

*Counter Report of Jervis Spencer, Esq.*

HAGERSTOWN, August 8, 1839.

*Dear Sir,*

At the meeting of the stockholders of the Chesapeake and Ohio Canal, on the 5th inst., and during my short sojourn in the City of Washington, after the adjournment, I had not an opportunity of drawing out a written statement of the reasons which forbade my uniting in the report of the committee.

Forms I consider of very little consequence, and I wish you to file, and treat my letter, in other respects, as if it were a protest or counter report formally made.

It was my intention not to make more than a mere oral statement, in the meeting of the stockholders, of the reasons which prevented my concurrence; but it seems that another course would give greater satisfaction, and is, perhaps, required of me by considerations of justice to myself and others.

It is unnecessary for me to follow the minute details of the report, inasmuch as its general features furnish ample ground of exception to it. The first feature that strikes my mind as remarkable is, the positive certainty with which facts are stated and deductions made with regard to the proceedings of all the officers of the company, and the high praises uniformly given for *diligence, fidelity and skill*, without any fact to predicate them on. It is said to be charitable to praise. True, it may be so when your praises can do no evil. But when the report is considered a certificate of the efficiency of officers filling important stations, I am not prepared to give it until the evidence shall have been furnished, inasmuch as it would be manifestly calculated to expose the directory to unmerited reproach, if, in the faithful performance of their duty, the interest of the company should require their removal.

The report is occupied, to a great extent, with the proceedings of the engineer department, and facts are stated with earnestness, as if they were they were the developements of an investigation upon the sworn testimony of disinterested witnesses. The committee remark, after an elaborate detail of proceedings, (see page 31,) "*They are, however, prepared to speak with great confidence of the diligence, fidelity and skill with which the affairs of the company are conducted at the office in Washington, by the very valuable officers who are there stationed, and by the engineer department.*" Again they say, (see page 29,) "*For the materials which have been employed, the committee feel largely indebted to the very able and efficient officers of the company, especially to the chief engineer, who accompanied them throughout the whole of their examination of the work above Williamsport, and during the tour, as well as since,*