23 Pa. 147; 62 Am. Dec. 323: 'If, therefore, a person should leap from the car under the influence of a well-grounded fear that a fatal collision is about to take place, his claim against the company for the injury he may suffer will be as good as if the same mischief had been done by the apprehended collision itself.' This doctrine is fully recognized in this State. *Railway Co.* v. *Foshee*, 125 Ala. 199, 214–216, 27 South. 1006; 1 Shear. & R. Neg. sec. 64; 7 Am. & Eng. Enc. Law, pp. 399, 400. The complaint, we therefore conclude, presents a case of necessity for the act in the doing of which Mrs. Owen received the injuries counted upon. This necessity was a link in the unbroken chain of causation, beginning with the driver's negligence, and culminating in the injury. The negligence caused the necessity for plaintiff to leave the car. The leap or attempted leap or jump from the car caused the injury. There was no intervening, independent, superseding cause for the result complained of. In legal effect, it is as if the links in the chain were discarded—as if the plaintiff had remained on the car, and received her hurts from actual collision between the engine and the car. The negligence, in contemplation of law, operated as directly to the infliction of the injury in the case alleged as in the case assumed."

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CORPORATIONS—RIGHTS OF MINORITY STOCKOLDERS TO REVIEW ACTS OF DIRECTORS—ANNULMENT OF SALE.—As a general rule, the courts will not aid a stockholder in an attempt to control the managing agents of a corporation, representing a majority of the stockholders, in the absence of allegations of fraud, *ultra vires*, breach of trust, gross negligence or misconduct. *Watkins* v. *N. A. Land & Timber Co.* (La.), 31 So. 683. Citing *Timber Co.* v. *Watkins*, 48 C. C. A. 254, 109 Fed. 101; 4 Thomp. Corp. sec. 4480; 1 Morawetz Priv. Corp. (2d ed.), sec. 203; 1 Cook, Stock, &c. Law (3d ed.), sec. 11: *Gamble* v. *Water Co.*, 123 N. Y. 91, 9 L. R. A. 527.

But their right and duty to do so in a proper case is indubitable. Where plaintiff showed that the officers of a corporation in which he held twenty-eight per cent. of stock, had sold fifteen per cent. in amount and much more than fifteen per cent. in value of the real estate of the corporation at about one-seventh of its value, adjudged by the court to be "a vile price and upon ridiculous terms," it was *Held*, that thereby such gross mismanagement, waste, misuse and misapplication of the assets of the corporation had been shown as to constitute a fraud in law and to entitle plaintiff to file a petition for the benefit of the corporation, for the purpose of staying the sales if incomplete, or of rescinding them, if complete.

Per Provosty, J.:

"If such discrepancy exists, the bounden duty of the managers of the corporation in the discharge of their trust is to bring suit to annul the sale. Except that such duty is dependent for its proof on facts, instead of mere naked law, it is not to be differentiated from the duty to resist the payment of a tax, a breach of which duty has been recognized by the Federal Supreme Court, presumably the highest authority on such a question, as affording clear ground for interference by the courts at the instance of the stockholder. *Dodge* v. *Woolsey* 18 How, 331, 15 L. Ed. 401; *Pollock* v. *Trust Co.*, 157 U. S. 429, 15 Sup. Ct. 673, 39 L. Ed. 759; Id. 158 U. S. 601, 15 Sup. Ct. 912, 39 L. Ed. 1108; *Smyth* v. *Ames*, 169 U. S. 466, 18 Sup. Ct. 418, 42 L. Ed. 819."