stockholder and his corporation shall fail to agree upon the fair value of said stock, the stockholder shall be entitled to file against his said corporation in any court of equity having jurisdiction over the same, a petition for an accounting and for the ascertainment of the fair value of his shares, and thereupon such proceedings shall be had as are provided by Section 35 of this Article. The proceeding by a dissenting stockholder hereunder shall not prevent or delay the execution and performance of any agreement approved as aforesaid; but in the case of every such sale, lease, or exchange, the vendee, lessee or grantee shall take the property of the grantor corporation subject to its debts and liabilities, including the claim of such dissenting stockholder if such dissenting stockholder shall have notified the vendee, lessee or grantee corporation in writing of such claim within twenty days after the meeting of stockholders of his corporation; and such property may be subject to execution on any decree entered as herein provided, and such decree shall have priority over any incumbrance placed by the grantee corporation upon the property so bought, leased or exchanged; provided, however, that the right granted to a dissenting stockholder hereunder to demand payment for his stock shall cease, if at any time prior to the entry of any decree herein provided for, the defendant corporation shall make it appear to the court that the agreement of sale, lease or exchange has been rescinded by appropriate corporate action, so that the stock of such dissenting shareholder remains unaffected thereby; and provided further, that the provisions of this Section and of the four preceding Sections shall not impair or affect in any way any restrictions, limitations or other provisions, contained in any ordinance granting or conferring any franchise heretofore passed by any municipal corporation of this State prohibiting, limiting or restricting the transfer or assignment of such franchise.

Bill containing no allegation that trade secrets of corporation had been divulged, and as such secrets under allegations of bill are assets of such corporation, fraud on minority stockholders not made out. Allegations merely showing controversy over value in an *intra vires* corporate matter, not sufficient, notwithstanding unity of control and purpose of directors and stockholders of buying and selling corporations. Real complaint that price of stock inadequate. Rights of dissenting stockholders under this section and sec. 35. See notes to sec. 84. Homer *v.* Crown Cork & Seal Co., 155 Md. 78.

See notes to sec. 10.

1927, ch. 581, sec. 36½.

36½. If any sale, lease, exchange or transfer of the property and assets of a corporation as an entirety or substantially as an entirety shall be made pursuant to authority conferred by an amendment to its charter, in the absence of a reservation in such charter of the right to make such amendment, any holder of stock in the corporation issued prior to the making of such amendment, who has not voted for or consented in writing to such amendment or such sale, lease, exchange or transfer, may, within twenty days after notice thereof shall have been given to him by leaving the same with him or at his usual place of business, or by mailing it, postage prepaid, and addressed to him at his address as it appears upon the books of the corporation, (but not afterwards) make upon his corporation