

in the state, can be separated from the main business of the company and considered as a distinct undertaking. Once the separation is made it runs through the entire subject, so to speak, and serves as well to put out of the equation the debts assignable to the main office or manufactory as the credits pertaining to the main office as such. In other words, going back to the case of *Hubbard vs. Brush*, 'the business it transacts in this state' must be considered as a separate and distinct undertaking as well for the purpose of ascertaining the amount of the legal bona fide debts owing on account of the business as for the purpose of ascertaining the sum of the claims and demands due to or to become due to the company on account of that business.
* * *

The opinion then concluded as follows:

"Admitting, then, the seeming injustice of the application of the rule to the case at hand, but being unable to find statutory or other ground for assigning to the business of the Columbus branch of the H. J. Heinz Company any part of the indebtedness of the home office of the company for the purpose of deducting such part from the total sum of the claims and demands due to the Columbus office and arising out of the business conducted by it, I am of the opinion that the only debts of the company which may be deducted from such claims and demands, for the purpose of arriving at its credits taxable in Franklin County, Ohio, are the debts which have been incurred in the course of the business conducted at Columbus, considered as a separate undertaking; that is, such debts as have been incurred by the Columbus office in or by the corporation itself for and on behalf of the Columbus office in such a way as that the relation between a particular indebtedness and the business of the Columbus office can be definitely shown and ascertained. Inasmuch as the company does not claim the existence of any indebtedness of this class, but asserts merely the right to deduct either all debts of the company owing to persons residents in Ohio or a proportionate part of the debts of the company assigned to the Columbus office on the basis suggested by the sales of the Columbus office, as compared with the sales of all the other branch offices of the company, I am of the opinion that both of these claims of right, should be denied, and that the company should be limited to the deduction of such indebtedness as has been created by or in behalf of the Columbus agency and that only."

Specifically answering your question it is my opinion that the only debts deductible in the instant case are those growing out of the conduct of the business by the Cleveland branch of said corporation.

Respectfully,
EDWARD C. TURNER,
Attorney General.

2255.

APPROVAL, FINAL RESOLUTION ON ROAD IMPROVEMENT IN
HARDIN COUNTY.

COLUMBUS, OHIO, June 19, 1928.

HON. HARRY J. KIRK, *Director of Highways, Columbus, Ohio.*