said resolution until after the completion of the arrangement to Extend said and until the necessities of the said Company had become very urgent; and in or about the Month of September 1855, the President of the Said Company was requested by Mr. David Watkinson, then one of the largest holders and owners of Stock in said Company, to visit him in Hartford for the purpose of conferring on the subject of the policy to be pursued by said Company, in its financial affairs, and with reference to its large amount of lands; or that this Respondent should be sent; that this Respondent in consequence of the Engagement of said President, did visit Hartford for the purpose aforesaid and the said Watkinson, and other Stockholders of said Company of Hartford, met at the house of said Watkinson, and urged upon this Respondent their conviction of the necessity of disposing of a large portion of the Coal lands of the Complainants; and insisted that this Respondent should bring up the matter before the Board at the Earliest opportunity, in pursuance of the said resolution of said Stockholders of June 4th 1855; and this Respondent then in consideration of the large interest of said Watkinson, and of his Earnest Solicitude to that Effect, and of the requests of the other Stockholders, pledged himself to Endeavor to Effect said Sale, and to bring the matter before the Board at the Earliest opportunity. And this Respondent says that in consequence and in pursuance of the desire and request of the Stockholders as aforesaid he offered on the 9th day of Oct 1855, at a meeting of the Complainants Board of Directors, the following resolution:

"Resolved, That the President appoint a Committee of Five Directors, whose duty it shall be to proceed to the Companys property in Maryland, and ascertain how much and what part of the Coal lands can be sold without interfering with the working and facilities of the Company, and if practicable that they apportion and set off by meets and bounds such portions as they in their judgment shall deem advisable, and report the result of their Commission to this Board at the Earliest day practicable."

That thereupon, the said President appointed this Respondent, Joseph Perry, M. N. Falls (of Baltimore) William Pettit and Francis Blodgood, Directors of the said Complainant, to be the said Committee, whereupon, on motion of Mr. Perry, the President was added to the said Committee.

This Respondent says, that he did not solicit a desire being put on the said Committee, but was appointed thereon for the reason that it was well known, that if the duty and labor mentioned in said resolution or any other reasonable duty and labor mentioned in said resolution, or any other reasonable duty and labor, were imposed on this Respondent, he would be sure to perform the same.

This Respondent says that being, as aforesaid placed on said Committee he did undertake to do the duty thus devolved upon him. That some of the members of said Committee declared themselves to be, and as this Respondent believes were familiar with the premises, and capable from their previous Examinations and knowledge, to judge of the propriety and effect of any report that might be made in the premises, and of any division of the lands of said Company that might be reported, and that they really knew more about the lands and their proper division than this Respondent could know of them by any brief Examination he would be able to give the same; and they requested this Respondent to go forward and have the

Examination made, and the lands surveyed, and maps prepared representing the same.

That this Respondent thereupon, on the 19th day of November 1855, with said President and another member of said Committee, whom he believes to have been Said Pettit left New York, and visited the property of the Complainants in Maryland, pursuant to the requirements of said resolution.

That this Respondent, as one of the said Committee, took the best and most thorough measures within his knowledge to ascertain, with reasonable accuracy the condition of the Complainants property, and the matters required by said resolution.

That this Respondent, on arriving at the Complainants said property, consulted with the proper parties in the Employment of the Complainant there, and called into requisition their knowledge and judgment in the premises, and ascertained from them, and from all other sources at command (and personal inspection and observation as far as was practicable) the Extent of the Companys Lands, the situation, condition and capacity of their mines, and the Equipment thereof, the probable necessities of the Company for many years in advance, the capacity of the Companys rail road, the condition and route of a branch rail road before then projected and surveyed by the Company to the Lytle mines, and what Expense incident to the matters required in said resolution.

That this Respondent, with the said other members of said Committee who accompanied him, became convinced of the propriety and importance of reaching the said Lytle Mines by the Complainants rail road, then projected and surveyed but which the Complainant had been unable to construct for want of funds and they Embodied their best judgment in a report, which this Respondent was requested to draw, and which was also approved by all the other members of said Committee, which said report, in all its Statements of fact and conclusions thereupon, gathered accurately the information so as aforesaid derived from the said parties at the property, from personal observation and Enquiry and from the associate members of said Committee, who were most of them much better acquainted, personally, with the matters so reported than this Respondent, and which report this Respondent then believed, and still believes was and is substantially and practically true.

That this Respondent with the concurrence and at the request of said Committee, presented the said report to the said Board of Directors at a Meeting thereof, held at the Complainants office, on the 11 day of December 1855, at which said Meeting the following Directors are recorded in the Complainants Book of Minutes, as being, and this Respondent believes were present, viz. A. M. Thomson, M. N. Falls, Wm. Pettit, J. Bishop, J. Perry, F. Blodgood, E. J. Baker, M. Vassar, and John Magee, of which said Report the following is a Copy:

"To the Board of Directors of the Cumberland Coal and Iron Company.

"The Committee who were directed under a resolution of the Board, passed October 9th last, to proceed to the Companys lands in Allegany County Maryland at the Earliest day practicable, to ascertain what portion, if any, of the lands might be sold without detriment to the interests of the Company, and to designate and prepare the same by meets and bounds, for sale, finding it impracticable for all to attend without an Embarrassing delay, have by