

and Ohio Canal to Cumberland, and for other purposes. You state in your letter "that as the Act requires my approval, before the Chesapeake and Ohio Canal Company are authorized to issue its bonds, for the completion of the Canal, you have desired it proper to ascertain in this stage of the proceedings, whether the forms which have been prepared, would meet with my approbation." One of the forms is intended for the signature of incorporated Companies, and the other for the signature of individuals. In the personal interview which I had the pleasure to hold with you, upon this subject, I ~~expressed~~ ^{expressed} to you the doubts, which I entertained, in reference to the course of proceeding, which had been proposed by the Council of the Canal Company. The doubts which I had the honor to express and explain to you were, "whether the Act of the last Session authorized such a division of responsibility, as is contemplated by the forms of guaranties, which are submitted, for my approval and ^{by} whether the incorporated Companies, for whose signature one of the forms was designed, would be authorized under the decision of the Court of Appeals of Maryland (in the case of the Philadelphia, Delaware and Maryland Steam Company vs Danvers & Gille and Johnson 248) to enter into such a guaranty. In that case the Court of Appeals decided, "that corporations can enter into no contract, which is not expressly authorized by the charters, or which are necessary to effectuate the object of their creation. I had the honor in a subsequent interview, upon this subject, ^{in the company} to state to you that my doubts, upon this point, were in great degree removed, by an examination of the Act of the last Session, for the completion of the Canal. The Act speaks of "incorporated Companies of Maryland, as parties to the guaranties, required by the Act and may probably be properly construed as a legislative authority, to those companies to enter into the proposed contract, in this view of the question, if the Corporation or stockholders of the Company, were (in general meeting called in conformity with the provisions of the charters) to assent to the proposed guaranty, it would possibly obviate, any objections to their power to contract as is proposed. In this country, the forms of the guaranties, which have been prepared, should be allowed, so as to admit the assent of the Corporation & with the conclusion of our interview, you stated that if I could designate any Member of the Maryland Bar, by whose opinion I could be wisely guided, that you would procure and furnish me, with the written opinion of the Gentlemen so designated by you. I now have to state to you that I should have earlier conferred on the opinion of John W. L. (Mr. Mather Esq) upon this subject, and I have to request, that you will submit to him this letter and the forms which have been prepared, and that you will forward me, his opinion upon the subject, so soon as you can obtain it.

Y^r Obedt Serv^t
Thos G. Peck