

intention of the Legislature. This charge, put in plain language, is, that it was not the design of those who asked for the charter to make, nor of the Legislature to authorize, a lateral road to Washington, and consequently, that the contract which has been made for the construction of the main stem of the road, from Baltimore to the Potomac, *with a lateral branch road to the District line*, is a perversion of the original design of the Corporators, and contrary to the intention of the Legislature. The first object of the undersigned will be, to expose the error into which the author of the memorial has fallen in each of the two allegations of fact contained in this proposition.

It is submitted as a universal rule of construction of every charter, that the corporators who prepare the law, and advocate its passage, design to possess themselves of all the powers thereby conferred; and that the intention of the Legislature in granting a charter is to be gathered exclusively from the language of the law which confers the franchise. Another rule of construction equally universal in its application, is, that where a general power is conferred to do a particular work, with an exception forbidding its being done in some one mode, the right to do the work in all other than the excepted mode cannot be controverted. Your attention will now be invited to a few words in the charter of the Potomac Company. The 12th section of the Act of 1853, after providing for the main stem, confers the power to make those lateral roads, in these words: "with such branches at any point of said road, not exceeding twenty miles in length, as the President and Directors may determine." And in a subsequent part of the same section, the law gives the power in these words: "And they may make, or cause to be made, lateral railways, in any direction whatever, from the said railroad."

No argument can be necessary to those to whom this reply is addressed, to show that the corporators of this road who prepared and obtained the passage of the Act of 1853, intended to acquire, or that the Legislature intended to confer the powers granted by that Act. Can any one other than the Baltimore and Ohio Railroad Company, believe that when the Baltimore and Potomac Company asked for, and the Legislature granted the power to make lateral roads from the main stem of their road, "in any direction whatever," that either intended to exclude the power to make a lateral road to Washington, the only point to which a lateral road could be made without loss to the coporators? It is submitted, that this argument is conclusive to show the error of the Baltimore and Ohio Road, in imputing ignorance to the Legislature or corporators to the power conferred by the charter to make a lateral road to Washington. The undersigned charges that the effective argument of the Legislature of 1853, was, that the power to make a lateral road to Washington, was essential to induce capitalists to make the main stem of the