

by ill commodities, bad debts, or otherwise, shall be borne and paid between them in equal proportions."

After some negotiations between George R. Meeker and some officers of the Distributors Co., an arrangement was made between the said firm and the company by which the company appointed the said firm "their exclusive agents for Great Britain and Germany," on the terms and conditions set forth in a memorandum of agreement dated 9th September, 1905, one of which was the issue by the company to the firm of "\$2,500 of paid-up stock of the said Distributors Co., in consideration of the rebate of 20 per cent. commission," previously recited therein. The other condition was that the firm "agree to subscribe for \$7,500 of stock in the said Distributors Co. Limited, and covenant, promise, and agree, to and with the parties of the first part" (the company) "to use their best endeavours in furthering the interests of the said parties of the first part" (the company) "and extending the business of the same."

Contemporaneously with the execution of this memorandum of agreement, the following application for shares was signed: "Application for shares. To the directors of the Distributors Company Limited. Gentlemen: Please allot us 75 shares of capital stock in your company. And I hereby agree to accept the same or any smaller number of shares that may be allotted to me, and to pay therefor as follows: \$1,000 November 1st, 1905; \$1,000 March 1st, 1906; \$1,750 October 1st, 1906. I hereby authorise you to register me as the holder of the said shares. The balance, 50 per cent., on call; no call to exceed \$1,000 per annum thereafter. Dated at New York this September 9th, A.D. 1905. Geo. R. Meeker & Co. Witness, H. Howard Shaver."

On the same occasion 3 notes of the firm were given, one for \$1,000, which has been paid by the firm, and two other notes, one for \$1,000 and one for \$1,750, transferred to third parties, and on which Thurston was sued, and which he paid or compromised.

At a meeting of the directors of the company held on 15th February, 1906, the above mentioned memorandum of agreement with George R. Meeker & Co. was approved, and also the following resolution was adopted: "That the application of George R. Meeker & Co. for 75 shares of the capital stock of the company be accepted and approved, and that the secretary be instructed to notify the said George R. Meeker & Co." The firm's name appears entered in the