2. The division between such companies under such circumstances as above should be made upon the principle of giving reasonable compensation for the services and facilities furnished by the respective companies in respect of the particular traffic interchanged, and not by reference to the magnitude of the business of one company or the other at particular points, or to the respective advantages which either affords, nor by comparing the loss which one is likely to sustain with the gain likely to accrue to the other.

3. The Board cannot properly deal with this question of division of rates or allowance of charges for interswitching in a general way, and by reference to all the points in Canada where these railways connect.

J. E. MacMullen and *Angus MacMurchy*, for the C. P. Ry. Co. *Cowan*, K.C., for the G. T. Ry. Co., and *T. G. Meredith*, K.C., for the City of London.

Province of Ontario.

COURT OF APPEAL.

From Boyd, C.]   [April 12.

ONTARIO LADIES' COLLEGE *v.* KENDRY.

Company—Subscription for shares—Conditional subscription— Condition not fulfilled—Representations of agent— Materiality—Evidence—Corroboration—Written contract—Contemporaneous oral contract.

In an action by a corporation to recover the amount alleged to have been subscribed by the defendant for shares in the corporation, the defendant testified that he was induced to subscribe by the representations of the plaintiffs' agent that two other named persons had each subscribed for $10,000 of shares upon the condition that subscriptions for $50,000 were obtained by a certain date; that the defendant's subscription was required to make up the $50,000; and that his subscription would not be binding unless the $50,000 was fully subscribed by the date named. It was proved that neither of the named persons had subscribed or promised to subscribe for $10,000 each, either conditionally or unconditionally, that they did not do so at any time after the defendant's subscriptions, and that $50,000 was not subscribed on or before the date named. The defendant's