John S. Wright and other
vs
Isaac Tyson Jr. David Reiner
J. Hanson Thomas and The
Santa Clara Mining
Association

Circuit Court of Baltimore City
Sitting in Equity
April 1858.
The joint answer of J. Hanson Thomas
and J. M. Gordon David Reiner and
I. Tyson Jr, Respondents in the above
case.

These Respondents saving to themselves and for answer say; they admit that certain Articles of Association were entered into as set forth in said Bill and that they were duly subscribed by the several parties therein mentioned and that are themselves except said Reiner the holders of certain of sd shares. These Respondents admit that the said Mining Association did not at any time work said mines for the reasons stated in the Bill of Complaint the Capital provided by said articles, to wit, the sum of Seven thousand Dollars not being deemed more than sufficient to defend the title from certain law suits instituted by adversary claimants in Maryland and California and to perfect it by certain proceedings in the Courts of California before the Board of United States Land Commissioners. They Respondent believe and admit that certain articles of consolidation and compromise were entered into and subscribed by more than two thirds in value of the shareholders of said Santa Clara Mining Association of Baltimore and by the parties claiming the property confirmed by the said Board of Land Commissioners for the consideration mentioned in said Bill. These Respondents admit that the subscribers to said articles have become incorporated and that the Capital Stock of said Corporation has been increased as stated. That afterwards on the 26th day of October 1855, at a General Meeting of the shareholders of the unincorporated Santa Clara Mining Company of Baltimore duly convened a Resolution was passed by the vote and to the effect stated in the Bill and that subsequently at another General Meeting of said Association the Resolution of the meeting of 26th October 1855 was rescinded as stated in Complainants Exhibit C. These Respondents admit that the proceedings of the President and Directors of the said unincorporated Association were had as set forth in Complainants Exhibit D. These Respondents have been informed and believe that certificates have been delivered to R. J. Walker one of the Trustees for the whole amount of shares allotted to them the Trustees but without the consent of the Respondents Thomas and Gordon with the exception of a Certificate for 100 shares; which was issued in the names of the three Trustees and endorsed by the Respondents Gordon and Thomas two of said Trustees to R. J. Walker the third Trustee. This was done in July 1855. After receiving in October 1855 from the Attorney of John P. Gray a notice not to transfer as Trustees any of the property, the Respondents Gordon and Thomas declined to receive and distribute as Trustees any more of said Stock of the consolidated or incorporated Company wishing the direction and protection of a Court of Competent jurisdiction in the execution of their duties as Trustees whether in conveying the premises or in receiving and distributing the new Stock. These Respondents do not know whether the whole amount of Capital mentioned has been paid up and furnished but they have understood and believe that it has been and that the business of the unincorporated Company is being vigorously and successfully prosecuted by it at a considerable outlay of money whereby the value of the shares of the said unincorporated Company has been much enhanced. These Respondents are personally willing as shareholders in the said unincorporated Company to ratify and perfect the said articles of consolidation but as Trustees are restrained from so doing by the caution aforesaid of said Gray and by the desire to act under the instruction of a Court of Chancery for their protection being unwilling without such direction to receive and distribute certificates of Stock representing property and mineral rights of great supposed value (the title to a part of which is disputed by the said Gray) which certificate will become subject to purchase and sale and be distributed among the public. These Respondents further state to your Honor that the said John P. Gray who is stated in the Bill to have objected to the transfer of the property by the Trustees is not made a party Defendant therein and that since the filing of the Bill in this case he and Jane M. Gray his wife filed their Bill in the Circuit Court of the United States for the fourth judicial Circuit District of Maryland against the said Trustees and others praying the passing of a decree restraining the President Directors and Treasurer of the Santa Clara Mining Association of Baltimore from suffering any of the Stock of a certain R. J. Walker from being transferred in the Books of the Association that the contract of Union July 1855 be decreed null and void and any conveyance from the said Association to the Corporation formed under the union be likewise declared null and void that said incorporated Company be restrained from issuing any stock representing any interest in the land property and minerals conveyed by said Gray and wife to said Trustees, that the Trustees be restrained from conveying said property to said incorporated Company and for other purposes which will more particularly appear by a Copy of said Bill filed herewith admitted to be a true Copy marked Respondents Exhibit A. which is prayed may be taken as a part of this answer will more fully appear. Upon notice to the Trustees and co-defendants the Court refused to grant said Injunction as prayed and were of opinion that the act of consolidation ought not to be disturbed and that the same was legal to all intents and that on a demurrer filed the Court would dismiss the Bill. These Respondents admit that they are the surviving Trustees named in the said Deed of Trust they submit to such decree as the Court may deem fit and proper to pass in the premises and pray to be hence dismissed with their costs in this case &c.

And as in duty bound &c.

David Reiner
Isaac Tyson Jr
by J. M. Gordon Solr

J. M. Gordon
J. Hanson Thomas
by J. M. Gordon Solr