

HOTEL TILLAMOOK CASE.

Judge Finds Mismanagement and Appoints Receiver.

Judge Webster Holmes, in the injunction suit of John Leland Henderson vs. Tillamook Hotel Co., P. J. Worrall, Anna Worrall and Charles Kunze, rendered the following decision:

"This is a suit instituted by one of the stock holders of the Tillamook Hotel Company, a corporation, for himself and in behalf of the other stock-holders against the Tillamook Hotel Co., P. J. Worrall, Anna Worrall and Chas. Kunz, as directors of the defendant corporation, for the purpose of an accounting, on the part of the defendants directors and also individually, and asking for the appointment of a Receiver for the defendant corporation.

The suit is predicated upon the theory of mismanagement on the part of the directors and particularly the mismanagement of P. J. Worrall who is president of the corporation and general manager.

Suits of this kind, must ordinarily be brought in the name of the corporation against the Directors, and this is invariably the rule unless the complaint states the facts which show that the Directors are in control of the corporation so far as holding a majority of the stock is concerned, and where it would be futile to ask the Directors to in fact and in effect bring suit against themselves. The complaint in this suit shows the facts to be that the defendants P. J. Worrall and Anna Worrall hold the majority of the capital stock of the corporation, hence it would be idle for the stock holders to request the directors to sue themselves on the grounds alleged in this complaint.

The evidence shows that there has been mismanagement, whether designedly or from lack of ability it is immaterial and unnecessary for the Court to decide. And it also shows there is internal dissatisfaction among the stock holders all of which contributes to the jeopardizing of the interests of the corporation, and if continued, would render it absolutely insolvent. And the evidence shows to the satisfaction of the Court that the defendant corporation was tending upon insolvency, and bordering upon insolvency at the time of the trial of this suit. The old rule was stockholders, minority stock-holders, had practically no relief. That they were at the mercy of the majority stockholders, but the trend of modern decisions has been to relax this rule and further, to give the Courts of Chancery jurisdiction to protect the interests of all the stock-holders and the interest of the corporation, and preserve it, and this modern rule is founded upon common sense and good reasoning. It is a mere futility of law to hold that the minority stockholder has no voice in the affairs of a corporation. While the corporation itself is the owner of all the property of the corporation, yet the stockholder's financial interest therein is represented by the shares of stock which he owns, and in a way his rights and interests are analogous to that of a partner, and it would be simply denying the rights of the minority stock holders who are being imposed upon or subjected to the loss of their property for a Court to refuse to take jurisdiction and protect their rights and interests. And it appears to the Court from the evidence adduced that P. J. Worrall individually, is unfitted for the management of the affairs of the defendant corporation, that he has heretofore held in contempt the orders of this court made heretofore made in this suit, and that he is not fitted by nature to have the management of the hotel, not being adapted to meet and make friends with the patrons of such a place, all of which tends to jeopardize not only his own interest, but that of the other stockholders.

It is also claimed, and was testified to by P. J. Worrall that he had a contract with the defendant corporation whereby he was to receive a salary of one hundred dollars a month, board and lodging and what liquors he might personally see fit to consume, but the records of the corporation introduced in evidence, fail to show any such contract and such a contract could only have been entered into, if at all, by the act of the majority of the Board of Directors, which should appear upon the minutes of the Directors. And it would amount to a fraud upon the stockholders for a Director, being in control of the majority of the corporation, either as owner himself or in combination with other stockholders or directors, to vote himself a salary board and lodging and the right to consume liquor which would be in excess of the earning capacity of the corporation to stand, and the evidence shows that P. J. Worrall consumed for his own individual use in liquors, the property of the defendant corporation, between \$65 and \$75 per month, without any right so to do, there being no contract to that

effect with the corporation, all of which would amount to a fraud and imposition upon the stock holders of the corporation. And under the state of facts of this defendant corporation, it was too great a burden for it to bear and lose, and it appears to the Court after a consideration of the evidence in the case, that the only way to protect the interests of this corporation is for the court to appoint a receiver, until such time as this corporation can be put upon a solid financial basis, and a Board of Directors can show to the Court that the receiver is no longer needed when he will be discharged.

And it also appears from the evidence that P. J. Worrall has received without any authority and in contravention to the orders of this Court, the sum of \$100 at one time and \$30 at another time, and that he should account to the corporation therefor, and that he has received as pretended salary the sum of \$100 a month since the opening of the hotel until the temporary receiver was appointed herein, and the Court finds that the sum of \$100 will be more than his services were worth during that time, and will not compel him to account therefor to the corporation, at this time. And the defendant Anna Worrall has received the sum of \$35 per month as salary and it appears to the court she has fully earned that sum of money and has in reality earned a much larger sum, but has received no more than \$35 per month and she should be allowed to retain that. And it appears to the Court that Miss Worrall has received certain sums of money at the rate of \$25 per month as secretary, and she will be allowed to retain that as it appears her services were reasonably worth that sum. But since the opening of the bar, the time being uncertain but fixed about Aug. 17th 1913, and from that time until the time of the appointment of the temporary receiver, herein, the defendant P. J. Worrall will be required to account and pay over to the defendant corporation at the rate of \$65 per month, on account of liquor consumed by him for his own personal use, the property of the defendant corporation, without any right or authority so to do. And the Court finds he is indebted to the corporation in the aggregate sum, at the said rate of \$65 per month, during that period from the 17th day of August, 1913, and the date of the appointment of the temporary receiver. And it appears to the Court further that the defendant directors should be restrained and enjoined perpetually from interfering in any manner with the management of the said hotel so long as it is in charge of and in the hands of the Receiver to be appointed by the Court in this suit, and during all of said times until the said Receiver is finally discharged. And it appears to the Court that A. H. Gaylord is a qualified and suitable person to be appointed as Receiver in this suit and he is hereby appointed Receiver until further order of this court and his bond will be fixed until the further order of this court in the sum of five thousand dollars.

And plaintiff will recover in this suit his costs and disbursements against the defendants P. J. Worrall, Anna Worrall and Charles Kunze.

CONTROL OF POTATO BLIGHT.

The common blight of potatoes can easily be controlled in a dry season but it takes more care and spraying if the season is wet. The method of control is by using Bordeaux mixture as a spray. It will be necessary to apply at least three times if the season is very wet it may be necessary to double the number of applications. It will require from 40 to 100 gals. of mixture per acre according to the size of the vines.

The mixture used is known as the 5-5-50 mixture and is made as follows:— Pour into a barrel 25 gallons of clean water; then weigh out 5 lbs. of crushed bluestone, or copper sulphate, and after tying it in a piece of coarse sacking suspend it just beneath the surface of the water by means of a stick laid across the top of the barrel. In another vessel slack 5 lbs. of fresh lime carefully by pouring on small quantities of water at a time, the object being to obtain a smooth creamy liquid, free from grit. When the lime is slacked add enough water to make 25 gals. As soon as the blue stone is dissolved, which will require an hour or more, pour the lime milk and blue stone solutions together using a separate barrel and stirring constantly to effect a thorough mixing. This solution should be made only as fast as it can be used as it spoils on standing any length of time.

The success of the treatment depends on the thoroughness with which it is applied. A knapsack sprayer or a good force pump and fine spray nozzle are much better than a sprinkling pot as the tops are much more thoroughly covered. The first application should be made now as soon as the weather will permit, the second should follow about ten days or two weeks later if the weather is good but sooner if very wet. The

third, if the season is fairly dry should follow about two weeks after the second. Don't delay this spraying but do it at once.

R. C. Jones,
County Agriculturist.

PREPARE FOR COUNTY FAIR.

County Agriculturist Makes Some Suggestions.

It is time that the farmers of the County were beginning to think about an exhibit at the local and State Fairs this fall. Now is the time to select the bundles of grasses and to prepare our small fruits for exhibition. There has been several inquiries as to how to prepare samples and preserve the juicy fruits so as to retain their color and shape. The County Fair Board have asked me to aid them in this matter and I shall be glad to give assistance to any who wish it.

In selecting grasses take those fairly well matured though still of a good green color, cut very close to the ground so as to get good long bundles. Dry in a dark place in a good draft of air so as to retain the natural color as much as possible and then tie up in bundles about 4 inches in diameter. Trim the butts off evenly and keep in a dry dark place so they will not bleach out.

In regard to fruits, the following is taken from an article written by W. O. Longyear of the Colorado Agricultural College.

A great many experiments have been made in the attempt to find some fluids or solutions in which the more perishable fruits could be kept for exhibition at fairs and expositions. Some of these have proved very satisfactory for certain fruits but it is doubtful whether any process will ever be discovered by which the softer kinds, such as strawberries and raspberries can be kept for any considerable length of time without much change in color.

The specimens to be preserved should be the most perfect obtainable, free from all blemishes and imperfections. In most cases fruit of a fair degree of ripeness is better than partly green specimens. Exhibition jars should be of clear white glass, preferably with ground glass stoppers. The tall cylindrical form is desirable, especially for the smaller fruits.

The sorted fruit is first carefully placed in the jar which is then filled with clear water. After standing a short time the water is poured off so as to remove all particles of dirt from the jar and contents. The jar may then be filled with the preserving fluid and kept in a dark, cool place till the time for exhibition. Frequent examination should be made to determine how well the fruit is keeping. If the liquid becomes colored from the fruit, it should be poured off and replaced by fresh liquid.

The following formulas have been successfully used at the Colorado College, especially with plums, grapes, cherries, currants and gooseberries:—
Formalin, 5 parts; saturated solution of common table salt, 10 parts; water (boiled and cooled) enough to make 100 parts. This may be made up by measure as follows:—Formalin, 1 pint; salt solution, two pints; water, 17 pints. When made up the solution will keep indefinitely.

Another solution weaker in formalin has also been used satisfactorily. The proportions are:—formalin, 3 parts; salt solution 10 parts; water enough to make 100 parts.

For raspberries the following mixture is recommended:—Formalin, 1 part, glycerine, 10 parts; water 89 parts.
Strawberries may be preserved fairly well in a saturated solution of common salt, and better still in a fluid composed of formalin, 1oz; alum, 1 drachm; glycerine, 5 oz; and water 3 pints.

Red currants keep best in a solution corrosive sublimate, 1 part; glycerine, 10 parts; water 90 parts. The corrosive sublimate must be dissolved in hot water and the solution and fruit preserved in it should be labeled POISON, as it is very deadly if swallowed.

The glass stoppers of bottles and jars may be made perfectly tight by smearing the ground surface with a small amount of light colored vaseline. This will also prevent in a great measure the sticking of the stoppers when it is desired to remove them.

R. C. Jones,
County Agriculturist.

Notice.

TO ALL TO WHOM THESE PRESENT SHALL COME—GREETINGS.

Notice is hereby given by the State Board of Fish and Game Commissioners that, in accordance with the provisions of Section 5316 of Lord's Oregon Laws, that portion of Tillamook River, in Tillamook County, Oregon, above a point 100 feet below the lowermost portion of the mouth of Trask River, except that portion of Tillamook River within 100 feet from any portion of the mouth of Trask River, is hereby opened to salmon fishing, other than with hook and line, commonly called angling, from and after July 15, 1914, as approved by statute.

State Board of Fish and Game Commissioners.
By Floyd Bilyeu, B. E. Duncan, Geo. H. Kelly, and M. J. Kinney, Commissioners.

Dated at Portland, Oregon, June 9, 1914.

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