No 8013. Equity.

13. Answering said Bill of Complaint further this defendant says that the relief prayed in said Bill cannot be granted by this or any other Court, for the reasons hereinbefore stated, and for the further reason that a Court of Equity has no right or power, and will not entertain jurisdiction to appoint receivers to conduct and direct the Conduct and Management of the affairs of a Corporation simply because the officers and stockholders thereof cannot agree among themselves or because they do not take sufficient interest or for other reasons fail and refuse to attend corporate meetings and properly attend to and discharge the duties assumed by and cast upon them by the acceptance of offices and positions in said Corporation.

This defendant avers that two hundred and twenty (220) shares of stock have been issued and are now outstanding among stockholders of this Corporation, and as said bill shows, it was filed on behalf of but one stockholder claiming to hold but ten shares of stock and is consented to by another stockholder holding but thirty (30) shares out of a total of two hundred and twenty (220) shares of stock. Those stockholders have no standing in this or any other Court for the relief which they therein pray because they do not show that they requested the proper officers of said Corporation to do, rescind, or refrain from doing the things concerning which they seek relief herein, but on the contrary said stockholders from and stockholder admit that they occupied the highest offices in said Corporation and that they have failed to perform, exercise, and discharge the powers and duties which devolved upon them.

The relief sought cannot be granted for the further reason, that it is not sought by said Bill to wind up and settle the affairs of said Corporation and except where such relief is sought, a Court of Equity has no power and will not assume jurisdiction to operate and conduct a Corporation for the benefit of either its stockholders or creditors, and this defendant expressly reserves to himself the right to take advantage of all of these matters in the same manner and to the same effect as though he had raised urged them by demurrer or plea.

Now, having fully answered, this defendant prays that he be hence discharged and the original bill therein dismissed, with proper costs and damages to this defendant in this behalf by him most wrongfully sustained

Gilmore V. Holmes