September 25th 1897.

Messrs J.P. Morgan & Co.,

New York City.

Dear Sirs :-

Since I left New York I have carefully considered the matter of the Chairmanship of the Board of Directors of the Northern Pacific, and have had further correspondence with my friends in London, and through them with Berlin, in which I have asked for their full co-operation in everything that would avoid friction and would promote entire harmony in Northern Pacific matters. The extraordinary expense incurred on the line since the present Company took charge of it was authorized by some one. Much of it was not necessary, as the road was in good condition to handle a he vier traffic than it has had or is likely to have. Mr.Mellen has already taken steps to put all the accounts on a basis where they will show accurately what is being done, and where they can be compared with corresponding accounts of the Great Northern in order that any differences can be improved.

In answer to my correspondence with London, I have the following cable from there:

"Earnestly hope Adams and everybody connected with property will loyally acquiesce in whatever changes may be necessary to secure harmonious management, without which prosperity is impossible."

Today I have the following cable from Lord Mount-Stephen:

"Morgan recently cabled Berlin that he personally considered no changes in Northern Pacific Board necessary just now. Berlin surprised at this."

harmoniously I am sure you will agree there should be no difficulty in carrying on the Company's business successfully, and the position of Chairman of the Board could be dispensed with entirely. This would secure harmony and co-operation, and at the same time place the responsibility on the active Executives where it properly belongs. Mr. Adams could remain on the Board as the Berlin representative, and all would be well. I am all ready to ask Berlin to join us in this request, but will take no further steps until I hear from ou on receipt of this letter, when I ber that you will at once advise me by telegraph your wishes in the matter.

In regard to the new Board, I hope that in view of the large interests represented, you will be willing to elect Mr. John G. Moore and Col. Oliver Paine; and if not making too much change in the Board, Mr. John S. Kennedy. All of these gentlemen are well known to you, and are largely interested in the property.

Mr.Mellen is expected back tomorrow from a Western trip over the road. He is taking hold earnestly, and will have all the assistance I can give him, and I am glad to say that he is very quick to learn and most anxious to do all in his power to secure the best results for the Northern Pacific.

Kindly wire me in cipher as early as possible your views, and I will be governed accordingly.

Yours very Eruly Office States of the States

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