

(Copy)—Enclosure No. 2.

*Railway Department, Board of Trade,
Whitehall, 20th February 1857.*

SIR.—I am directed by the Lords of the Committee of Privy Council for Trade to acknowledge the receipt of your Letter of the 16th instant, enclosing, for the consideration of my Lords, a copy of a Letter from Mr. B. Sharpe, on behalf of himself and other Class A Shareholders of the Saint Andrews and Quebec Railway Company, in which he prays that Her Majesty's Government will withhold their assent to the further progress of a Bill now before Parliament for effecting the compulsory transfer of the lands, rights and expectancies of that Company to the New Brunswick and Canada Railway and Land Company.

In reply I am to state to you that the object of the Bill before Parliament, of which Mr. Sharpe complains, appears to be to incorporate the New Brunswick and Canada Railway and Land Company, and to give effect to a deed of arrangement between the Saint Andrews and Quebec Railroad Company, of the first part, the Class A Shareholders of the Saint Andrews and Quebec Railroad Company, (who are a separate Company incorporated by an Act of the Imperial Parliament,) of the second part, and the New Brunswick and Canada Railway and Land Company, limited, of the third part, for the transfer of the undertaking of the Saint Andrews and Quebec Railroad Company to the New Brunswick and Canada Railway and Land Company; and the complaint of Mr. Sharpe is grounded on the allegation that certain Shareholders in the Class A Shareholders of the Saint Andrews and Quebec Railroad Company, against the consent of Mr. Sharpe and the other complainants, illegally authorized the affixing of the Seal of that Company to the deed of transfer, and that this deed of transfer, although perfectly invalid, was exhibited to the Lieutenant Governor of New Brunswick in Council as an actual transfer, and that the deed being under the Seal of the Company, as required by its Act of Incorporation, the Lieutenant Governor was precluded from objecting to it, and it was endorsed by him on the assumption that it was a valid legal document, complete in itself, and requiring no special Act of Parliament to confer the power of transfer.

My Lords have no means of judging whether there is any foundation for the allegation that the Seal of the Company was illegally affixed to the deed of transfer, but it would appear to my Lords that if Mr. Sharpe and his co-dissentients had any just grounds to complain of the illegal use of the Seal of the Company by the Directors, the proper course for them to take would have been to apply to the Court of Chancery to restrain the undue use of the Company's Seal, or to declare the deed invalid after the Seal had been improperly affixed thereto.

Mr. Sharp further alleges that the New Brunswick Government have not only been unfairly dealt with by the exhibition of the deed, but also by having been kept in ignorance of the intention of the New Brunswick and Canada Railway and Land Company to apply to the Imperial Parliament for a special Act of Incorporation for a purpose so purely local, a course of procedure which, he alleges, has always been regarded by the New Brunswick Government with extreme jealousy, which in the present case would be much increased, the Province of New Brunswick being interested (under an Act of Assembly, 11 Victoria, Chapter 63,) to the extent of £50,000, as a Shareholder in the Saint Andrews and Quebec Railroad.

Upon these points my Lords are hardly so capable of forming an opinion as Mr. Labouchere. I am however to observe, that the deed of transfer, a copy of which is contained in a Schedule to the Bill, expressly provides (Clause 11,) that the Class A Shareholders Company will, if requested by the New Brunswick and Canada Railway and Land Company, consent to and facilitate the passing of such Acts of Parliament or Acts of Assembly as the latter Company reasonably may require, for carrying into effect the purposes of the deed.

Assuming the deed of transfer to have been duly executed by the parties thereto, it does not occur to my Lords that there are any grounds on which the Bill need be objected to.

I have, &c.

(Signed) JAMES BOOTH.

H. Merivale, Esquire, &c. &c. &c. Colonial Office.

(Copy)—Enclosure No. 3.

Hanwell Park, Middlessex, February 21, 1857.

SIR,—Since I had the honor of addressing you on the 13th February, the Act of Assembly of New Brunswick (19 Vic. cap. 70, passed 1st May 1856,) has been examined, and as all the estates, rights, powers, privileges, and expectancies of the Class A Shareholders of the Saint Andrews and Quebec Railroad Company, have been most scrupulously reserved and guarded in this Provincial Act, I deem it a duty on behalf of myself and other Shareholders, whose property will be so seriously injured if the present Bill of the New Brunswick and Canada Railway and Land Company be allowed to pass into Law, to bring it especially under the notice of Her Majesty's Government, that the rights and property acquired and directly protected by various Acts of Assembly of the Province of New Brunswick, and even the very debts due to us under those Acts, should not at once be swept away by any Imperial Act. The clause in question is as follows:—

19 Vic. Cap. 70, passed 1st May 1856, Sec. 9.—Provided always, that this Act and any thing therein, shall be subject to and without prejudice to all the estates, rights, powers, privileges, and expectancies of the Class A Company.

I have, &c.

(Signed)

B. SHARPE.

The Right Honorable H. Labouchere, M. P., &c. &c. &c. Colonial Office.

Enclosure No. 4.

A Bill to incorporate the New Brunswick and Canada Railway and Land Company, and for other purposes relating to the said Company.