

## Popular Talks on Law.

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### Good-Will.

We frequently hear the term "good-will" used as describing a benefit or advantage existing as a part of or in connection with a business. It is our purpose to discuss briefly the nature of this intangible asset as viewed in law.

It is defined in several cases as the advantage or benefit which is acquired by an establishment beyond the mere value of the capital, stock, funds or property employed therein, in consequence of the general public patronage and encouragement which it receives from constant or habitual customers on account of its local position or common celebrity or reputation for skill or affluence or punctuality or from other accidental circumstances or necessities, or even from ancient partialities or prejudices. This is a definition given by Story and followed in several cases.

Boiled down, this definition would seem to mean simply that the good-will of a business consists in the probability that customers will continue to come to the old place of business. At best, it is the sale of a mere chance, which vests in the purchaser nothing but the possibility that a preference which has usually been extended may continue.

Every sort of business does not of necessity possess a good-will that courts will protect. It has been asserted that good-will has no application to the professions of law, medicine and other learned professions, inasmuch as the business of a professional man has no local existence, and is entirely personal, depending upon the trust and confidence which persons may repose in his integrity and ability to conduct their legal affairs. However, of late sales of professional business have been held to conclude good-will, so that it may be said that the law now recognizes such business as possessing a good-will. Good-will itself, apart from the business, cannot be sold, it being a mere incident of other property, and only capable of being sold in connection with it.

As to its value, this depends entirely upon the circumstances of the case. It may be more or less valuable, according to location, personnel of its ownership, or special advantages in the proprietor's mode of conducting it. Not only may the good-will be sold as any other asset, but also it may be mortgaged or sold under proceedings of court in connection with the property of which it is an incident.

The name of a firm is a very important part of the good-will of a business carried on by the firm. Persons become accustomed to buying at certain houses, or houses in a certain locality or known by a certain name, and being so accustomed, will resort to such places, notwithstanding a change of ownership. The name itself becomes an intangible asset of more or less

value, according to circumstances. So in the case of trade-marks, which are an important part of the good-will of a business. In parting with the good-will of a business the seller means to part with all that good disposition which customers entertain toward the business identified by the name, trade mark, location, etc. It is because of this value of the name that very many firms exist which do not contain a single member of the individual name expressed in the firm.

When one sells a business, he does not thereby agree not to engage in a similar business. Contrary to the general view, one in selling his business may agree not to engage in it again, provided there be a reasonable limit to the time and place within which he is not to so engage in the business. If there be no stipulation to the contrary, the vendor may lawfully establish a similar business next door to the one he has sold and invite everybody to come and purchase, although he must not hold out himself as the successor to the business of the old firm. It is generally understood that old customers may be solicited, although several of the older cases hold that they cannot be personally solicited. The tendency of the law, however, is to hold that in the absence of positive agreement the vendor may solicit trade from old and new customers alike either by indirect or direct means.

The sale of a good-will does not transfer to the purchaser any right to use the name where the name is the name of the vendor, unless there is an agreement to that effect. The buyer, can, however, advertise himself as the successor to his vendor.

Where the good-will merely pertains to the place of business, a sale of it does not give the right to use the firm name without an agreement to that effect. Sometimes the good-will attaches more to the place than to the business itself, as in the case of the good-will of an inn. The reverse is, however, true in the case of the good-will of a newspaper, where the name makes up the principal part of the value of the good-will. Where the good-will is not mentioned in the agreement of sale of a business, it will be presumed to be included, unless the circumstances are such as to show that only the tangible assets of the business were included.

Formerly, where one member of a partnership died, the good will of the business went to the survivor, but it is now considered as a part of the general assets of a partnership for which the surviving partner must account. He may retain it upon payment of its full value, so held in a Nebraska case. Where several members of a partnership have sold out to one member, they may be restrained from carrying on a rival establishment under a name so similar to that of the first as to mislead and draw off business.

Returning to the matter of value, it may be said that the value of the good will is to be calculated by estimating every advantage to be secured by succeeding to the business without reference to the ex-

clusion of any person from engaging in the same business. In one case the value was assessed at one year's average net profits.

### The Odour of Benzoic Acid.

Passay, continuing his work on the limits of odour of various bodies, has made some interesting experiments on benzoic acid and its allies. He finds, too, that in the normal series of fatty acids ( $C_nH_{2n}O_2$ ) a regular periodicity obtains in this function. Every fourth term, after regular gradations in the preceding three, is inodorous. Stearic acid is one of these fourth terms, and he finds that not only is the acid free from odour, but also the aldehyde and alcohol, and even the ethyl and methyl esters. Benzoic acid, he finds, is also free from odour, whilst the aldehyde, alcohol and esters are very odorous. He prepared benzoic acid from four different sources and by different methods - such as the oxidation of toluene, or of natural benzoic aldehyde, and by extraction of gum benzoin - and finds that when in the crystalline state the acid, if pure, is quite free from odour. The merest trace of aldehyde or alcohol, of course, will give it an odour.—*Comptes Rendus*.

### Hypodermic Solutions.

An important contribution our knowledge of the properties and decompositions of these solutions has recently been published by Berlioz. In conjunction with Dulog, he had used yellow glass to store the experimental solutions in, so that decomposition due to the effects of light might be avoided; but the composition of the solution did not remain unaltered, and the change was different according to the composition of the glass used. A description of the experiments undertaken then follows, and the conclusions arrived at show that many varieties of glass, when in contact with solutions of morphine in fine crystals cause the deposition of pure morphine in fine crystals on the sides of the flask, and thus correspondingly weaken the strength of the solution. The author also insists that in sterilizing morphine solution 110 C. should be the highest temperature reached.—*Repertoire de Pharmacie*.

### A Rapid Method of Detecting Iron in Commercial Copper Sulphate.

On 5 cc. of a 20 per cent. solution of the suspected copper sulphate contained in a test tube carefully pour 5 cc. of a 10 per cent. ethereal solution of salicylic acid. If iron is absent no coloration will be perceptible at the point of contact of the two liquids, while if iron is present the well known violet color will be observed, the intensity of which will vary with the extent of the contamination. *Pharm. Centr.*

Tridin is a glucoside obtained from orris root