitt and Brain. The policy begun in the South drives every Southern road into it. Those left out go to decay. General Houston's argument is good as far as it goes, but the facts are against him. The process of consolidation was not begun before the war. General Mahone is a man of good sense, and his stockholders are like him, and the Memphis and Charleston road, within three months, will have its eastern terminus at New York, its western at Fort Smith.

—The following beautiful sentiment was recently uttered by Judge John L. T. Sneed in delivering the opinion of the supreme court in the case of Harrison vs. Wheless et al., from the law docket of Montgomery county: "The idea that the judicial officer is supposed to be invested with ermine, though fabulous and mythical, is yet more eloquent in its significance. We are taught that this creature called the Ermine is so acutely sensitive as to its own cleanliness, that it becomes paralyzed and powerless at the slightest touch of defilement upon its snow white fur. When the hunters are pursuing it, they spread with mire the pass leading to its haunts, toward which they then draw it, knowing that it will submit to be captured rather than defile itself. And like unspotted ermine should belong to him who comes to exercise the august functions of judge." No one could more consistently have spoken the above than Judge Sneed, who has ever proved himself an officer of ability and integrity.

THE TRADE IS MADE.

The Memphis and Charleston Railroad Leased to the Southern Security Company.

What the Stockholders had to Say About the Proposition—The Meeting at the Assembly Hall, Yesterday.

A Proposition from a New York Firm for the Sparta Branch—Stirring time —Very Strong Contest.

The stockholders in the Memphis and Charleston railroad company met yesterday morning at half past ten o'clock in the Assembly hall Memphis. George P. Beirne, of Alabama nominated Hon. Jacob Thompson to serve as president of the body. Mr. Thompson was unanimously elected. Mr. J. T. Pettit proposed, and Col. L. J. DuPre was made secretary.

A committee on proxies was appointed by the president. Messrs. Willis Garth and J. M. McAllister to represent the eastern division of the road on this committee, and Messrs. J. T. Pettit and C. F. Smith the western. Ed. W. Munford moved that stockholders in the road be permitted to traverse it on the production of their stock certificates at any time during the week. The proposition was unanimously agreed to. Mr. Houston, of Alabama, moved that the convention adjourn till two and half o'clock this evening, that the committee on proxies may have time to prepare their report. The motion was adopted and the convention adjourned.

AFTERNOON SESSION.

The committee appointed to consider proxies reported the stock represented in the western division of the road by proxy was 63,603; in person 24,508; total of western division 87,121. Stock of eastern division represented 17,382 shares; in person, 21,017. The whole number represented being 125,520 shares; the whole number of shares of stock outstanding being 212,000 shares; 16,000 shares of stock represented by informal proxies were rejected. In each case of this sort the holders of the proxies were instructed to vote for the lease.

After these reports were submitted, General Rather said the board of directors of the Memphis and Charleston railroad company had requested him to submit the following

PROPOSED MODIFICATION

of the terms of contract submitted by the Southern Railway Security company to the stockholders' convention:

"MEMPHIS, TENN., January 24, 1872.

"It is hereby agreed between the Memphis and Charleston Railroad company and the Southern Railway Security company that the lease heretofore signed, and dated January 16, 1872, and modification of same date, be closed with the following additional modification, v.z: The Memphis and Charleston Railroad company shall issue, in addition to the bonds therein agreed to be issued, other $200 000 of similar bonds, which, or the proceeds of which, are to be used in paying the floating debt of the Memphis and Charleston Railroad company, said Memphis and Charleston Railroad company paying the interest thereon, and provided the whole of said debt be funded within twelve months from date hereof, subject to the ratification of a general meeting of the stockholders, to be held at Memphis on the 21st day of February next, and subject to the approval of the board of directors of the Southern Railway Security company.

[Signed]

"Memphis and Charleston Railroad company, by

"M. J. WICKS, President.

"Southern Railway Security company, by B. F. NEWCOMER,
"Vice-President."

TO BE ACCEPTED IN FIFTEEN DAYS.

It was moved by George P. Bierne that in case the Southern Railway Security company accept the above, that it should be known within ten days.

Colonel Bradley amended this by substituting twenty days.

It was finally resolved that within fifteen days the Southern Railway Security company should signify its acceptance or rejection of the contract as proposed to be modified.

Before reading the foregoing addendum to the originally proposed contract General Rather said he would state that the proposition to lease as amended by the stockholders was submitted to the Southern Security Railway company and by them rejected. They declined to accede to the amendment by that convention, whereupon the foregoing paper was prepared and agreed to by the contracting parties. General Rather said he was instructed by the Board of Directors of the Memphis and Charleston railroad company to say that they had approved the amendments now submitted.

Colonel Bradly said he was not present at the meeting of directors and that he would have opposed it.

President Thompson explained the status of the question and said they must now determine whether to accept the modification.

General Bierne proposed as an amendment to the propositions submitted by the directors that if the propositions by the Southern Security Railway company be accepted the terms define that they must notify the president of the Memphis and Charleston railroad company within fifteen days of this acceptance.

Mr. Rather explained the purpose of the issuance of the $200,000 bonds additional to the $500,000 originally agreed to be issued, which was to pay the floating debt of the Memphis and Charleston railroad company, the Memphis and Charleston company paying the interest.

GOVERNOR PATTON SAID

"what is the great inducement to sell this railroad? Are we broken down? The bonds are to-day worth eighty or ninety cents. It is possible that the gentlemen composing the directory should say we cannot manage the road, and now we will give it over to Tom Scott to do what we cannot do. Why do we give it away? They say he is going to put out all the roads from here to New York. We take them for what they are going to do, and not for what they have done. He had known instances where purchases were made under similar circumstances, where the good men drew out and left them in the hands of Boston and New York. The State of Alabama was bleeding to-day because she trusted in men who failed to carry out their contracts. This prompts, and makes him somewhat suspicious and apprehensive of these large corporations. He never saw a charter put up more loosely than the one which was put up incorporating this Pennsylvania company. If it is necessary, take a new start as a company, and not give our property away. Cannot we get the directors to lop off unnecessary expenditure, put down sinecures, and reduce salaries. He was not willing to vote for the contract unless it was mutually advantageous. He would not concede that they were not able to manage their own roads, and therefore compelled to hand them over to be managed by Northern corporations. Gentlemen having paid for this road have a right to control it, but the big fish will eat up the little fish, and we shall be shut out from all participation in the running advantages of it. When you dispose of your road think of your children and grand-children; do not entail upon them a political power that you would not have imposed upon yourselves.

Major Wicks said that if the stockholders were willing, General Rather had in his possession

A PROPOSITION TO BUILD THE M'MINNVILLE AND MANCHESTER ROAD

and the Sparta road, thereby relieving the Memphis and Charleston railroad, by paying every cent they had paid out in respect of these roads, with ten per cent. interest, and carry out the contract to build the roads by the 1st of January, 1874

The meeting assented that the proposition should be submitted, which was read by General Rather, as follows:

PROPOSITION.

Tanner, Walker & McAverney, of New York, for themselves and associates, submit the following proposition to the directory of the Memphis and Charleston Railroad company: We will complete the railways from Tullahoma to Sparta, or Livingston, or such points between the two latter places as we may desire, and leave the exclusive right of transportation over the same for a period of thirty or forty years from the execution of the contract herein provided for, in the manner and upon the terms following: No grade on the road shall exceed ninety feet to the mile; the cuts shall not be less than eighteen feet wide; the embankments shall not be less than twelve feet wide at top; and with proper slope. We will complete all proper bridging trestles, etc., put in all necessary cross-ties and lay down fish-plate rails of not less than fifty pounds to the yard. This by or before the first day of January, 1874. We will furnish our own rolling stock, and operate the roads on our own account. In addition to building, we will repay to the Memphis and Charleston Railroad company the purchase-money paid for these roads, the amounts paid out for work thereon and materials (with ten per cent. interest thereon till paid, to be computed from dates at which the Memphis and Charleston Railroad company has paid the same, the whole estimated to be about three hundred thousand dollars); the payment to be made by us in thirty days after we are notified that the bonds hereinafter mentioned are placed as hereafter provided. The Memphis and Charleston Railroad company is to issue its first mortgage seven-per-cent. bonds, principal and interest payable in gold, to the extent of twenty-five thousand dollars per mile from Tullahoma to Livingston (or such intermediate points between Sparta and Livingston as we may choose), with semi-annual coupons to pay for the construction, equipment, or otherwise, of the roads, depots, right-of-way, shop, material on hand, any rolling stock it may own on said road, water-tanks, wood-sheds, etc., so as to enable us to have free and unmolested possession of the roads and enjoyment thereof during our term as lessees, and to assure our exclusive right and privilege of transportation. When issued, five hundred thousand dollars of these bonds are to be delivered to us upon the formal closing of the lease, to be placed in the custody of some safe trust company, to be by us designated, they or their proceeds to be paid to us upon our repaying to the Memphis and Charleston Railroad company the purchase-money, amounts paid out for work and materials, with the interest thereon, as before mentioned; and the balance of said bonds to be also placed in the custody of some trust company in New York, to be mutually agreed, they or their proceeds to be paid to us as the work progresses, on monthly estimates to be made by such engineer as may be agreed upon, whose charges for making the same we shall pay, and when the whole work is done the balance of such bonds, or proceeds thereof, as may be in the hands of the depository to belong to us. We are also to collect and pay all subscriptions made or to be made in aid of the construction of any portion of this line, and apply them as we see proper in construction, equipment, or otherwise. We agree to carry out all contracts which the Memphis and Charleston railroad company has hitherto lawfully entered into in reference to said roads, and perform them in good faith. We also agree to enable the Memphis and Charleston railroad company to keep its coupon accounts) to pay to said company one thousand dollars per annum during the lease, and an amount sufficient to pay the semi-annual interest on the bonds issued and outstanding accruing after they or their proceeds are delivered to us; and if we at any time during the lease choose to take up the bonds thus issued and become owners of the roads with their franchises, etc., leased to us, we have that right, and the Memphis and Charleston railroad company is to cooperate with us in any practicable method to be agreed upon to enable us to do so, provided the roads shall not have been previously sold as hereinafter mentioned. We agree that if at any time after the completion of these roads the Memphis and Charleston railroad company has a bona fide offer for their property which it will accept, and gives us thirty days' notice of the fact, with all particulars, and we do not choose within ninety days after service of such notice to become the purchasers upon the terms in the same, said company may sell said roads, but no sale is to be made to others without giving us the preference right of purchase, on as favorable terms as said company is willing to make with others. Upon the termination of the lease the roads, etc., are to be re-delivered in good working order and condition, and an account taken of such rolling stock, material, etc., as may be on hand, and the Memphis and Charleston railroad company is to pay a fair value if it elects to make such purchase, otherwise we are to sell them as we choose. But as the time is absolutely necessary for us to know if we may determine whether we will close this matter by a formal contract of lease upon the above basis, and with such modifications as circumstances demand, we reserve the right of delay for that purpose till the first day of July next, at which time, if we determine to make the same binding, we will, upon receiving a formal lease as above specified, execute a bond satisfactory to the company in the sum of two hundred and fifty thousand dollars penalty for a faithful performance and compliance with all the terms of our contract.

TANNER, WALKER, McAVERNEY & CO.,
EDWARD W. MUNFORD, Attorney.

February 20, 1872.

THE OIL QUESTION.

When they found the Railway Security company would not take these roads, it being as it were a bone of contention in the contract, it became the duty of the directors to look round and see what could be done. He had always a good opinion of the Southern Security company. They run it half a year and failing to give dividends they sent it back to the owners. Three months longer, absorbing all the earnings of the institution during that time, and afterward there is no means of collecting a cent, for it is said that their four millions of oil stock is already tied up by thousands of miles of road all over the country.

The bond feature of the lease was then expatiated upon at length. He said the issues would be empowered to issue seventy-five thousand dollars per mile which to buy up all other sorts of the company's bonds. With those seven per cent. bonds they could buy up the Tennessee State bonds, valued at sixty-five cents on the dollar, and the speculation would enable them to make four hundred thousand dollars. We give them power to issue our bonds to buy up our bonds on such terms as will be favorable to them and not to stretch forth our arm and take them up. What you spent last year you will not have to spend again. These improvements will not have to be made over again. They are permanent. They issue a seven-per-cent. bond to cover which guarantees future dividends. They are solid and lasting. Why do you now propose to give them all away and not receive the benefit of them? [Cheers.] Why, when we have made the improvement being effected, and spending so much money, keep our road? Your rotten bridges have been thrown aside, and permanent iron structures replaced in their place. Why give it to a Pennsylvania company. He asked the members of the convention if, after making all these improvements upon the money that ought to have been paid out in part dividends to pay for the road, they will give away now, or turn it over for the benefit of a company of which they knew nothing, and who will give no substantial guarantee of making their contract a solid and settled thing?

He then attacked the manner in which the vote was to be taken upon the important question; there were two hundred and twelve thousand shares in the whole stock of the road, only one hundred and twenty five thousand of them were represented in person and by proxy. Suppose twenty-five or thirty thousand of those shares were given against the contract, there would be one hundred thousand shares (a minority of the whole making this contract) giving away the whole property upon conditions so flimsy that no gentleman in the house would consider them adequate or adequately in charge of his private means. Those gentlemen of the Security company may take the road upon a lease so ratified because they can lose nothing by so doing and after running it months, perhaps years, return it back and they would be no means of recovering a cent from them because the lease was invalid. The laws of the State of Tennessee in regard to such cases make it necessary that the stockholders shall vote for the lease. He held that a majority of the whole stock was necessary to vote for ratifying the lease before it could be considered a valid contract. Under the circumstances he urged to affect unfavorably the opposition to this lease. Large purchases of stock are reported to have been made in Alabama by parties interested in and favorable to the lease. A great deal has been said about the responsibility of the Southern Security railway company. He thought it did not signify a straw whether the men that compose that company were worth $40,000,000 or $40,000; they could be held responsible for the amount of their incorporate stock. The proposed lease allows them the option of throwing the road back on their hands by giving ninety days notice. They may run it half a year and failing to give dividends they send