

13. Austin Friars

London 14 March 1884

E.C.

My dear Mr Trafford

I have received your letter with enclosure addressed to Trafford & Partners MacKinnon. I have received the additional parts of the same letter by your letter & have we all very much regret the position you are taking up, it was arranged between you and myself that in consideration of my getting an Colleague & buy your part of the plant and to pay a dividend that you would not go to Florida nor interfere there in the Company's affairs - I carried out my part but yours is being infringed. All that was done for your interests & that of Mr MacKinnon's with against my own judgment and I am entitled to expect that you will strictly conform to your part of the bargain.

What Mr MacKinnon has written Lygar, we have fully concurred in, if you will form another part of your own funds & buy us all out we will gladly retire and wish you all success & prosperity in working the business in your own way - But until you can do this we must keep that control over the Company and its property that we deem necessary for the security of the shareholders, the debenture holders and ourselves who & those who have



advanced money for carrying on the business.

I am glad that instead of sending to Drafford your long letter of complaint & censure, you have sent it to me, for upon reflection you must feel that it could serve no good purpose. It could only have the effect of creating personal antagonism between you and him. The Agent should either be trusted & supported or replaced, there can be no middle course. If Drafford is unfit for his place the Board should be made acquainted with his unfitness & the grounds of complaint against him & have a full opportunity of considering them. The charges brought against him by Crotty when he had to dismiss and by Mr Phelps who appears to have a personal dislike to him are not sufficient.

Whilst we are distracted here by your letter to Drafford we have also to consider your application for a general meeting & alter the statutes of the Company, we have informed Mr Devita through whom your application was sent that the application being informal could not be complied with but we shall be pleased to see Mr Devita and exchange views.

You have expressed your anxiety at the responsibility of your power of attorney being delegated to Drafford also and we therefore telegraphed to you that the Trustees



would be willing to revoke their power to you and give a new power to Trufford + Beardall jointly. It is further proposed that all the "property purchase bills" should be deposited with the Massachusetts Bank and if this arrangement was carried out, the only harm that could come to the proprietors would be in the exercise of his judgment in the sale of property. This however could be provided against to some extent by valuing all the lots & property and putting limits upon them. In this your assistance would be very useful.

At present there seems to be a fear that you are gradually taking up a hostile position both toward the Quaker Board and the Managers in Florida. That you may use your preponderating voting power to carry out your intentions - I cannot believe that you will do this for you know there is not a single shareholder who has gone in to the business with any other object than that of complying with Mr Mackinnon's wish to assist you, excepting Mr Milford who came in as your friend. It is true that you have a preponderating voting power but if this was exercised and a breach created it would result in action being taken to recover the open debts amounting to about \$13000 & even if the Board was broken up the Trustees would still hold



the property of the parties interested. The only effect  
of hostile action would be that of litigation in which the  
property would be wholly wasted.

None of us are so largely interested as yourself  
and some of the English shareholders would seriously  
feel the loss if the Company was to come to grief. But  
there is no reason why it should be, I believe that if  
worked judiciously it might in time become a very  
profitable affair. But it will never do any good so  
long as this picture exists.

Short of a complete rupture which  
~~would lead to bankruptcy & liquidation~~, there are  
only two courses open - Either for you to get some  
of your friends to find the money & buy us all out.  
Or for you cordially to cooperate with your  
"Colleagues in working the business."

If you calmly reflect I am sure you must admit that  
Messrs Fraser, <sup>Johnson</sup> Morris, Milford & I have been most patient  
but it is impossible to go on under the difficulties we  
have had to contend with and I sincerely hope you will  
not force matters to a point which will compel  
us to liquidate the Company. Be assured that  
I write this with the very best intentions, Mr Mackenzie  
has shown such an earnest desire to be free of you

and I am personally so anxious to be of service to  
Mr Sanford & yourself that I would not intentionally  
write anything to hurt your feelings, but  
your way of doing business is not in harmony with  
the necessary conditions of our English Joint Stock  
Company and until you can see your way to releasing  
us of our responsibility by providing the means for  
taking well our interests you must conform to rules

With kind regards to Mr Sanford & yourself  
Believe me

Yours very truly  
Edgar A. Davies

P.S.

In referring to your preponderating voting power I have  
alluded to the shares transferred to Mr Sanford but it was  
understood that in consenting to the transfer of these shares  
to Mr Sanford you would take advantage of the transfer  
to exercise voting power -

Ed