FULL TEXT OF DECISION IN FAMOUS MERGER CASE OF NORTHERN SECURITIES CO.

Every lawyer and nearly all business men, besides the workman and the small dealer, are interested in the decision that knocked out the Northern Securities Company merger at St. Paul on the 10th of the month. The case will go to the United States Supreme Court and its final settlement will be a matter of international as well as national importance. The full text of the important document that was the merger's undoing is here given and is worth filing for reference:

In the Circuit Court of the United States for the District of Minnesota, Third Division—United States of America, complainants, vs. the Northern Securities Company, the Northern Pacific Railway Company, James J. Hill, William P. Clough, D. Willis James, John S. Kennedy, J. Pierpont Morgan, Robert Bacon, George F. Baker and Daniel Lamont, defendants.

Philander C. Knox, Attorney-General; D. T. Watson, special counsel; James M. Beck and W. A. Day, Assistant Attorneys General and John M. Freeman for the United States.

Mr. George B. Young and the Hon. John W. Griggs for the Northern Securities Company; M. D. Grover for the Great Northern Railway Company; C. W. Bunn for the Northern Pacific Railway Company; Francis Lynde Stetson and David Willcox for Defendants Morgan, Bacon and Lamont.

Before Caldwell, Sanborn, Thayer and Van Devinter, Circuit Judges.

Thayer, Circuit Judge, stated the conclusions of the court:

This is a bill exhibited by the United States to restrain the violation of an act of Congress approved July 2, 1890, entitled "An act to protect trade and commerce against unlawful restraints and monopolies," which is commonly called the Sherman Anti-Trust act.

The case was heard before a Circuit Court composed of four Circuit Judges of the Eighth Circuit, pursuant to the provisions of a recent act of Congress, approved February 11, 1903, which requires such cases to be heard "before not less than three of the Circuit Judges" of the circuit where the suit is brought when the Attorney General files with the clerk of the court wherein the case is pending a certificate that it is one of "general public importance." Such a certificate has been filed, and, in accordance with the mandate of the statute, the case has been given precedence over others and in every way expedited.

* * *

From admissions made by the pleadings as well as from much oral testimony we reach the following conclusions as respects matters of fact:

Two of the defendants, namely, the Northern Pacific Railway Company and the Great Northern Railway Company, are the owners respectively of lines of railroad which extend from the cities of Duluth, St. Paul and Minneapolis, in the State of Minnesota, thence across the continent to Puget Sound.

These roads are and in public estimation have ever been regarded as parallel and competing lines. For years at least after they were built they competed with each other actively for transcontinental and State traffic.

In the spring of the year 1901 they united in purchasing about 98 per cent of the entire capital stock of the Chicago, Burlington & Quincy Railroad Company, and became joint surety for the payment of bonds of the last named company, whereby the purchase was accomplished, which were to run 20 years and bear 4 per cent interest per annum.

The amount of stock so acquired was of the par value of about $107,000,000, and as it was purchased at the rate of $200 per share the bonded indebtedness of the two companies was thus increased to the extent of $200,000,000.

Subsequent to the acquisition of the stock of the Burlington company, and in the summer of the year 1901, certain large and influential stockholders of the Northern Pacific and Great Northern companies, who had practical control of the two roads and who have been made parties defendant to the present bill, acting in concert with each other, conceived the design of placing a very large majority of the stock of both of the last named companies in the hands of a single owner.

* * *

To this end these stockholders arranged and agreed with each other to procure and cause the formation of a corporation under the laws of the State of New Jersey, which latter company, when organized, should buy all or at least the greater part of the stock of the Northern Pacific and Great Northern companies.

The individuals who conceived and promoted this plan agreed with each other to exchange their respective holdings of stock in the last named railroad companies for the stock of the New Jersey company when the same should be fully organized, and to use their influence to induce other stockholders in their respective companies to do likewise, to the end that the New Jersey company might become the sole owner of the whole or at least a major portion of the stock of both railroad companies.

In accordance with this plan the defendant the Northern Securities Company (hereafter termed the Securities Company) was organized under the laws of the State of New Jersey on November 13, 1901, with a capital stock of $400,000,000, that sum being the exact amount required to purchase the total stock of the two railroad companies at the price agreed to be paid therefor.

When the Securities Company was organized it assented to and became a party to the scheme that had been devised by its promoters before it became a legal entity.

Very shortly after its organization the Securities Company acquired a large majority of all the stock of the Northern Pacific at the rate of $115 per share, paying therefor in its own stock at par. At the same time it acquired about 300,000 shares of the stock of the Great Northern Company from those stockholders of that company who had been instrumental in organizing the Securities Company, paying therefor at the rate of $180 per share and using its own stock at par to make the purchase.

The Securities Company subsequently made further purchases of stock of the Great Northern Company at the same rate, and in about two months had acquired stock of the latter company amounting at par to about $93,000,000, using for that purpose its own stock to the amount of about $171,000,000.

The Securities Company was enabled to make the subsequent purchase of stock from stockholders of the Great Northern Company not immediately concerned in the organization of the Securities Company by the advice, procurement and persuasion of these stockholders of the Great Northern Company without having been instrumental in organizing the Securities Company and exchanged their own stock for stock in that company shortly after its organization.

At the present time the Securities Company is the owner of about 98 per cent of all the stock of the Northern Pacific Company and the owner of about 76 per cent of all the stock of the Great Northern Company.

* * *

The scheme which was thus devised and consummated led inevitably to the following results: First, it placed the control of the two roads in the hands of a single person, to-wit, the Securities Company, by virtue of its ownership of a large majority of the stock of both companies; second, it destroyed every motive for competition between two roads engaged in interstate traffic which were natural competitors for business, by pooling the earnings of the two roads for the common benefit of the stockholders of both companies; and, according to the familiar rule that every one is presumed to intend what is the necessary consequence of his own acts when done wilfully and deliberately, we must conclude that those who conceived and executed the plan aforesaid intended among other things to accomplish these objects.

The general question of law arising from this state of facts is whether such a combination of interests as that above described falls within the inhibition of the anti-trust act or is beyond its reach.

The acts brands as illegal "every contract, combination in the form of trust or otherwise or conspiracy in restraint of trade or commerce among the several states or with foreign nations."

* * *

Learned counsel on both sides have commented on the general language of the act, doing so of course for a different purpose, and the generality of the language employed is, in our judgment, of great significance. It indicates, we think, that Congress, being unable to foresee and describe all the plans that might be formed and all the expedients that might be resorted to, to place restraints on interstate trade or commerce, deliberately employed words of such general import as, in its opinion, would comprehend every scheme that might be devised to accomplish that.

What is commonly termed a "trust" was a species of combination organized by individuals or corporations for the purpose of monopolizing the manufacture of, or traffic in, various articles and commodities, which was well known and fully understood when the anti-trust act was approved.

Combinations in that form were accordingly prohibited, but Congress, evidently anticipating that the combination might be otherwise formed, was careful to declare that a combination in any other form if in restraint of interstate trade or commerce, that is, if it directly occasioned or affected such restraint, should likewise be deemed illegal.

* * *

Moreover, in cases arising under the act, it has been held by the highest judicial authority in the nation, and its opinion has been reiterated in no uncertain tone, that the act applies to interstate carriers of freight and passengers as well as to all other persons, natural or artificial; that the words "in restraint of trade or commerce" do not mean in unreasonable or partial restraint of trade or commerce, but any direct restraint thereof; that an agreement between competing railroads which requires them to act in concert in fixing the rate for the carriage of passengers or freight over their respective lines from one state to another and which by that means restricts temporarily the right of any one of such carriers to name such rates for the carriage of such freight or passengers over its road as it pleases, is a contract in direct restraint of commerce within the meaning of the act, in that it tends to prevent competition; that it matters not whether, while acting under such a contract, the rate fixed is reasonable or unreasonable, the vice of such a contract or combination being that it confers the power to establish unreasonable rates and directly restrains commerce by placing obstacles in the way of free and unrestricted competition between carriers who are natural rivals for patronage; and finally that Congress has the power under the grant of authority contained in the Federal Constitution to regulate commerce to say that no contract or combination shall be legal which shall restrain interstate trade or commerce by shutting off the operation of the general law of competition. (United States vs. Trans-Missouri Freight Association, 166 U. S. 290; United States vs. Joint Traffic Association, 171 U. S. 505; Addyston Pipe & Steel Company vs. United States, 175 U. S. 211.)

Taking the foregoing propositions for granted because they have been decided by a court whose authority is controlling, it is almost too plain for argument that the defendants would have violated the anti-trust act if they had done, through the agency of natural persons, what they have accomplished through an artificial person of their own creation.

* * *

That is to say, if the same individuals who promoted the Securities Company, in pursuance of a previous understanding or agreement so to do, had transferred their stock in the two railroads to a third party or parties and had agreed to induce other shareholders to do likewise until a majority of the stock of both companies had been vested in a single individual or association of individuals and had empowered the holder or holders to vote the stock as their own, receive all the dividends thereon and prorate or divide them among all the shareholders of the two companies who had transferred their stock, the result would have been a combination in direct restraint of interstate commerce because it would have placed in the hands of a small coterie of men the power to suppress competition between two competing interstate carriers whose lines are practically parallel.

It will not do to say that so long as each railroad company has its own board of directors they operate independently and are not controlled by the owner of the majority of their stock. It is the common experience of mankind that the acts of corporations are dictated and that their policy is controlled by those who own the majority of their stock; indeed, one of the favorite methods in these days, and about the only method, of obtaining control of a corporation, is to purchase the greater part of its stock. It was the method pursued by the Northern Pacific and Great Northern companies to obtain control of the Chicago, Burlington & Quincy Railroad; and so long as directors are chosen by stockholders the latter will necessarily dominate the former and in a real sense determine all important corporate acts.

The fact that the ownership of a majority of the capital stock of a corporation gives one the mastery and control of the corporation was distinctly recognized and declared in Pearsall vs. Great Northern Railway, 161 U. S. 646-671. The same fact has been recognized and declared by other courts. (Pennsylvania Railway Company vs. Commonwealth, 7 Atl. (Pa.) 368-371; Farmers' Loan & Trust Company vs. New York & Northern Railway Company, 180 N. Y. 416-425; People ex rel. vs. Chicago Gas Trust Company, 130 Ill. 268, 22 N. E. Rep. 798-802.

In opposition to this view counsel cite Pullman Car Company vs. Missouri Pacific Company (113 Mo. 567, 596), but in that case the meaning of the word "controlled" as used in a private contract was the point under consideration and what was said on the subject cannot be held applicable to cases arising under the anti-trust act when the point involved is whether the ownership of all the stock of the two competing and parallel roads vests the owner thereof with the power to suppress competition between such roads.

We entertain no doubt that it does; indeed, we regard suppression of competition, and to that extent a restraint of commerce, as the natural and inevitable result of such ownership. What has been done through the organization of the Securities Company accomplished the object which Congress has denounced as illegal more effectually, perhaps, than such a combination as is last supposed. That is to say, by what has been done the power has been acquired (and provision made for maintaining it) to suppress competition between two interstate carriers who own and operate competing and parallel lines of railroad, and competition, we think, would not be more effectually restrained than it now is under and by force of the existing arrangement if the two railroad companies were consolidated under a single charter.

* * *

It is manifest, therefore, that the New Jersey charter is about the only shield which the defendants can interpose between themselves and the law.

The reasoning which led to the acquisition of that charter would seem to have been that while as individuals the promoters could not by agreement between themselves place the majority of the stock of the two competing and parallel roads in the hands of a single person, or a few persons, giving him or them the power to operate the roads in harmony and stifle competition, yet that the same persons might create a purely fictitious person, termed a corporation, which could neither think nor act, except as they directed, and by placing the same stock in the name of such artificial being accomplish the same purpose.

The manifest unreasonableness of such a proposition and the grave consequences sure to follow from its approval, compel us to assume that it must be unsound, especially when we reflect that the law, as administered by courts of equity, look always at the substance of things; at the object accomplished, whether it be lawful or unlawful, rather than upon the particular devices or means by which it has been accomplished. So far as the New Jersey charter is concerned, the question, broadly stated, which the Court has to determine, is whether a charter granted by a state can be used to defeat the will of the National Legislature, as expressed in a law relating to interstate trade and commerce over which Congress has absolute control.

Presumably, at least, no charter granted by a state is intended by the state to have that effect or to be used for such a purpose, and in the present instance it is clear that the State of New Jersey did not intend to grant a charter under cover of which an object denounced by Congress as unlawful, namely, a combination conferring the power to restrain interstate commerce, might be formed and maintained, because the enabling act under which the Securities Company was organized expressly declares that three or more persons may avail themselves of the provisions of the act and "become a corporation for any lawful purpose." (Laws of New Jersey, 1899, p. 473.)

This language is not merely perfunctory; it means, obviously, that whatever powers the incorporators saw fit to assume they must hold and exercise for the accomplishment of lawful objects. The words in question operate, therefore, as a limitation upon all the powers enumerated in the articles of association which were filed by the promoters of the Securities Company; that however extensive and comprehensive their powers may seem to be, the State of New Jersey has said, you shall not exercise them so as to set at defiance any statute lawfully enacted by the Congress of the United States or any statute lawfully enacted by any state wherein you see fit to exercise your powers.

* * *

But aside from this view of the situation, if the State of New Jersey had undertaken to invest the incorporators of the Securities Company with the power to do acts in the corporate name which would operate to restrain interstate commerce and for that reason could not be done by them acting as an association of individuals then we have no doubt that such a grant would have been void under the plans of the Anti-Trust act, or at least that the charter could not be permitted to stand in the way of the enforcement of that act.

The power of Congress over interstate commerce is supreme, far-reaching, and acknowledges no limitations other than such as are prescribed in the Constitution itself. (Gibbons vs. Ogden, 9 Wheat 1, 197; County of Mobile vs. Kimball, 102 U. S. 691, 696, 697; Champion vs. Ales U. S., decided February 23, 1903.)

No legislation on the part of a state can curtail or interfere with its exercise, and in view of repeated decisions no one can deny that it is a legitimate exercise of the power in question for Congress to say that neither natural nor artificial persons shall combine to conspire in any form whatever to place restraints on interstate trade or commerce. (United States vs. Trans-Missouri Freight Association, 166 U. S. 290; United States vs. Joint Traffic Association, 171 U. S. 505; Addiston Pipe & Steel Company vs. United States, 175 U. S. 211.)

* * *

It is urged, however, that such a combination of adverse interests as was formed and has been heretofore described was lawful and not prohibited by the Anti-Trust act because such restraint upon interstate trade or commerce, if any, as it imposes, is indirect, collateral and remote, and hence that the combination is not one of that character, which the Congress of the United States can lawfully forbid. The following cases are relied upon to sustain the contention: United States vs. E. C Knight Company, 156 U. S. 1; Hopkins vs. United States, 171 U. S. 376; Anderson vs. U. S., 171 U. S. 604.

* * *

It is pertinent, therefore, to inquire in what way the existing combination that has been formed does affect interstate commerce. It affects it, we think, by giving to a single corporate entity, or, more accurately, to a few men acting in concert and in its name and under cover of its charter, the power to control all the means of transportation that are owned by two competing and parallel railroads engaged in interstate commerce; in other words, the power to dictate every important act which the two companies may do; to compel them to act in harmony in establishing interstate rates for the carriage of freight and passengers, and generally to prescribe the policy which they shall pursue.

It matters not, we think, through how many hands the orders come by which these aims are accomplished or through what channels; the power was not only acquired by the combination, but it is effectually exercised and it operates directly on interstate commerce, notwithstanding the manner of its exercise, by controlling the means of transportation, to-wit, the cars, engines and railroads by which persons and commodities are carried, as well as by fixing the price to be charged for such carriage.

The cases above cited and on which reliance is placed to sustain the view that the restraint imposed is merely indirect, remote, incidental or collateral, are not relevant, for, as was fully explained in Addyston Pipe & Steel Company vs. U. S., (175 U. S. 211, 238, 240, 243), one of these cases (U. S. vs. E. C. Knight Company) dealt only with a combination within a state to obtain a practical monopoly of the manufacture of sugar, and it was held that the combination only related to manufacture, and not to commerce among the states or with foreign nations; that the fact that an article was manufactured for export to another state did not make it an article of interstate commerce before transportation had been begun or necessarily subject it to Federal control; and that the effect of the combination then under consideration, on interstate commerce, was at most only incidental and collateral.

But while commencing on its previous decision in U. S. vs. E. C. Knight Company, the Court took occasion to say, in Addyston Pipe & Steel Company vs. U. S. (175 U. S. 246), that when a contract is made for the sale and delivery of an article in another state, the transaction is one of interstate commerce, although the vendor has also agreed to manufacture the article sold; and that combinations to control and monopolize such transactions would be in restraint of interstate commerce.

In the other cases (Hopkins vs. the U. S. and Anderson vs. the U. S.) it was held that the business of the members of the Kansas City Livestock Exchange, which was under consideration by the court, was not interstate commerce and that the act did not affect them, and that, even if they were so affected, the particular agreement which was involved did not operate as a restraint of interstate commerce.

We fail to find in either of these cases any suggestion that a combination such as the one in hand, the object and necessary effect of which is to give to a single person or to a coterie of persons full control of all the means of transportation owned by two competing and parallel lines of road engaged in interstate commerce, as well as the power to fix the rate for the transportation of persons and property, does not directly and immediately affect interstate commerce. No combination, as it would seem, could more immediately affect it.

* * *

Again, it is urged tentatively that if the existing combination which the Government seeks to have dissolved is held to be one in violation of the Anti-Trust act and unlawful, then the act unduly restricts the right of the individual to make contracts, buy and sell property and is invalid for that reason.

With reference to this contention it might be sugested (as it has been by the Government) that as the situs of the stock which the Securities Company has brought is in the states of Wisconsin and Minnesota, which respectively chartered the Northern Pacific and Great Northern companies, and as the stock owes its being to the laws of those states and as each state has forbidden the consolidation of competing and parallel lines of road therein and has likewise prohibited the consolidation of the "stock and franchises" of such roads the contention mentioned is entitled to little consideration in the case at bar.

But, waiving and ignoring this suggestion, the argument advanced in behalf of the defendants is met and answered, so far as this court is concerned, by the decision in Addyston Pipe & Steel Company vs. U. S. (175 U. S. 228, 229), where it is said inter alia: "under this grant of power to Congress [the power to regulate commerce between the several states and with foreign nations] that body in our judgment may enact such legislation as shall declare void and prohibit the performance of any contract between individuals or corporations where the natural and direct effect of such a contract will be, when carried out, to directly, and not as a mere incident to other and innocent purposes, regulate, to any substantial extent, interstate commerce."

* * *

We do not assent to the correctness of the proposition that the constitutional guarantee of liberty to the individual to enter into private contracts limits the power of Congress and prevents it from legislating on the subject of contracts of the class mentioned.

It has been held that the word "liberty," as used in the Constitution, was not to be confined to the mere liberty of persons, but included among others a right to enter into certain classes of contracts for the purpose of enabling the citizen to carry on his business.

But it has never been, and, in our opinion, ought not to be, held that the word included the right to enter into private contracts upon all subjects, no matter what their nature, and wholly irrespective, among other things, of the fact that they would, if performed, result in the regulation of interstate commerce and in violation of an act of Congress upon that subject.

The provision of the Constitution does not, as we believe, exclude Congress from legislating with regard to contracts of the above nature while in the exercise of its Constitutional right to regulate commerce among the states. The provision regarding the liberty of the citizen is to some extent limited by the commerce clause of the Constitution and the power of Congress to regulate interstate commerce comprises the right to enact a law prohibiting the citizen from entering into those private contracts which directly and substantially, and not merely indirectly, remotely, incidentally and collaterally, regulate to a greater or less degree commerce among the states.

We cannot so enlarge the scope of the language of the Constitution regarding the liberty of the citizen as to hold that it includes or that it was intended to include a right to make a contract which, in fact, restrains and regulates interstate commerce, notwithstanding Congress, proceeding under the Constitutional provision giving to it the power to regulate that commerce, had prohibited such contracts.

These observations, as a matter of course, preclude further controversy over the power of Congress to limit to some extent the right to make contracts when enacting laws for the regulation of commerce between the states.

* * *

Learned counsel for the defendants further contend as follows: That the Anti-Trust act was not intended to include or prohibit combinations looking to the virtual consolidation of parallel and competing lines of railroads, although such a combination operates to stifle competition; that no relief can be granted to the government in this instance, because the combination or conspiracy of which it complains has accomplished its purpose, to wit, the organization of the Securities Company and the lodgement of the majority of the stock of the two railroads in its hands before the bill was filed, and finally that the combination proven was one "formed in aid of commerce and not to restrain it"; in other words that it was formed to enlarge the volume of interstate traffic and thus benefit the public.

The Court cannot assent to either of these propositions. The first, we think, is clearly untenable, for the reasons already stated and fully disclosed in the decisions heretofore cited.

Concerning the second contention, we observe that it would be a novel, not to say absurd, interpretation of the Anti-Trust act to hold that after an unlawful combination is formed and has acquired the power which it had no right to acquire, namely, to restrain commerce by suppressing competition, and is proceeding to use it and execute the purpose for which the combination was formed, it must be left in possession of the power that it has acquired with full freedom to exercise it.

Obviously the act when fairly interpreted, will bear no such construction, as it is confessedly aimed to destroy the power to place any direct restraint on interstate trade or commerce when, by any combination or conspiracy formed by either natural or artificial persons, such a power has been acquired; and the Government may intervene and demand relief as well after the combination is fully organized as while it is in process of formation. In this instance, as we have already said, the Securities Company made itself a party to a combination in restraint of interstate commerce that ante-dated its organization, as soon as it came into existence, doing so of course under the direction of the very individuals who promoted it.

Relative to the third contention, which has been pressed with great zeal and ability, this may be said:

It may be that such a virtual consolidation of parallel and competing lines of railroad as has been effected, taking a broad view of the situation, is beneficial to the public rather than harmful. It may be that the motives which inspired the combination by which this end was accomplished were wholly laudable and unselfish; that the combination was formed by the individual defendants to protect great interests which had been committed to their charge; or it may be that the combination was the initial and a necessary step in the accomplishment of great designs which, if carried out as they were conceived, would prove to be of inestimable value to the communities which these roads serve and to the country at large.

We shall neither affirm nor deny either of these propositions because they present issues which we are not called upon to determine and some of them involve questions which are not within the province of any court to decide, involving, as they do, questions of public policy which Congress must determine.

It is our duty to ascertain whether the proof discloses a combination in direct restraint of interstate commerce, that is to say, a combination whereby the power has been acquired to suppress competition between two or more competing and parallel lines of road engaged in interstate commerce.

If it does disclose such combination, and we have little hesitation in answering this question in the affirmative, then the Anti-Trust act, as it has been heretofore interpreted by the court of last resort, has been violated and the Government is entitled to a decree.

* * *

A decree in favor of the United States will accordingly be entered to the following effect:

Adjudging that the stock of the Northern Pacific and Great Northern companies, now held by the Securities Company, was acquired in virtue of a combination among the defendants in restraint of trade and commerce among the several states, such as the Anti-Trust act, denounces as illegal; enjoining the Securities Company from acquiring or attempting to acquire further stock of either of said companies; also enjoining it from voting such stock at any meeting of the stockholders of either of said railroad companies or exercising or attempting to exercise any control, direction or supervision over the acts of the said companies or either of them by virtue of its holding such stock; enjoining the Northern Pacific and Great Northern companies respectively, their officers, directors and agents from permitting such stock to be voted by the Northern Securities Company or any agents or attorneys on its behalf at any corporate election for directors or officers of either of said companies and likewise enjoining them from paying any dividends to the Securities Company on account of said stock or permitting or suffering the Securities Company to exercise any control whatever over the corporate acts of said companies or to direct the policy of either; and, finally, permitting the Securities Company to return and transfer to the stockholders of the Northern Pacific and Great Northern companies any and all shares of stock of those companies which it may have received from such stockholders in exchange for its own stock, or to make such transfer and assignment to such person or persons as are now the holders and owners of its own stock originally issued in exchange for the stock of said companies.

ATTORNEY-GENERAL KNOX

WHO FOUGHT THE MERGER

RESOLUTIONS OF RESPECT.

In memory of the late Rosa F. Burrell, the Ladies' Relief Society of Portland has adopted the following:

In the passing away of Mrs. Rosa F. Burrell, the Ladies' Relief Society has sustained an irreparable loss. To many of us she was a life-long friend and co-worker; to all she was endeared by her beautiful life of unostentatious charity and benevolence, and example of the best and truest womanhood. She was a power and a factor in all good works where rare judgment, tact, wisdom, unselfishness and practical advice and assistance were exercised. All too soon she has left vacant a place in our midst which cannot be filled. Deeply as we mourn her, dearly as we shall cherish her memory, we can find no words of praise or eulogy to add to the lustre of her beautiful life. It speaks for itself, and is her most enduring monument, but as friends and co-workers we do express our grief and sense of personal loss, our appreciation of her beautiful character and work among us.

L. W. SITTON,
C. F. ROCKWELL,
G. M. PITTOCK,
Committee.

OREGON IN THE LEAD.

In a letter to W. E. Coman, general passenger and freight agent of the Southern Pacific, G. M. McKinney of Chigaco, general immigration agent of the Harriman lines, says that Oregon is far outstripping all its neighbors in the number of inquiries for literature regarding the resources of the state. Mr. McKinney says he has found the publication, "Resources of Oregon," to be one of the most popular pieces of literature he has ever had in stock, and it has been a splendid advertisement for the 1905 Fair. He asks for 100,000 more copies, and if possible he would like to have 200,000 copies.

LICENSES SYSTEMATIZED.

The license department of the City Auditor's office was placed under the charge of Deputy City Auditor W. S. Lotan this morning. Mr. Lotan will assign the officers to districts as occasion requires, and each morning notices will be given the officer of the work to which he is expected to attend. This will embrace the name, address and business of the person subject to the license ordinance, and also, if he should be a delinquent, the number of quarters for which he is in arrears.

WOMAN WAS HELD UP.

While walking toward her home on Eighth street last night at 8:30 o'clock, Eva Follett was held up by a masked highwayman. He had a revolver, which he displayed, though he did not level it at the frightened woman. He searched her jacket pockets, but failing to find any coin, walked away leisurely, leaving his victim to do as she pleased. The affair was promptly reported to the police. No arrests have been made.

SNAKES IN MAN'S STOMACH.

(Journal Special Service.)

DES MOINES, Iowa, April 17.—J. C. Bicklin, a farmer residing near Waterloo, has recovered suddenly by his own agency from an ailment that had baffled the skill of the best physicians in Iowa for fifteen years. In desperation he swallowed an emetic last night, enough to even endanger life. The result was that after going through terrible agony two large bull snakes were ejected from his stomach, one was 3 feet 3 inches long and ¾ of an inch in diameter. The physicians believed Bucklin insane until he produced the snakes.

Sun Never Sets on U. S.

"The sun never sets on the English flag" has been the boast of the Briton for many years. The citizens of the United States can make the same boast today. A few statistics show that the meridian dividing east and west extremities of United States territory passes through the Hawaiian Islands very near Honolulu.

The west point of the United States territory is on the coast of Maine, 67 degrees west, and the east point is in the Philippines at 117 degrees east. From tip to tip therefore, the United States extends 176 degrees, or within 4 degrees of half the circumference of the earth. Thus, as the last rays of the setting sun fall on the coast of Maine the dawn is breaking in the Philippines.

SONGS THAT THE IRISHMAN LOVES

Origin of Some of Erin's Sweet Melodies.

The "Wearing of the Green" Is Now Permitted in England.

A song is the song of a nation only when it is a song men sing when they face death, or for the singing of which they are willing to risk imprisonment. There is no method in the musical madness of fighting men. Correct and dignified odes and anthems are discarded by them and the passion of a whole people finds vent in a march written to stir the steps of a single provincial battalion, such as the "Marseillaise;" in a lilting quickstep — musically worthless and fitted with any words such as "Yankee Doodle" and "Dixie"—or in a solemn hymn such as "Ein Feste Burg."

In the trenches of the Crimea the song was "Annie Laurie." In the trenches of Cuba the song was "A Hot Time in the Old town Tonight." There was no more reason for lads from Kent and Yorkshire to choose a Scotch love song for their "hymn before action" than for Yankee boys to discard their national airs for a ragtime tune—but they did. So there can be no argument as to why Irishmen from one end of the world to the other are stirred by "The Wearing of the Green" as they are by no other earthly sounds, rich as their mother land is in rival melodies.

It has a proud history—this old song which once brought forth a royal prescript against its being sung in the British dominions. Long before that eventful singing it sent men to the scaffold because it symbolized a patriotism that was the assurance of death. Prison was the penalty, down almost to the present day. Yet men never ceased to sing it.

Origin of the Song.

The origin of the song is not easy to trace. The well-kept Welsh chronicles of the Eisteddvod furnish a clue to the genealogy of most of the old songs of England and Scotland as well as those of Wales. But the beginnings of Irish melodies are lost in the haze of traditions that merge into folk-lore.

Antiquarians are of the opinion that at first the tune was a "keen"—the hereditary funeral song of one of the royal houses of the island before the days of Cromwell. Certain it is that it was a song of the camp when James made his hopeless stand. But the words are lost and it is not until 1745 that it is found linked with stanzas that begin:

The pikes must be together
When the moon is on the green—

The present words—the present song, in fact—may, however, be accredited to Dion Boucicault. The words are his written to the ancient melody and introduced by him nearly 40 years ago in the very play that Andrew Mack is now playing.

Almost Caused a Riot.

It was on the evening of March 22, 1865, that "The Wearing of the Green" in its present form was first sung. The play was produced at the Princess Theatre soon after Clerkenwell Prison was blown up by the Fenians. There was a storm of indignation in London, and Boucicault's English associates and admirers advised him not to sing it, but sing it he would and did, and it almost raised a riot.

It resulted in the cabinet ministers of the late Queen issuing an edict prohibiting singing of the song in the British dominions, and for years, although it thrilled the heart of every Irishman, it was never heard in public.

If Boucicault could have lived until the Queen made her last visit to the Emerald Isle, when she consented to the wearing of the shamrock, he would have seen, as the royal party landed from the Albert Victoria, her majesty's yacht, at the dock, the Dragoons, Fusileers, and Lancers drawn up in full uniform to salute their ruler; a sprig of shamrock was on every breast, and the Queen was greeted by this same old song, "The Wearing of the Green."

In those intervening years the wailing air that seems to hold all the pathos of Ireland had been sung from the cabins of Galway to the camps of Irish regiments fighting England's battles from the Cape to Afghanistan. Kipling has told in "Namgay Doola" how it has reached to the mountains of Thibet, and it sets pulses throbbing in every section of this country.

Very Obliging.

Two years ago a wealthy Greek merchant married a beautiful young widow at Smyrna. A little while ago the lady fell in love with a young clerk in her husband's employ. She confessed her love to her husband, who, after vainly endeavoring to separate the young couple, determined to be magnanimous. He forthwith divorced his wife, gave her a dowry of $10,000 and acted as best man at her subsequent marriage.—London Express.