DIMPLETHORPE

BY

THE AUTHOR OF ST. OLAVE'S
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VOL. III
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"ST. OLAVE'S," "JANITA'S CROSS," "ANNETTE,"
"LITTLE MISS PRIMROSE,"
&c., &c.

IN THREE VOLUMES.

VOL. III.

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ROSE EMMA and Mr. Tewksby brought home one or two interesting items of news, for the entertainment of the little party gathered round the supper-table. Audrey was not there to hear them. She had taken refuge in her own room, for the sake of quiet in which to think over her plans.

In the first place they had met Mr. Barraclough, and Mr. Barraclough had told them that Lord Laxby's place was likely,
after a month or two, to be filled with company for the hunting season. Crockingford was getting rather too crowded now, and families who did not like to be mixed up with the newly rich London people, were beginning to fall back upon Dimplethorpe, as more select and out of the way, even if they did have to ride a little farther to the meet. It was also said that Squire Bentham, who had been losing a great deal of money lately on the turf, was going to let Dimplethorpe Hall for the winter, and the Berry-Fontenoys were to take it, a branch of the same family that always used to come to Dimplethorpe in the old times, and that made the place so gay with their handsome daughters and gallant young gentlemen. And people did say Lord Lowbrooke was going to bring his hunters to the "Bull and Crown," but nobody was quite sure about it yet.
The second piece of information which the young couple brought was of more direct personal interest. As they passed Miss Parley's neat little house in the vicarage lane, Rose Emma noticed that the card "Apartments to let" was taken out of the window. Being both of them on friendly terms with Miss Parley, they called in to ask whether any of the hunting people had taken her rooms too, and learned, to their great surprise, that she was expecting Mr. Hathaway to board and lodge with her, as soon as the week's notice which he had just given to Harriet Brown should have expired.

"So you see he's making a little money, ma, or else he didn't tell you the truth when he said he couldn't afford to take Mr. Vincent's rooms. He might just as well have come and asked if he could have them now, though, for Cousin Tholthorpe says there
isn't a doubt what he means with going to Mrs. Haythorne's as he does, now that Audrey's there so much."

"Rose Emma," said Mrs. Ferguson, "you'd best be quiet about that. Audrey's a sensible girl, and doesn't lay herself out for anybody to come after her, and she has told me with her own lips that there isn't anything between herself and Mr. Hathaway. And I can't say but what I'm glad to hear it, so long as he's so taken up with folks that can only help to blow him out with conceit. You'll oblige me, Rose Emma, by not mentioning him again."

"Very well, ma. I'm sure it's nothing to me where he comes or where he goes. Only, if there isn't anything between them, I don't know why she couldn't have given Mr. Barraclough a different answer. I made up my mind, when she sent him away, that it was all settled with Philip Hathaway, and
that was the reason why. Else she couldn't have done better."

And Rose Emma, who would cheerfully have married any one out of five and twenty eligible young men in Dimplethorpe, if Mr. Tewksby had not asked her to marry him, helped herself to some more cold beef, the walk having given her an appetite.

Mrs. Ferguson left the young people to themselves, and went up to Audrey.

"I know what I am going to do, mamma," said Audrey. "I don't think I could settle anything better. I will write and ask Grandmamma Ferguson if she will let me go and stay with her for a little while. I might be able perhaps to get a situation there as good as Mrs. Haythorne's."

"Goodness, child! What, and leave us altogether? I never thought of such a thing! There's Miss Hart would go down
on her knees almost to have you back again. She was telling me so only the other day, and salary no object, and your afternoons free for London, same as before. I made myself sure you would go back to Miss Hart when you'd got clear of Mrs. Haythorne."

"No, mamma, I shall never go to anyone in Dimplethorpe. I have made up my mind not to stay in the place. I do not wish to meet Mr. Hathaway any more after what has been said to me about him."

"Oh! is that it?" said Mrs. Ferguson, guessing now what had been the cause of the quarrel with Mrs. Haythorne. "I don't know what business it is of hers, nor what she has to do with it, so long as you attend to your duty in what you've engaged to, and I'm sure you're a girl who will always do that. If you have a mind to look favourably upon the young man, it is your
affair and his, and nobody else's, and I should have told Mrs. Haythorne so, if she had said a word to me about it. I've a very great mind to put my bonnet on and go and see her this very night."

"No, mamma, it is no use, for I have decided what to do. I do not mean to see either Mrs. Haythorne or Mr. Hathaway again for a very long time, if I can help it."

"You're a queer girl, Audrey. Now, if it had been Rose Emma or Frances Ann that had anything of that sort said to them, I'll be bound it would not have made a bit of difference. Indeed, old Mrs. Frogston, who watches every mortal thing that goes on in this house, did set on Frances Ann about Mr. Vincent, when she'd seen them walking arm-in-arm up the street, and taxed her with its being an engagement; but, as Frances Ann said to me, and sensibly enough, if she had a mind towards him, it
was not all the Mrs. Frogstons in the world that should put her off it, and he made her an offer the week after."

Audrey did not say that Mrs. Haythorne's remarks had been a shade more vulgar than those of gossipping and observant Mrs. Frogston, and her mother continued.

"It's my opinion, Audrey, if either of the other girls had been like you, Mr. Vincent and Mr. Tewksby would have had to go farther for their wives. But you're your father's child down to the very tips of your finger-nails, and I can't say more than that. Always worritting and fidgeting yourself about what other people think about you, and wondering whether you've done right or whether you've done wrong, while you never get a bit of peace with it."

"Well, mamma, at any rate I am not wondering now whether I have done right or whether I have done wrong. And I
only want to know whether you are willing for me to go to Grandmamma Ferguson for a long time."

"Well, child, I daresay, as things are, you won't be content so long as that fine Mrs. Haythorne is coming and going about the place. And you'll see the end of it will be that she'll make Mr. Hathaway as set up as herself. Rose Emma's brought word in to-night that he's taken Miss Parley's rooms, and is going into them as soon as his week's notice is up with Harriet Brown. If that isn't conceit, I should like anyone to tell me what is, and my apartments not good enough for him!"

Audrey did not like to tell her mother the reason of that. What would Mrs. Ferguson have said if she had known that Mr. Vincent and Mr. Tewksby, the men in whom her matronly pride delighted, were not good enough now to be guests in the same house
with Phil Hathaway, the basket-maker's son.

"Never mind, mamma. You can do very well without him. But about London?"

"Well, child, as you can't settle here, I don't see but that it would be a good thing for you to go to your Grandma Ferguson's. She's always been very keen about your living with her, only it didn't suit your health when you was a young child. I shouldn't wonder, though, if it agreed better now, and you would have the satisfaction of being a comfort to her, getting into years as she is. I could never make up my mind to any of my girls going anywhere to be a burden. I'm not the woman to do it. I'll write to her this very night, Audrey, it's a sort of thing that will come better from me. And then, according as she says, we can settle it. Though I can't say but that I shall be very sorry to lose you."
And with a kiss that had a world of motherly love in it, Mrs. Ferguson went downstairs to acquaint the rest of the family with the change that was about to be made.
CHAPTER II.

NEXT morning Audrey went down to the Manor House. Miss Burnaby must hear what had happened from herself.

"I can't quite explain it all to you," said the young girl, with a bright, proud gleam in her eyes. "But you must believe me when I tell you that there was nothing else left for me to do. If you knew all, I think you would say that I had done right."

"Then I will say it now, my dear," said little Miss Burnaby. "I have always found you a sensible girl, and I don't think your sense would fail you when it was most wanted. When you feel that you can tell
me more about it, you shall. There, there, now you are not to go and excite yourself."

For the tears were beginning to shine in Audrey's eyes, and there was something in the set of her lips which told of a whole world of purpose and resolution. Indeed, as Miss Burnaby said to her brother Jack, Audrey might have been the highest lady in the land, for the pride that shone through her eyes, and rang in the clear tones of her voice. One could but wonder where the girl had hidden it all these years.

What had happened she knew not. But Mrs. Haythorne, who also thought that it would be wise to make an explanation in good time, came in soon after Audrey had left the Manor House, and was by no means so reserved in stating the facts of the case, as seen from her own point of view.

"Did you ever hear anything like it, Miss Burnaby? To think of my going upstairs
into her room after dinner, intending, you know, to speak a kind word to her, and assure her that I was willing to overlook such an unwarrantable outbreak of insolence, and there finding a note on the table, coolly informing me that she had gone home, had given up her situation! Now that does strike me as the most heartless ingratitude. And after I had been so kind to her. Really, if she had belonged to me, what could I have done more?"

"Was she good to Victor?" asked Miss Burnaby, quietly.

"Oh! goodness itself! You cannot think how that child was devoted to her. Indeed, poor little fellow! he has done nothing but sob as though his heart would break, ever since I told him she was not coming back again."

"Then I think you were bound to be kind to her. That was the least she could
expect. But, at the same time, I am very sorry she should have acted so hastily. Still one cannot always tell. She may have had some little difficulty which you could not understand."

"Oh! I think I do," said Mrs. Haythorne, with a glance of intelligence. "I give myself credit for a great deal of penetration, and I never find it fail me. You know I have reason to fancy there is some sort of attachment on her part to Mr. Hathaway."

In that moment Mrs. Haythorne fell from her pedestal in Miss Burnaby's estimation. Beautiful, intelligent, cultivated, artistic, she might be, but she was no lady, in the true sense of the word, to speak a thing like that of any other woman. Miss Burnaby's ideas on that subject might be a little overstrained, probably—according to the exceeding candour of modern feminine notions, they were; but she would have felt herself untrue to all
the traditions of nobleness and honour and refinement which, for her, gathered round a woman's name, if she could have let her lips frame such a speech, touching even an enemy, if that enemy had been of her own sex. She had already found out for herself that Mrs. Haythorne was not perfection. Now she was learning that she might state the case considerably more broadly than that.

"It is not my way to speak of these things," she said, with a delicate little touch of scorn. "I suppose, if you are correct, it is a matter between themselves alone."

"Excuse me, Miss Burnaby, but I do not look at it quite in that light. You know one has to think of things as they may be years hence. Mr. Hathaway is so unusually gifted."

"And so is Miss Ferguson."

Mrs. Haythorne fidgeted. She was not
accustomed to be argued with, even in the mildest way. She used to say to the Major, if ever he ventured upon anything of the sort, that it made the burden of her life too heavy. She could scarcely say that to Miss Burnaby, who was not supposed to know that her life was burdened at all, still less to know that she was attempting to lighten the burden by making a worse one for other people. But she must justify herself all the same.

"Yes, of course, Miss Burnaby, Miss Ferguson is very clever in her way, only the ways are so different. I am sure, with your clear common-sense, you must see well enough what I mean. It would be the maddest thing in the world for an artist like Mr. Hathaway to go and tie himself down to a common-place girl, with no sort of style or presence about her, when, if he waited, he might almost marry a lady of
title. And with such a bundle of relations as Miss Ferguson has in the place. If she had a particle of proper pride in her, she would see it in the same light herself."

"Miss Ferguson is not wanting in pride, Mrs. Haythorne."

"Not pride of one sort. But proper pride I am sure she wants, or she would not allow herself to entertain the thought for a moment. Why, she cannot but know what a failure her father's life was, simply because, before he knew what his position might be, he married a woman utterly beneath him. Indeed the whole thing has taken hold of me so strongly that I mentioned it to Mr. Hathaway when he came to give me my lesson the other day—yesterday, in fact."

"Then I must say I think you did what there was no necessity for doing," said Miss Burnaby; "but I do not see what that has
to do with Miss Ferguson going away in such a hurry. Of course she did not know that you had been saying anything to Mr. Hathaway on the subject."

"Oh! yes, she did, though," said Mrs. Haythorne, complacently. "I felt it was my duty to tell her what I had said, and then, if her conscience reproved her, she could take it to herself. I have no idea of a young man being sacrificed in that way. Especially a young man like Mr. Hathaway, who has so little appreciation of his powers."

"I believe Philip Hathaway knows that he is a talented young man, which is quite enough for him to know at present. And I believe the best thing in the world for him, just now, would be to win the love of a thoroughly pure-minded and noble girl, like Audrey Ferguson, though probably what you have said will make it rather difficult for him to do that now."
Mrs. Haythorne was exactly of the same opinion, though she did not say so. And Miss Burnaby continued—

"But do you really mean that you hinted to Miss Ferguson that she was laying herself out to attract Mr. Hathaway? I can scarcely understand any lady saying a thing of that kind to another."

"Oh! dear, no, Miss Burnaby, nothing of the sort. I would not for the world do anything so under-bred. I merely gave her a little friendly caution, which an old married woman in my position can do without any offence."

"And which, for a girl like Audrey Ferguson, would amount to just the same thing as telling her that she was laying herself out to attract him. I really do not wonder, Mrs. Haythorne, that she resigned her situation. The wonder would have been if she had retained it, after such a thing had been
said to her. I think you could scarcely have respected her yourself, if she had. Especially when Mr. Hathaway is coming to your house so frequently. I think she has acted with great dignity under the circumstances."

"How funnily you do take things!" said Mrs. Haythorne, showing a row of the most lovely pearly teeth in a smile at the bare idea of a girl in Miss Ferguson's position taking upon herself to be wounded because a lady, who knew what was due to society, had given her a little friendly advice. "I quite thought you would have sympathised with me, for I assure you it was a most unpleasant thing for me to be obliged to do."

"I can quite imagine that," replied Miss Burnaby. "It only seems a pity that you should have put yourself to so much trouble. And for it to have ended so unsatisfactorily, too."
"Well, if you mean that her leaving me in such a rude manner was the unsatisfactory part, I must tell you that I do not think my remarks about Mr. Hathaway had anything to do with it. She actually had the impertinence to be offended because I did not give her precedence as a guest when we went in to dinner last night."

"Indeed! But I thought you really considered her your guest after school hours. I thought you had asked her, as a personal favour, to stay with you whilst Major Haythorne was away."

"Well, so I did, and I was most scrupulous in behaving to her as if she had been a guest. Only, of course, when she gave herself such airs after what I said to her about Mr. Hathaway, I thought it my duty to make her understand what I really thought of her conduct."
"And so you told her, I suppose, that she was not to consider herself your guest any longer. I mean, you told her before you went in to dinner."

"Oh! no, Miss Burnaby. How could I say such a thing? I left her to infer it from the fact that I resumed my own position. Of course I took it for granted that she would resume hers."

"Yes. But, with girls like Audrey Ferguson, one cannot always take things for granted. I should almost have said that, until she was directly told you did not consider her your guest, she was justified in retaining the position you had asked her to take."

"Oh! Miss Burnaby,"—and Mrs. Haythorne laughed again, but with a shadow of annoyance,—"I see you are determined not to understand me. I assure you it was such
a very disagreeable thing for me to do, and I made myself quite sure that you would be so sorry for me."

"I am sure I am, Mrs. Haythorne. I am very sorry indeed for you."

But Miss Burnaby's tone left something to be desired. Mrs. Haythorne felt that she was not entirely sympathised with. Indeed, Miss Burnaby's tone left it a matter of doubt whether she were not very sorry for Mrs. Haythorne because that lady had been acting in an unladylike way. And of course Mrs. Haythorne knew that she had been acting in a very unladylike way, but that was of no consequence so long as people did not find it out. She was afraid Miss Burnaby was beginning to find it out. It was a nuisance.

But most opportunely, before the conversation had reached a decidedly uncomfortable stage, the old General came in,
having heard that it was Mrs. Haythorne, with whom he always enjoyed having a chat. And nothing more was said about Audrey Ferguson.
CHAPTER III.

UNFORTUNATELY for Mrs. Haythorne, the Indian mail came in that very afternoon, and amongst other letters for the General was one from his old friend Colonel Cawdry, who, instead of coming home on his retiring pension, took it to Mahablesh-wur, and managed to gossip away his time very comfortably amongst the idlers of that oriental Capua.

This was part of the Colonel's letter:

"And so you have got that handsome little flirt, Major Haythorne's wife, at Dimplethorpe. Well, I hope she will behave a little better there than she did up here last
hot weather. I need not utter a note of warning to you, as, if you are not old enough to take care of yourself now, you never will be; but I should advise any young man of my acquaintance to keep out of her way. The Major took her home in a hurry last year, because people had begun to talk too unreservedly, as they have a habit of doing in places like this, whether there is any reason for it or not. I think, in the case of Mrs. Haythorne, there was a reason. However, one might have told him what would have been the consequence of marrying such a woman, under such circumstances. The story out here is that she was engaged to a poor young artist, and then the Major came forward, and her mother, in some underhand way, got the other affair brought to an end, and she married Haythorne, with the very straightforward understanding that she did not love him at all. Afterwards she
heard all about it, which of course did not make matters better, and she found that the Major knew at the time, which of course made them a great deal worse. I only give you the story as they tell it here; I don't know how much of it is true. I am very sorry for them both; only, at the same time, she ought to know how to behave herself. But I don't believe she can help it. It is in her nature. I believe she is that sort of woman who would flirt with an umbrella-stick, if it happened to have a handle in the shape of a man's head."

It was this last expression which sent the General chuckling into his sister's room.

"Just like old Cawdry. He always had such a queer way of putting things. But I do believe he is more than half right about Mrs. Haythorne, and no wonder either. I always thought there was something more
the matter between them than just the Major being a muff."

"Poor Major!" said Miss Burnaby. "I am very sorry for him."

"Well, I don't pity him a bit. A man who goes and marries a woman when she tells him plainly that she doesn't love him, just deserves all he gets. I pity her a great deal more."

"Even to the extent of being willing to become an umbrella handle for her?"

"Well, no, not quite so far as that. I am rather too old to be affected in that sort of way. And yet you know, Jane, it is pleasant when a handsome woman is evidently taking pains to make herself agreeable to you. It is in the nature of a man to like it."

"Then all I can say is that it is in the nature of a man to be a simpleton," said
Miss Burnaby, flinging the letter down, and going into the garden amongst her flowers, as she always did when anything vexed her.

For her brother Jack, honest old fellow as he was, was evidently not so very indignant with Mrs. Haythorne for flirting right and left, so long as she made herself agreeable and looked pretty whilst she was doing it. And if he, with his seventy years' experience of the world, did not see the mischief of it, was young Phil Hathaway, whom Mrs. Haythorne was doing her best to beguile now, likely to be less blind?

Indeed, as the little woman said to herself, jerking off the heads of the daisies with her parasol as she passed them, what were the most of men but blind where their vanity was touched? Let a woman do what she would for a man—sew for him, knit for him, mend for him, sit up of nights
for him, wait upon him in all sorts of ways—so long as she did not flatter him, he would not care a fig for her. And if she did flatter him, she might safely leave all the rest of the things to be done by some one else; she would still have the first place in his good graces.

Miss Burnaby sat down and began to think about it. She thought she could see a little farther into things now. Mrs. Haythorne had a motive in her extreme anxiety about Phil’s prospects. She had found his companionship pleasant to herself, and she was determined to keep it, even though that could only be done by coming between him and the girl whom he loved, or rather whom Miss Burnaby hoped he might have loved. She must have somebody to flirt with. There was no one so convenient as Phil Hathaway. And Phil Hathaway would not be convenient if he cared enough about
Audrey Ferguson to wish to make her his wife. Therefore he must be made not to care for her, and the best way of accomplishing this was to make him believe that she and her mother were scheming to entrap him.

Oh! the wickedness of the world! And then for Jack to take it so quietly! As if it was a perfectly natural thing that women calling themselves ladies should behave in that way.

Jack, strolling up and down behind his cigar amongst the geraniums, only laughed at his sister's old-fashioned indignation.

"You may laugh, Jack, but I don't see anything to laugh at in it. Mrs. Haythorne is worse than a flirt—a great deal worse."

"There you go again, Jane," said the General. "I never did see anything like you women for flying in each other's faces."

"I don't fly in anyone's face, Jack. I
only say what is the truth. There is Colonel Cawdry’s letter to substantiate it."

"Colonel Cawdry’s letter doesn’t substantiate anything," said Jack, puffing a cloud of cigar smoke into Poll the parrot’s face, greatly to the surprise of that respectable bird, "except the fact that the Major is a muff, and, as we all knew that before, it doesn’t need substantiating. He is fifty times more to blame than poor Mrs. Haythorne."

"Poor Mrs. Haythorne, indeed!"

"Yes, poor Mrs. Haythorne. I daresay she is about as miserable a woman as any in Dimplethorpe. I shouldn’t like to see you standing in her shoes, Jane. And when a woman is handsome, what is she to do?"

"Behave as handsomely as she looks, Jack, of course," said Miss Burnaby, with decision.
"The world would be a great deal better than it is, Jane, if the women would only behave according to their looks; but, as far as I have been able to make them out, the better they look the worse they behave. We must take things as we find them. Why, Jane, you've lived here quietly all your days. You don't half know what society is made of."

"I know this, Jack: that it isn't a very respectable thing for a woman to flirt before she is married; but it is ten times worse for her to do it afterwards."

"And I know this, Jane: that, if a woman flirts before she is married, she will most probably do it afterwards, too."

"But, Jack, it's wicked."

"I don't know that it's particularly wicked to want to be admired."

"No; but Mrs. Haythorne isn't content with that. I shouldn't care so much if she
only wanted to make people admire her, but she tries to keep them from admiring anyone else, and I do call that mean.”

The old General laughed at his sister’s simplicity.

“Why, Jane, do you think a handsome woman is content to be admired with a dozen or so of others, share and share alike? Why, what would it be worth if everybody had it all the same? It is just because what she gets is taken from some one else, who wants to have it, that women like Mrs. Haythorne care for it at all. You might as well take the gilt off the gingerbread altogether as hand it round for everyone to help herself. Do you think Venus would have cared a quarter as much for that apple if Juno and Minerva had each got one too?”

“I’m sure I don’t know,” said Jane, looking bitterly across to the rosy-curtained
windows of Meadowfield Lodge; "but I do know that it's a very wicked world, and I'm glad I haven't much to do with it, if that is the way things go. And so you say it's perfectly right for Mrs. Haythorne, who has a husband of her own and everything she wants——"

"No, she hasn't everything she wants. That's just what she hasn't got, by a very long way."

"Then she has as much as she deserves, which comes to the same thing. And she is to go and try to prevent Phil Hathaway from marrying some one who would be just the wife for him, in order that she may have him all to herself, and be dangled after and flattered as if she were a belle in her first season. Jack, I would never have believed you could stand up for that sort of thing."

"I don't stand up for it, and I don't say
whether it's right or whether it's wrong, but I do say that it is what all the Mrs. Haythornes in the world do, and there are more of them than you think, Jane, though you haven't happened to come across them. It is her nature to want to draw people to herself, and, so long as the Major is foolish enough to go away and leave her to do as she likes, it is no business of yours or mine to raise a storm about it."

"Very well, Jack; then all I have to say is that I am very thankful I was not born a man, if that is the way they look at things."

"And I am quite as thankful, Jane; for, if you had been born a man, I should have lost the best sister that ever an old fellow was blessed with. Now just go and leave Mrs. Haythorne in peace. If you attempt to meddle with her, you will find her more than a match for fifty Jane Burnabys rolled into one. There, Polly."
And, with this wise piece of advice, the General puffed a fresh cloud of smoke into the parrot's face and went his way.
CHAPTER IV.

Phil came away from Meadowfield Lodge on the afternoon of that first lesson with, as it were, a new world of thought opened to him. At first Mrs. Hathorne had been only a very beautiful and fascinating woman of society, who had graciously bidden him into her drawing-room, and would allow him to learn from her there some of the graces in which at present he was so sadly deficient. Then she had found herself able to learn from him. If she was mistress in the world of social life, he was master in that higher world of art; and, to tread worthily in that
world, she must ask him to teach her. With the most gracious humility she had done so, and added a fresh charm to their intercourse.

But now she had gone farther still. She had asked for his sympathy, not with her aspirations, but with her sufferings. She had drawn aside the veil of her own life, which appeared on the surface so beautifully enviable, and she had let him see how empty it was, how beggared of all which a nature like hers craved for its satisfaction, how much it needed kindness and companionship which he could give. She had singled him out from all her friends, and told him what she could tell to no one else.

Phil had but one thought in his mind, when, with that quiet pressure of the hand, he said good afternoon to Mrs. Haythorne—pity for a beautiful and lonely woman, longing to do something to make the loneliness less painful.
He was scarcely unprepared for the fact of her not being quite happy in her home life. He had never yet seen Major Haythorne, but he had heard enough about him to feel certain that he was not very companionable, except upon subjects connected with tailoring and millinery. No one said anything against him, but he was spoken of with a deprecating kind of pity which was almost more humiliating than actual blame, more humiliating, at least, for a woman like Mrs. Haythorne, who, if Phil judged her rightly, could better tolerate badness with a dash of talent in it, than that neutral-tinted mediocrity which could never make its mark in the world, either for good or evil. It was hard that her life, which might have been so vivid and brilliant, should be dragged down to the dead level of his, dulled by the perpetual presence of that vapour of common-place. There was a look in Mrs.
Haythorne's face when, perhaps involuntarily, she told him of her companionless-ness at home, which made him feel almost as if he could have flung the Major into Dimple-thorpe moat.

Of course Phil had not time just then to ask himself how much of this fine chivalry arose from the glamour produced by a pair of large gazelle-like eyes, conjoined with a strong appreciation of his own talent, or genius, as he was now prepared to esteem it. And it had not occurred to him to imagine what the effect of Mrs. Haythorne's candour respecting her home relations would probably have been, had she expressed it through the medium of small dull eyes and a plain countenance, or had her opinion of his pictures been that which a Royal Academician would in all likelihood have given. Enough for him that, in virtue of his artistic and sympathetic temperament, he had been
constituted her friend, and might now speak to her with a confidence which no one else in Dimplethorpe possessed.

That new interest in his life for a time eclipsed all others. He felt that it would be simply impossible for him, under the circumstances, to go and spend an evening at the Moat House, listening to the vapid conversation of Rose Emma and Mr. Tewksby, or, worse still, the hints which Mrs. Ferguson occasionally dropped as to the relationship which might ultimately arise between himself and Audrey. Had Mrs. Haythorne really penetrated to the truth, when she hinted to him how frequently young men were made the dupes of designing mothers and daughters? Was it the case that both Audrey and Mrs. Ferguson were taking for granted that the permission asked by him three years ago, when he was a raw, inexperienced lad, was desired still,
now that he found himself a man and an artist, with a splendid future before him, and almost any position possible to him?

It was a happy accident that he met Audrey, and could tell her—at least, give her to understand, without the awkwardness of an actual interview with Mrs. Ferguson—that he did not intend to visit at the Moat House on a footing of equality with Mr. Vincent and young Tewksby, and people of that sort. He must now take up his position as a gentleman, and keep himself clear, as far as might be, of all influences that would drag him down.

And he must leave that little thatched cottage, which was so mixed up with associations belonging to the old straitened life. Mrs. Haythorne had asked leave to come with the Major some day and look over his pictures. It would be simply impossible to ask her to come up the narrow broken stair
into that squalid upper room, and seat herself upon a bundle of osiers, which was the only couch he had to offer her. Miss Burnaby might possibly do such a thing for the fun of it, but he should not like to see Mrs. Haythorne, with all her grace and beauty, in such a position. She had hinted at Miss Parley’s rooms in the Vicarage lane as being the very place for an artist. His lessons at Meadowfield Lodge would provide the means of paying for them. He would go at once and make the necessary arrangements. He did.

Miss Parley was delighted. That notice of "Apartments to Let" had been in her front window until it was mouldy with age, and not so much as a single application had been made for the privilege of living in such a genteel and picturesque locality. Phil came to terms with her at once, said he should take pos-
session of the rooms within a week, and then he went and told Harriet Brown, in the kindest manner possible under the circumstances, that he should be obliged to leave her, as he did not find the cottage quite roomy enough for his requirements.

That was a good thing settled. He seemed to have taken a fresh start towards respectability. Now, by way of occupying the remainder of the evening, he would take out his sketches and put aside the best of them in a separate portfolio, to be ready when Major and Mrs. Haythorne should pay their proposed visit.

That took him a long time, for he frequently paused to think over the events of the afternoon. He seemed to have lived such a long time, and to such purpose, in those two hours at Meadowfield Lodge. He was meditating over that part of the conversation which had related to his own
prospects, and the danger of marring them by a too early engagement, when a little note was brought to him, addressed in a lady's hand, not Miss Burnaby's. This was it:

"Dear Mr. Hathaway,

"Please forget what I said to you this afternoon. I felt afterwards that I had taken a most unwarrantable liberty, considering the short time I have known you. I refer to what I said about entangling yourself at present. I am sure I do not know why I should have presumed to say it, unless for the strong feeling of mental kinship which I felt from the very first time I saw you, and my earnest desire that your life should not be wrecked, like mine, by want of self-appreciation. It was said in confidence, perhaps in haste, and I apologise. For that other confidence, which I
feel has made us stronger friends than before, I do not apologise, either to yourself or anyone.

"Yours faithfully,

"Delphine Haythorne."

Mrs. Haythorne knew very well what the effect of that polite little note would be. She made up her mind to write it as soon as Audrey left the dinner-table. She could now say, if such a course appeared necessary to keep Miss Ferguson with her, that she had apologised to Mr. Hathaway for any inadvertence in the conversation, whilst, at the same time, the apology would make what she had said ten times more effectual by bringing it all up before him again. It would be like having the conversation repeated. And then that little allusion to her own personal affairs would enlist his interest afresh in herself, if that needed enlisting.
Phil put the letter into his pocket. *Delphine!* What a pretty name! No, not pretty exactly, artistic, distinguished! It was like a fresh link between them even to know it. Delphine Haythorne!—Audrey Ferguson! What a contrast! And where had he seen that name of Audrey before? Was it not in one of Shakespeare's plays? And who was she? Were not the words printed in clear, fair, legible type amongst the *dramatis personæ* at the beginning of the play—

"*Audrey, a country wench.*"

Curious that it had never occurred to him before! And he had actually thought the name a pretty one. Well, it *was* pretty in its own association, a sort of name belonging to a dairy and cheese farm, but compared with Delphine——

It was very kind of Mrs. Haythorne to
write to him. It showed that the conversation had been making some impression upon her, too. At first he was afraid she meant to apologise for what she had said about herself, to beg him not to think of that again, which would have been rather a disappointment to him; but the close of the letter set all that straight.

What was that first part of the conversation—for they had spoken of so many things?

Phil shut his eyes and went back over the whole ground mentally, taking out his little sketch of the castle and moat to help him. There, where that bit of warm colour was touched in upon the foreground, Mrs. Hathorne had given him the passing glimpse into her own life. He was just searching for the right tint, when, turning round, he saw the tears in her eyes. Then there was the figure of Audrey in the grassy hollow.
He was painting, not that, but another figure instead of Audrey, when Mrs. Haythorne said something which brought the girl vividly to his mind. And those shadows under the flag-leaves; he was just deepening them when the conversation began to touch upon his own personal interests and prospects. Feeling his way by these landmarks, he gathered it all up again, little by little.

Yes, it was a foolish thing for a man to entangle himself before his position was fully established. Phil had only to recall his early acquaintance with Mr. Ferguson to realize that. What weary days had been appointed to that poor man, what a miserable failure his life had been, just because, whilst yet it was uncertain what course his intellectual powers might take, his own act and choice had crystallised circumstances around him so firmly and mercilessly that when the time for growth came there
was no room to grow. He was unable to live his true life; and the partner whom, in his immaturity, he had chosen, had no sympathy with the purposes which from time to time feebly struggled into existence within him, and then died for want of cherishing.

Mrs. Haythorne had doubtless heard about that, for Mr. Ferguson's buried capabilities were not unknown amongst the better-class people of Dimplethorpe. And she might probably have noticed something in his own manner towards Audrey when they were talking together, whilst she was busy with the curate. Phil went back along the train of circumstances, and recalled what she had said about that during the painting lesson. Then he recalled what had actually happened, how he had been standing by Audrey in the bay-window, and asking her if she remembered the picture. And, if he was not mistaken, he had called
her by her name. Mrs. Haythorne must have heard him do so.

And that had made her speak. And afterwards she might think she had gone too far. It might have occurred to her that there really was some sort of understanding between him and Miss Ferguson, and with a fine sense of honour, and a desire not to interfere, she had written this little note, as a sort of hint to him that, if such was the case, he was to consider her words as unsaid.

However it might be, it was very good of her to have taken thought for him. And then, naturally enough under the circumstances, he began to take thought for himself.
CHAPTER V.

HOW would Audrey Ferguson look—this was the first idea which suggested itself to him in thus taking thought for himself—how would Audrey Ferguson look in full dress, walking by his side into some fashionable London drawing-room, the mistress of which had invited him to one of her "at homes"?

Phil could not imagine Audrey in anything of evening dress except the grey muslin, with clusters of natural geranium, which she had worn that night at the Manor House. And, though he thought at the time it had suited her admirably, Mrs. Hay-
thorne's exquisite taste in the harmony and contrast of colours had made him look for something more advanced, and he was bound to confess to himself that, in a London drawing-room, he should be rather ashamed of the grey muslin. It was very charming, but still there was a want of style about it which one did not exactly feel until one had seen what dress really might become in the hands of a cultivated woman.

Next he tried to picture her having an "at home" at her own house, which, of course, was what his wife would often have when his position in the best artistic circles was once established; moving about amongst her guests with easy grace, chatting with Lady this, and Sir somebody that, on the topics of the day, or winning her way into the good graces of one merchant prince and another, and bringing them, either as purchasers or admirers, to her husband's studio.
For a wife could do so much in that way, if she only had the requisite tact and pleasantness. Many a rich man had had his portrait taken in consequence of some delicate little piece of flattery given by the lady of the house at one of the artist's "at homes." And, still oftener, pictures had been bought as a sort of tacit return for the same sort of thing.

Phil could not make Audrey fit into that, either. And, as for flattering people to make them sit for their portraits, it was simply ridiculous to think of it in connection with her. Audrey, spite of her graceful shoulders and dainty curve of cheek and chin, and soft colouring and general impression of harmony, would be clearly out of place in London society, the wife of such an artist as he pictured himself, and as Mrs. Haythorne assured him he would one day become.
It would be wiser for him to wait until ten years or so had browned his forehead and grizzled his hair, and given him the distinguished bearing which fashionable people so much admired in an artist; and then marry some stylish girl of good family and fortune, and go in regularly for life.

In the meantime Audrey would be to him a most sweet and pleasant friend. She would always be that. There was something about her which he felt awoke its like of purity and goodness in himself. He could not do without her, though he did not wish her to be all in all to him. He was at his best, morally, when he gave himself up to her unconscious influence. But, since he had become more intimately acquainted with Mrs. Haythorne, he had awakened to a want of something about Audrey Ferguson, and that something would, he thought, prevent his feeling for her from deepening into love.
It had almost deepened into that. Sometimes he had had a subtle, penetrating delight in feeling his power over her, an indescribable zest in the little flashes of saucy humour which he had provoked from her. It seemed as if a few strokes more would have brought out the spark of love. But then suddenly she would retire into herself. Something chilled, disappointed him. She did not seem to care enough either to master him, or to be mastered by him. She was not even thinking of any effect which she might produce. There was just something wanting to kindle friendship into a warmer feeling.

And being with Mrs. Haythorne, around whom that vague indescribable something was always lurking, had enabled him to realize its absence in Audrey. Just what she lacked Mrs. Haythorne possessed, though probably he should never have found it out,
and Audrey might eventually have satisfied him, if the other more richly endowed woman had not come across his path, and so revealed to him what it was that he needed. So he would take Mrs. Haythorne's timely advice, and, whilst retaining Audrey Ferguson as a friend, wait for fullness of years and prosperity to bring him the wife he needed and would then deserve.

Phil shook himself and turned over his portfolio of studies. The days were passing away. He was doing nothing. He wanted someone to go and talk himself out to. Not that he needed advising. He thought he had already made up his mind what to do; but he was just in the mood when sympathy would have been very refreshing. If he could have had a chat with his old master, Mr. Evans, who always believed in him and encouraged him. Or if Mr. Ferguson had
not been lying under that monument which the regrets of his congregation raised, after their want of faith in him had forced him into his grave. Or if he could have gone over to the old General, who always looked at things in such a genial, common-sense sort of way. Only, somehow, he felt that Miss Burnaby would not exactly welcome him. Or if he could have had a long quiet walk with Audrey; calm, thoughtful Audrey.

But, under the circumstances, Audrey would not do. She might be calm and thoughtful enough; he was not sure that he could. There was an element of perilous uncertainty in their relations just now which must either precipitate itself into acknowledged love, or be quietly, and without any unseemly hurry, turned back and bidden to stay within the limits of friendly companionship.
To turn it back so required coolness and self-possession. He was in no mood now for the reasoning faculty, the delicate tact required in making her understand, without either roughness or offence, without almost spoken word at all, that friendly companionship was what he had decided upon. For anyone to do him good now, he must feel perfectly at home. He must be sure that he was appreciated. To have a doubt about that would shut him up at once.

He was still turning his pictures aimlessly over, longing to do something, yet utterly unable to fasten with real purpose on anything, when Harriet Brown came up.

"Please, sir, Mrs. Haythorne's boy that brought the note says, is he to wait for any answer?"

Just the very door of relief which he needed so much. Why not answer the note himself, and so have a quiet, friendly talk
with Mrs. Haythorne, who would be so much better able than anyone else to counsel with him? And at the same time he could set her mind entirely at rest, if she should be troubling her mind about having spoken the truth too plainly.

"Tell the boy to go back at once, and say to Mrs. Haythorne, with my compliments, that I am coming over this evening."
CHAPTER VI.

Phil did not feel exactly comfortable as he went down the village street in the dusk of that August evening.

He was not able to convince himself that he had brought his meditations to a right issue. Mrs. Haythorne's suggestions had just added so much weight as to make the question of love or friendship, with regard to Audrey, hang trembling in the balance. He had had a little doubt before. He had a great deal now. Then he decided to let the possible love go and keep the friendship.

Yet, now that the decision was made, he
felt how sweet even that possible love had been. He did not like quite to lose it. And he did not feel, either, that he was doing the right thing in losing it. He wanted some one to justify him to himself.

He paused, hesitated, as he came to the gate of Meadowfield Lodge. He knew that what Mrs. Haythorne might probably say would decide the matter for him. He was half disposed to go back again, and send a message to the effect that he would answer the note next day.

But, as he lingered, Mrs. Haythorne came down the garden-path. She had been taking her usual walk in the verandah, but taking it earlier to-night, with the intent of meeting Mr. Hathaway there, rather than in the well-lighted drawing-room. She had already done what she knew was not quite honourable; she was meditating something else still less so. It was easier to say what she
meant to say to Mr. Hathaway as they strolled up and down in the gloom. And then she could just tell him to go away when she had said it.

Phil thought she looked remarkably handsome in her black dinner-dress, with dashes of crimson here and there, and Indian ornaments gleaming about her. There certainly never was a woman who better understood the art of making herself look picturesque. The sight of her settled matters. Of course he could not go back now.

She put out her hand to him in a half careless, half friendly way.

"You will think I am a sort of night-bird, Mr. Hathaway, always prowling about in the dark. But, you know, I have had such an uncomfortable evening. I came out to try if the cool air would do me any good. It was very wrong of me, though,
to bring you out too, and especially when I have already been taking up so much of your time this afternoon."

"My time was yours this afternoon," said Phil.

But at the same time he felt that there was a sort of delicate courtesy in her manner of putting it. How different she was from some of those fine English ladies in Rome, who had graciously permitted him to instruct them in the art of oil-painting, and had made him to understand so very distinctly all the time what a privilege he ought to consider it. Mrs. Haythorne certainly had the most exquisite tact.

"I felt I had been so stupid," she said, "and that was why I wrote to you. I really don't know why I should have troubled myself to say what I did, and you almost a stranger to me. Perhaps, however, that was partly the reason. I should
scarcely dare to take such a liberty now.”

“But you have said it, Mrs. Haythorne, and I thank you very much. I have no one else, you know, who would have done me the same kindness. I am quite alone here.”

“Well, that was what I thought. And, you know, sometimes——”

Mrs. Haythorne tapped his arm playfully with her fan.

“You know, sometimes young men with the artist nature strong in them, like yourself, are apt to rush hastily into bonds which they would give anything afterwards to be able to undo, only they cannot with honour. It is so much better to wait.”

“That is what I mean to do,” said Phil.

“You have helped me to decide. I wonder if you know what a long time I have been trying to make up my mind.”

“You cannot take too long upon a matter
of such importance. What one does without thought, one seldom does wisely. But I am very glad you have done it. I mean I am very glad that you will wait."

"I am afraid," Mrs. Haythorne continued, "that I have incurred Miss Ferguson's displeasure on account of my straightforwardness; but how she could know what we were speaking about during that lesson— But I remember. Victor told me you met them as you were going from here. Perhaps you may have said something to her."

"Oh, no," said Phil, firing up a little. "Miss Ferguson and I are not sufficiently intimate for me to repeat to her my conversations with you."

"Indeed! Then she must have picked up some fragments in some other way. I know I am foolish sometimes when I get very much interested in anything, and I raise my voice a little, but I did not think
Miss Ferguson would have undertaken the part of a listener."

"Miss Ferguson would never do that," said Phil. "You ought not to think it of her."

Mrs. Haythorne laughed, but looked keenly at him, and found that she had gone too far.

"You are so simple. You take things *au grand sérieux*. As if I would have said such a thing if I had really meant it. No, no. But still I think Miss Ferguson is seriously offended with me about something."

"Indeed! Why?"

"Because she has gone home. Oh! it is only a little passing misunderstanding, I hope. She will be here again to-morrow, certainly. And it may only be my fancy. You know I am so foolishly sensitive about things, and it did just enter into my mind that I had offended her by speaking to you.
You must explain to her, some day, that I really never meant to hurt her in the least. I don't think I will keep you now. I am sure you must be heartily tired of me to-day. You see how you make people take an interest in you, whether you will or not."

"I happen to will, in this case," said Phil.

"So much the better, then, for you will not think me quite such a bore. And now good night. Oh! stay. We were to come and see your pictures some day. When shall it be?"

"Whenever you like," said Phil; "but I would rather it was some day next week. I am leaving the cottage and going to Miss Parley's rooms next Wednesday. I should like you to wait until I am settled there."

"All right. It would have been great fun for us to have paid you a visit in that tumble-down old cottage. I have never
been in a real cottage in my life, but I think it is a very good move for you to go to Miss Parley's. You know one must respect *les convenances* to a certain extent, and I thought you were not paying quite proper respect to them at Harriet Brown's. Then we shall come next week. But, first of all, you must make Major Haythorne's acquaintance. He comes home to-morrow. Come and dine with us in the evening, will you? No one but ourselves, you know."

"I shall be most happy."

"Thank you. Good night. Now go home and work very hard all to-morrow, and then I shall feel you have earned a right to waste a little time with me in the evening."

"I never feel that I am wasting my time at Meadowfield Lodge," said Phil. And with a light laugh, Mrs. Haythorne let him go away.
She thought most probably he would have gone to the Moat House next day, and that was why she playfully laid her commands upon him to work very hard all day. A meeting between him and Audrey Ferguson was not a thing which, under present circumstances, was at all desirable. She would rather it could be deferred until matters had been smoothed between Audrey and herself. Her words had evidently so far worked upon Philip Hathaway as to decide him not to do anything. She intended to send over a pleasant note to Miss Ferguson in the course of the following day, saying that she had apologised to Mr. Hathaway for having mentioned the subject to him, and begging her to show, by a return to her usual duties, that she had forgotten the unfortunate occurrences of the previous day. When that had once been done, Phil might go to the Moat
House as soon as he liked. Audrey would feel bound in honour then to say nothing to him of what had happened.

That playful command was a real relief to him. He felt he ought to go and see Mrs. Ferguson, and yet he was afraid, if he did, his determinations might be upset, and he might have the trouble of going through a fresh mental process. A day of work would save him from that necessity for the present. He was in that state of mind when one welcomes circumstances as an indication of what it is best to do, instead of having a will clearly set to what is right, and therefore capable of bending circumstances to itself rather than being bent by them. It was plain now that he could not go to the Moat House to-morrow. By the day after, things would look clearer to him, and he would have settled matters with himself in such a way as would make it
comparatively easy for him to show Audrey that friendliness, and no more than friendliness, was what he meant at present.
CHAPTER VII.

NEXT day the Major came home and heard of the interest which Mrs. Haythorne was able to take in her new acquaintance.

"A pleasant sort of young man, Fred—quite risen from the ranks, you know, and with a great deal of village awkwardness about him, but very simple-minded, almost amusingly so. However, he paints very cleverly, and gets his pictures into the galleries, so there must be something in him. And really in a place like this! How you could bring me to it, Fred, and knowing,
as you do, what my tastes are, I cannot imagine."

"I thought, Delphine, that being so near town might be an inducement."

"Yes, just near enough to make you feel that you ought to be there altogether. And, indeed, that is what it must come to, Fred. I do not feel as if I could vegetate here much longer."

"Does the young man do anything in portraits?" asked the Major, by way of changing the conversation, and also of providing a new interest for his restless partner.

That was a bright idea. The Major did not often strike out anything so original. To sit for a portrait would be almost more amusing than the lessons, and, besides, there would be something to look at afterwards.

"I don't know, I am sure," she said, carelessly. "I never thought of it. I have
no doubt he would be very glad to make a little money in that way. If you mean him to take a portrait of me, however, he must make haste over it, for this wretched place is boring me so that I shall soon look a regular old hag. I told you English life would never suit me."

"I am so sorry, my dear. I will not go away again—at least, to remain so long."

"Oh! no, no, thank you. I really do not need such severe measures. The remedy will be worse than the disease in that case. I am simply drying up for want of congenial society, and the only relief I get is when this young man comes in. I think I wrote to tell you that I am taking lessons from him."

"Yes, and I was delighted to hear it, but I think a portrait of you would be a charming idea. I will go over and see the young man about it."

"You need not take the trouble to do
that, he is dining here this evening. You must take care, however. He is not a young man to be patronized. He knows when you are behaving to him like a gentleman, though he does live over an old basketwoman's kitchen."

"How very curious!" said the Major, stroking his moustache. And there his ideas seemed to fail.

"Have you brought me anything pretty?" said his wife, with a yawn.

The Major just stretched out his white hand to ring the bell, then carefully adjusted his wristband, which had got out of position during the process. Clewer came.

"Clewer, my travelling bag."

Clewer brought in a marvellous arrangement of black morocco and silver mounts, from which, when it had been carefully unpacked, Major Haythorne took a pair of
opal earrings and laid them on the little table by his wife.

"Pretty things," she said, languidly, holding them up to the light, "but I thought you knew that brilliant colours always suit me best. I have a fancy for rubies, and when one can't afford them, then garnets. Opals are such sentimental things. You gave me a heap of them when we were married, and I have never cared for them since."

The Major took that with perfect good breeding, as he took everything else.

"I came down with Bentham," he said. "They seem to expect rather grand doings in Dimplethorpe this winter. He has let his place to the Berry-Fontenoys."

"To the Berry-Fontenoys? And pray who are they? It is a good sounding name."
"And they are good people, too. They used—at least the old folks—to come regularly for the hunting season years ago, when Lord Laxby was master of the hounds, and they seem to be taking to the place again. They say Crockingford has got so choked with common people since the line was opened from London."

Mrs. Haythorne yawned, but still felt interest enough in the Berry-Fontenoys to continue the conversation.

"What sort of people are they? Is there a lady to be called upon?"

"Oh! yes. She was Lord Cooplake's daughter."

"The Honourable? Indeed!"

"Yes; and she is bringing down a lot of growing up daughters. And they say, too, that Lord Lowbrooke will keep his hunters at the 'Bull and Crown' this season."
"Dear me! what can we be coming to? Is he nice?"

"I don't know. I shall leave my card, of course."

"Young? Married?"

"Young, yes. Married, no. They say Dimplethorpe used to be a great place for hunting people before the line struck off to Crockingford, and now they seem to be coming back again."

"Oh! one would think the place had never known what it was to see a whipper-in. But I suppose that accounts for the quantity of tumble-down, deserted inns. I have wondered sometimes what they were built for. The place is overrun with them."

"Yes, positively inundated."

The Major stroked his moustache and paused for appreciation, as though for once in his life he had really said something clever.
Mrs. Haythorne yawned again. What weary common-place! How different from her conversation with Mr. Hathaway! But that proposal about the portrait was good, and she might as well keep her silly husband in a good-humour until it was decided upon.

"You are improving, Fred. By and by we shall be having you quite brilliant. Make a note of that, and I will lead the conversation up to it at our next dinner-party."

"Thank you," said the Major, seriously. "I do think it would be worth while. I have heard many worse things said. I might bring it out to-night. Did you not say some one was coming?"

"Mr. Hathaway."

"Do you think he would appreciate it? It requires a number of guests sometimes to make a clever thing go off well."
"I think if he gave his mind to it he might perhaps understand. But we will have a dinner on purpose for it some evening soon, and it shall be the event of the night. I am sure it will astonish everybody. You see you have not established yourself here yet as a brilliant talker."

"No."

But something in Major Haythorne's manner intimated that it was only want of opportunity which prevented him from doing so.

"And now," said the lady, "about that portrait. Do let us have it decided upon at once."

"All right, my dear," replied her husband, delighted that any proposal of his could meet with such unqualified approbation. It was generally quite the reverse. "I will write over and ask him to call whenever you like."
"There is no need to make such a circumstance about it. He is dining here tonight. Ask him about it then. It had better be done at once, for I believe he is casting about now for a subject for the Academy next year, and when he has once fixed upon one he is not likely to put it aside for a portrait."

"You would look very well on the Academy walls, Delphine."

Delphine shrugged her shoulders. One should not seem too interested about it.

"Do you really think so? Perhaps I might go in as a study of Indian costume. All that Cashmere embroidery and jewelry of mine would come out effectively in a picture. And we might dress you up as a Rajah. I don't see why Mr. Hathaway should not paint the pair of us."

"Nor I, either," said the Major, com-
placently. "I should like yours to be done first, however."

"Very well. Let us be sure that Mr. Hathaway will undertake the commission, and then we will see ourselves, prospectively, the centre of admiring crowds, with a railing round us to keep the public from pressing too eagerly."

"Exactly," said the Major, going into his own room to write down that pun, for he fully intended to bring it forward on the next public occasion.

Mrs. Haythorne jested about the portraits, but at the same time she had quite made up her mind that they should be painted, at any rate her own. And when Phil Hathaway came that evening, it was all arranged. Hers was to be a fancy picture, the costume that of a Cashmere girl. The lessons were to be discontinued for the present, and she was to give him two or three sittings a
week, in order that the portraits might be finished in time for the opening of the Royal Academy, if he should be fortunate enough to get them admitted. And with such a subject as Mrs. Haythorne, Phil had not much doubt of that.

He went home in great good spirits. The Major, though tedious beyond description, had been most cordial. Mrs. Haythorne was simply charming. The terms agreed upon were very liberal. He would not need to tie himself down so closely now to study at home. Besides, Phil was beginning to think that, at any rate for the present, such an education as Mrs. Haythorne could give him, by her society and conversation, would be worth more than very close study in his own room at home. He could apply himself to that equally well in the course of a few months. Mrs.
Haythorne's companionship he might not always be able to secure.

So that was settled, and next day Phil went down to Meadowfield Lodge again, for the purpose of seeing Mrs. Haythorne in a variety of Indian costumes, and deciding which would be most effective for exhibition on the walls of the Academy.
CHAPTER VIII.

The very night of Audrey's return to the Moat House, Mrs. Ferguson wrote to her mother-in-law, and the answer arrived in due course. Old Mrs. Ferguson would be very glad to have her grand-daughter for a long visit, nay, to live with her entirely, if that could be arranged. She should have as much time for study as she pleased, and, if she liked to start at once, everything was ready for her.

Audrey did like to start at once. There were not many preparations to make, as she could come backwards and forwards so easily. Whilst Phil was sipping his after-
dinner claret with the Major, and arranging with him about the portraits, Mrs. Ferguson, at Dimplethorpe railway station, was giving her daughter a few farewell, motherly counsels.

"And whatever else you do, Audrey, child, you'll take care of your health. And don't sit in wet feet, for you've got your father's constitution, and he never could bear it. It's the beginning of everything, is not keeping your feet properly dry. And my best respects to your grandma, and if she feels disposed to come over to Dimplethorpe, now that she's got you to keep house for her, there's the spare room always ready, and I shall be delighted to see her, and Cousin Tholthorpe the same, and I can't say more than that."

Mrs. Ferguson could not have said even so much as that in her late husband's time, for there had always been a little jealousy
between her and her mother-in-law whilst Mr. Ferguson was living. Mrs. Ferguson, senior, was a well-read, intelligent woman, and thought, as mothers are apt to think, that her son had rather thrown himself away in his marriage, especially as Priscilla cared so little about the improvement of her mind. Priscilla, on her part, looked down with contempt on the elder Mrs. Ferguson's avowed ignorance of some of the deeper mysteries of housekeeping. A woman of seventy, who had never in all her life salted down a ham or a side of bacon, and who was ignorant as a new born babe of the proportions of lemon and sugar in ginger wine, and who never put her clothes into steep until the night before a wash, and who had her bread from a baker's—was such a woman the one to say that William James had thrown himself away in marrying a wife who knew her cookery book
from beginning to end, and who could manage a month's wash with the best laundress in Dimplethorpe, and do clear starching and ironing so that her children's frills, when they wore them, were the envy of the place? No, if anybody had been thrown away, she should rather say it was herself, upon William James, poor man! who, though as kind a husband as ever stepped—she would say that for him—was as helpless as a kitten when once you put him out of his study into the midst of practical affairs.

"But I've got over all that sort of thing, Audrey, child, since your poor papa was removed, and it's my desire to show every possible respect to his mother. And so you'll say from me that there's always a welcome for her at the Moat House, as long as I'm in it. And you've got the hamper of plums safe?"
"Yes, Mamma, good-bye."

And a couple of hours later, Audrey was settled down with her grandmother, in the back-parlour of that quiet little house in Coleshill Street, where Dimplethorpe, so far as outward surroundings could bring it to her mind, was as though it had never been.

From the first the girl set herself to work with all the purpose that was in her. What was there for her now but that she should cast out the memory of the past few weeks, and fill the empty place with something that could not so easily be turned to bitterness? Though indeed, so far as the chief object of her visit, the forgetting of Phil Hathaway, was concerned, she was not in the best possible hands with her kind old grandmother. For the old lady, not knowing the story of Audrey's life, and remembering Phil only as he had been to herself
in those years past when he came to live with her, a quiet thoughtful lad, full of hope and reverence and promise, was never tired of telling her grand-daughter how good he had been to her. And that began from the very first.

"You see I am putting you into Phil's room," she said, as she conducted Audrey up the narrow stairs, and into the attic whose dormer windows looked out upon interminable rows of chimneys. "You said you wanted to study at the drawing classes, and I thought you would have a better light here. Phil said this was the finest room in the house for painting. And if you do as well in it as he did, Audrey, you will not do badly."

Which was very sweet to the girl, spite of all that Phil had made her suffer.

And then when she came downstairs, and was having a cup of tea after her
dimplethorpe.

journey, the old lady commenced again.

"I hear Phil has done famously in Rome, though he isn't one to say much about it himself. He stayed a night or two with me, on his way to Dimplethorpe, awhile back, and he had not changed a bit; just the same as ever, simple and quiet as a boy. I suppose he is settled down now for good in the village."

"I suppose so," said Audrey. "He says he means to work very hard. And he is giving lessons to a lady."

"Indeed! Phil told me he never meant to do that, but I suppose he finds he cannot have everything just as he wishes. He said he meant to paint, and not to teach; but I told him I thought there could not be any degradation in teaching other people to love what he loved himself. And besides, he must live, must he not? He would not
like to be dependent upon anybody. Phil is too proud for that."

"Yes," said Audrey, proudly too.

"I thought he showed a world of good sense in going to Dimplethorpe for a year or two, and just living quietly, instead of trying to push his way in London, amongst the big people. And to go to his grandfather's cottage, too."

Audrey could not bring herself to say that that praise must be taken from him now.

"Not many young men would have had courage to do such a thing. But Phil has the root of the matter in him. When he was living here with me, he never would do anything for show. Old Mr. Evans will tell you the same. You should hear Mr. Evans talk about Phil. I don't think he ever had a pupil that he loved so much."
And so on. So that Audrey was not likely to forget.

Did she truly long to do so, either? Not she. No love worthy of the name ever did forget; least of all a love which, like hers, had grown with her growth and strengthened with her strength, and whose memories lay far back in the blessed years of childhood. Audrey used to philosophize over her troubles sometimes. What was the use of dreaming or regretting? Could any amount of thinking alter the thing? No. Then why think so much? Could any amount of regretting give back what she had given to Phil Hathaway? No. Then why regret so much? And yet, after it all, there was the pain which no philosophy could ever still.

But Audrey had a better remedy than thought. She had the blessed relief of work. For the past three years she had
been studying with old Mr. Evans at the art-classes, and for her father’s sake, as well as her own, he had given her all the help he could. Now that they were in the same house, he was able to do still more for her. He had found out long ago that she had her heart in what she was doing, that painting was not for her just one way amongst others of earning a living; and, knowing that, he gave up his time to her, as he had once before done to Phil, and he determined never to rest until she, too, had won that prize which should take her to Italy for three years.

Those long quiet days of study and practice soon began to leave their mark on Audrey’s productions. If she only worked on for a few years to come, as she was working now, the world would hear of her. The following Christmas that prize was to be given. She was not to go to Paris at
once with it, however. She would do better for herself by studying quietly at home for another year or two, and gaining a little more confidence before she went to work under strange masters, who perhaps might not understand, as he did, how easily she could be cast down by dispraise or want of faith in her. Let her be sure first that she could work, and then, whether her masters praised or blamed, Audrey would make for herself a good career in art.

Unless—and the kind-hearted old man looked across to the wife who had grown grey at his fireside, who had worked for him, and comforted him, and believed in him all these years, and whose love had written so sweet a story in her face—unless some good man took into his own, and held it faithfully there, the hand which otherwise might have done so much. Knowing Audrey as he did, he felt that she would be
happier so. No life could be so safe for her as that which gathered its joy from the praise of one, and one only. It was the good word of those she loved which gave Audrey any comfort.

But she must take her own way, however that shaped itself. And, whatever else happened, she must take the gold medal when Phil's turn came to deliver it up.
CHAPTER IX.

Two or three days after that quiet little dinner at Meadowsfield Lodge, Phil called upon Mrs. Ferguson. He thought it would only be kind to let Audrey see that he had not quite forgotten her. And he felt now that he had sufficiently made up his own mind to be able to let her see also that friendship, and nothing more, was what he had determined upon.

He found, to his surprise, that she had gone to live with her grandmother in London.

Mrs. Ferguson, who had opened the door for him, Abigail being in the back-garden
hanging out the clothes, told him this.

"A very convenient thing for her, too," she added, with a certain motherly dignity. Whatever else Phil thought, he should not have leave to think that ways or doings of his had had anything to do with Audrey's departure. "Very convenient, for her grandma's mind has been set upon it this nearly a year past, and I don't doubt but that she would have gone after last Christmas, only Miss Burnaby was so anxious for her to take the Major's little boy. I never gave in to that myself, for, whatever other people may do, it was never my way to go amongst fine folk, nor to wish my children to do it either."

And Mrs. Ferguson looked at Phil as much as to say,

"There, you may take that or leave it, just as you like."

Phil took it, but not to himself.
"I don't think you need have troubled yourself about that, Mrs. Ferguson. Audrey is as much of a lady as anyone she could meet in Dimplethorpe."

"Nobody ever said she wasn't, Mr. Hathaway. And that's the more need that people should behave to her accordingly, which Mrs. Haythorne hasn't done. And, if it wasn't for my daughter begging and praying of me not to do such a thing, I would have gone down and given Mrs. Haythorne a piece of my mind."

What a meeting that would have been, thought Phil to himself, as he pictured voluble Mrs. Ferguson amongst the Indian embroideries and sandal-wood perfume of Meadowfield Lodge. He hoped, whatever else came to pass, that at least would not. For Mrs. Haythorne knew that he was, or had been, very intimate with the Moat
House people, and anything of that sort would let him down so.

"But she is not gone for very long, is she?" asked Phil, leaning there against Mrs. Ferguson's door-posts, as Mrs. Ferguson herself seemed in no hurry to invite him further in.

"That's just as she and her grandma settle it between themselves. I told her grandma, when she went to the Major's, I'd a deal rather she had gone to her instead, and the poor old lady getting into years as she is now, and she'll have plenty of time for her drawing if she has a mind to it. And I don't doubt but that people will know better how to behave to her there than some of them did here."

"I don't know how people could behave otherwise than well to your daughter, Mrs. Ferguson," said Phil, feeling rather small,
and yet endeavouring to comport himself so that Audrey's mother should not know that he had any reason to feel so. And then he thought again, Why should he feel small? Especially with that commission from the Major for two portraits.

"Don't you, Mr. Hathaway? Well, people have different ideas of what it's proper to do, but I'm thankful to say none of my girls have any need to stay where they're not known how to be properly behaved to, and I daresay Mrs. Haythorne will find out her mistake when it's too late to better herself. And so you've left Harriet Brown's, Mr. Hathaway?"

"I have," said Phil, rather stiffly.

And he said no more, but Mrs. Ferguson did.

"I hope you'll find Miss Parley answer. I'm not a woman that speaks after anybody else, but, if Miss Parley's apartments are as
clean as they might be, all I have to say is that other people don't speak as well of her as they ought. You can ask young Mr. Barraclough. He was there a month. But maybe, if you're settled, it's best to let it alone."

"I daresay Miss Parley's rooms will be very comfortable—quite enough for me, at any rate. I hope your other daughters are quite well."

"Quite well, I thank you, Mr. Hathaway. And now I think I will bid you good afternoon. I have a good deal to do in the house, because it makes a difference, not having Audrey."

And, without more ado, Mrs. Ferguson moved away, no word being spoken this time about being glad if Phil would look in whenever he liked.

Indeed she was very vexed with the young man, for she felt, in a vague sort of
way, that he was at the bottom of the disagreeableness with Mrs. Haythorne; and, though she said truly enough that she never cared for anyone belonging to her to go amongst people finer than themselves, still she would rather have had Audrey at Dimplethorpe than away there in London, coming home, when she came at all, only as a visitor. She had grown, half unconsciously, to lean upon her eldest daughter in almost everything which did not concern the actual handwork of the house. Audrey could not take care of herself—Mrs. Ferguson had always said that, and would say it still—but no one knew better than she did how to take care of other people.

Phil's first feeling when he knew that she had gone away was one of regret. Something good and helpful was taken out of his life. Audrey had been, until the last few days, his ideal of the woman he hoped to
win for his wife. Of course, when he came to think reasonably about it, he was obliged to confess that she had done nothing to lower herself from that ideal. It was only that a different coloured light had been turned in upon the medium through which he looked at her. He had been trying his best, since his intimacy with the people at the Lodge, to convince himself that he had slightly overrated her, but still he had an uncomfortable feeling that, so far as he could arrive at this conviction, so far he was untrue to his better self. However, that better self was speaking more and more faintly now. Perhaps by-and-by it would leave him entirely in peace.

He did not find it very hard to make himself believe that Audrey's departure would really be a good thing for him. At any rate it removed an element of uncertainty out of his life. She did not care-
much for him, or she would not have hurried out of the place in that uncere-
monious way, just in consequence of a little quarrel with Mrs. Haythorne. Therefore
he need not trouble himself any more about what had been rather vexing him lately, the
thought that he had not behaved quite honourably to her. It was rather she who
had not behaved quite honourably to him, in going away without telling him of her
plans. If she had wanted instruction in painting, she might have been quite sure
that he would gladly have given it to her, at any rate for the present. He flattered
himself that after three years on the Continent he was as capable of doing that as old
Mr. Evans. And she certainly had not behaved courteously in leaving, without a
moment's notice, the lady who had done so much for her.

However, Mrs. Haythorne should see that
he, at least, knew what was due to her position; and he determined that he would show more than usual attention to her, in order that she might see that he was not taking Miss Ferguson's part in the misunderstanding which had come between them. Mrs. Haythorne had told him, half playfully, that she blamed him for having caused it, but she should not in addition be able to say, even half playfully, that he was not doing everything in his power to atone for the mistake.
CHAPTER X.

The summer wore itself away. There began to be indications of a stir in quiet little Dimplethorpe. One might see beautiful horses being led along the village street, proudly conscious of their birth and breeding. Now and then an unusual yelping and baying at the station announced the arrival of some foxhounds. The "Bull and Crown," in whose stableyard the grass had been growing for the last twenty years, awoke and shook itself, and got ready for Lord Lowbrooke, whose hunters were to be there for the winter. And one late September Sunday, the Squire's
pew at church blossomed with girlish faces, those of the three Miss Berry-Fontenoys, who, with their mother, a lady of most Minerva-like severity, had arrived at the Hall during the previous week. Mr. Berry-Fontenoy himself was coming later on, when the hunting really commenced. Then there was some talk of Lord Laxby's sister, Lady Gertrude Polmont, coming to stay with him at Dimplethorpe Park; and if she did, there would be balls, and dinners, and garden-parties enough, for Lady Gertrude was not a woman who cared for being buried in the country, unless, as she said, she could gather a comely concourse of mourners about her; and in that case the Dimplethorpe ladies would come in for a little amusement, it being too bad, as Miss Burnaby remarked, that the men should have it all their own way.

Miss Burnaby did not see much of Phil
now. Nearly every afternoon through September and October found him chatting and painting in the drawing-room of Meadowfield Lodge, where, on an Indian rug, in front of a background of Indian embroideries, sat Mrs. Haythorne, looking perfectly charming as a Cashmeri girl, her dark hair flowing loosely over a cloth of gold tunic, her arms, bare to the shoulder, covered with silver bangles. There ought to have been a nose-ring to complete the costume, but Mrs. Haythorne was scarcely willing to go as far as that.

When Phil did go across to the Manor House for a smoke with the General, or a cup of afternoon tea with Miss Burnaby, he kept as far as he could from personal topics. He occasionally inquired after Audrey, and always heard that she was prospering with her work. Mr. Evans quite expected that she would take the
scholarship at Christmas, but he did not wish her to go abroad with it at once, as she could use her time to more advantage in London. Besides, Continental life spoiled young people sometimes. It set them up, and made them think too much of themselves.

Miss Burnaby said this with perhaps a touch of asperity. For, though Phil paid every proper attention to the people who had once been so kind to him, still there was, as both she and her brother felt, something wanting as contrasted with the old times, and the old friendliness, and the old simplicity. Mrs. Haythorne seemed to be his standard now. If Mrs. Haythorne said a thing was right, it was right. Mrs. Haythorne's ways, Mrs. Haythorne's dress, Mrs. Haythorne's opinions, were his ideals of what ways and dress and opinions ought to be. And though Miss Burnaby could
agree with him so far as the dress went, she made a very decided halt at the ways and opinions. Indeed there was little more now than the merest outside courtesy between Meadowfield Lodge and the Manor House, and though the old General went over now and then, for he held to it that the Major's wife was one of the most charming women in Dimplethorpe, he nearly always went alone.

Once, to Phil's astonishment, he heard that Miss Ferguson, as Miss Burnaby always called her now, at least to him—it used to be "Audrey"—had been dining at the Manor House one Sunday evening. It came out quite by accident, and by accident, too, he learned that she had been over to Dimplethorpe several times.

"And she is wonderfully improved," said Miss Burnaby, not without a little triumph in letting Phil know that he, at
least, had not made any difference. "I don't think I ever saw anyone so improved. She always did carry herself with a peculiar grace, but there is something almost queenly about her now. If that Mrs. Haythorne of yours is coming out as the Cashmeri girl, I am sure Miss Ferguson might be painted as Berengaria of Navarre. Don't you remember her, Phil, amongst the portraits in the queens of England, the queenliest of them all? Well, Miss Ferguson looks like that now. She has lost that sort of shy, embarrassed way which just kept her from being perfect."

"I am very glad to hear it," said Phil, feeling slightly disappointed that he, too, had not seen this Queen Berengaria on any of her late visits to Dimplethorpe.

"I don't know what has made the difference," Miss Burnaby continued. "The General notices it quite as much as I do. I suppose
it is having to depend more upon herself now, and going more into society. Of course old Mrs. Ferguson never goes into company, but I fancy Mr. and Mrs. Evans take her out a good deal, and amongst the sort of artistic people that she can get on with so well. You know she always did promise to be a beautiful woman, if only her manner could be equal to her looks, and now it is.”

"And you never even told me she was here," said Phil, in rather an injured tone.

"Oh! well, for that matter there is no need for you to be informed of everyone who comes to Dimplethorpe. Besides, Mrs. Haythorne could have told you. We met her when Miss Ferguson and I were walking over to the flats; and if you had but seen Miss Ferguson's behaviour—I never saw a woman so sat upon as Mrs. Haythorne. It did amuse me beyond every-
thing. She looked so small, and could not say a word for herself. She told me afterwards she scarcely knew the girl, she was so improved. I do not think she will care very much to meet her again."

Mrs. Haythorne had not told him that. She never mentioned Miss Ferguson's name now, having done, as she thought, all that was necessary in the matter.

Phil sat still awhile, twisting a crimson spray of Virginian creeper round Polly's cage. Then it was "Queen Audrey," after all, country wench though her name might be. He began to feel now, for the first time in many weeks, that Mrs. Haythorne was not quite enough, that he should like to have Mrs. Haythorne and Audrey both for his friends. He had, in a sort of way, reckoned upon that from the beginning, only it had turned out differently.

Miss Burnaby went on with provoking
quietness, as if only telling him what she supposed he knew already, though all the time she knew well enough he did not know it.

"Miss Ferguson generally comes over and spends the evening with us when she is in Dimplethorpe. I quite enjoy the little peep into London life which I get when she is with us. She looks at things so intelligently, and has such clear ideas, and somehow she has learned to express herself with such easy self-possession. Here, brother."

For the old General came into the room at that moment to look for a book.

"We were just talking about Miss Ferguson. Don't you agree with me that she is wonderfully improved since she went to live in London? I mean in looks and manners and dress, and all that sort of thing, you know."
"Improved? Why, yes, I should rather think she is—I mean in what you call that sort of thing. I never thought she wanted improving in any other sort of thing. Little Audrey always was a pet of mine. I only wish she would come over to see us twice as often."

"And so do I, Jack. Only I am afraid it will rather be the other way by and by. The people whom she goes amongst now will soon find out that she is well worth taking notice of, and then we shall not be able to see so much of her."

"Well, I only hope she won't set off to Paris and get all the common-sense rubbed out of her, as some simpletons have done. If that's all Paris can do, it had better do nothing at all."

And the old man puffed his smoke in Poll's face and bustled away.
From which it may be inferred that Phil had better take care what he was about at the Manor House.

Phil thought so too, not as regarded the old General, but the young lady. That Audrey should have come to Dimplethorpe every week or two, for the last three months, and never so much as allowed him to set eyes upon her, was putting him rather too decidedly in the background. True, he never called at the Moat House now, for the simple reason that Mrs. Ferguson never asked him to do so; but still he might have been informed of the times and seasons when his former fellow-pupil could be met there, and in that case he would have gone, even at the risk of meeting Mr. Vincent and young Tewksby, and others of a set who were not quite equal to himself. He could have endured that, for the sake of a little friendly chat with a young lady who seemed
to be fitting herself almost for the sort of position which he would like his wife to take, some of these days.

"Miss Burnaby."

"Well, Mr. Hathaway. You seem to find that spray of Virginian creeper exceedingly interesting."

"I wish you would do me a kindness. I am afraid Audrey has forgotten me."

"The best thing Miss Ferguson could do," replied Miss Burnaby, with a decided emphasis upon the "Miss." "I am very glad that she has been able to forget you. She could have done nothing else with so much dignity."

"Miss Burnaby, what do you mean?"

"I mean this, Phil, that every young man has it in his power to redress such an insult as was offered to Miss Ferguson, on your account, by Mrs. Haythorne. And I must say, Phil, and I will speak it out plainly,
that you did a most dastardly thing in letting Mrs. Haythorne say what she did to you, and then to Miss Ferguson, and never flinging her vulgarity back in her face."

Phil shuffled uncomfortably on his chair. Miss Burnaby was judging him too harshly.

"I never knew," he began, "that Mrs. Haythorne had said anything to Miss Ferguson about—about me."

"Then you might have known. She said so much, and said it so falsely, too, that the girl felt she could no longer remain in Dimplethorpe."

"Miss Burnaby, I did not know that. I did not, indeed. I did think it was just possible that Mrs. Haythorne might have dropped some hint."

"Dropped some hint, indeed! As if some hint in a matter of that kind was not more insolent than the whole truth! What else did you think, then?"
"Well, I thought—indeed, I need not say I thought, for Mrs. Haythorne told me that Miss Ferguson had gone away in consequence of some little misunderstanding, some matter of etiquette, I believe, but I forget now."

"Oh! so it is simply a matter of forgetting. And you understood so little about Audrey Ferguson, having known her ever since she was a child, that you were quite ready to believe she would do anything so silly. And you understood so much about Mrs. Haythorne, having spent about twenty-four hours in her company, that you must take for gospel everything which she chooses to say to you. I must tell you, Phil, that you are a weaker young fellow than I took you to be."

Yet at the same time Miss Burnaby remembered, and rather bitterly, that her brother Jack, though old enough to know
better, was just as weak about Mrs. Haythorne, would never listen to a word against her, and was always ready to justify everything she did or said. She was one of those women who twist men round their fingers as easily as Phil could twist this bit of Virginian creeper.

"But to come back again to what I was saying before, Miss Burnaby, will you do me a kindness?"

"I have done you a great many, Phil, and I am ready to do more when I think you deserve them. But when you are so very eager to take up with new friends, and drop your acquaintance with old ones, because they don't flatter you quite so broadly, or do not seem able to advance your worldly interests quite so successfully, I think you had better get the new friends to do you the kindesses. One ought not to have the privilege of intimacy with such a great man
without making some little return for it, you know."

"Miss Burnaby, do not be so angry with me. It really was not so much my fault as you think. I could not have gone and talked it out with Aud—Miss Ferguson."

"Why could you not?"

"Well, you know——"

And Phil began to torture the bit of Virginian creeper again.

"You know, for one thing, Mrs. Ferguson is so queer, and she seemed to have a way of taking things for granted; and those young men, with no sort of style about them, always blocking up the house. And then——Well, you know, one can't put it into words exactly, but that sort of thing compromises a fellow."

Miss Burnaby gave a comical little snort of indignation.

"Does it indeed? And so I suppose
Miss Ferguson was not 'compromised,' as you call it, at all. It does not compromise a young girl to have the supposed state of her affections commented upon by a coarse-minded, vulgar woman, and made the subject of conversation, too, with the young man she is supposed to be in love with, who must be cautioned against falling into the snares which she is spreading for him; but it does compromise a young man, forsooth, to go in a noble and straightforward way to the girl who has been so insulted, and clear her of the nastiness which has been laid at her door. Really, Phil, if that is all you have learned from Mrs. Haythorne, I cannot congratulate you upon the acquaintance. Compromised, indeed! I think I know who has been most compromised amongst all this execrable pettiness."

"Miss Burnaby, I am really very sorry."
I will do whatever I can now to set things straight."

"Which is simply nothing at all."

"Oh, yes, I hope it will be a great deal more than that. Will you ask me to dinner next time Miss Ferguson comes?"

"Certainly not. Unless you have previously compromised yourself by calling upon her, in due form, at her mother's house."

"Oh! then I am sure I will do that with the greatest pleasure. And I will explain everything to her. I will tell her how it happened."

"There is not the slightest necessity for you to be such a simpleton. You have done quite enough already to lower yourself in her estimation. Miss Ferguson has forgotten by this time both you and your want of manliness, and Mrs. Haythorne and her want of manners. You will only make her despise you by recalling either."
Phil winced, but at the same time he felt that Miss Burnaby was only telling him what he ought to have found out for himself long ago. Still, though she was right about Audrey, he could not make up his mind that she was quite right about Mrs. Haythorne. One cannot all at once give up one's faith in a fascinating woman, even though one knows by logical demonstration that she is not all she ought to be. Miss Burnaby went on.

"If you wish to meet Miss Ferguson again in society, you must leave your card for her, and then I shall be happy to invite you some evening when she is my guest, not otherwise."

"But if she only comes to Dimplethorpe on Sundays, what am I to do?"

"I have no doubt, under the circumstances, she would receive a call from you after morning church, though probably she
has pleasanter ways of spending her time than even entertaining such geniuses as yourself."

"Of course she has her brothers-in-law, actual and prospective," said Phil, anxious not to give in entirely just yet. "And Cousin Tholthorpe, too, is not a woman one can meet every day."

"Certainly not. And perhaps it would astonish you to know that Lord Laxby's youngest brother, who has been studying painting in Paris, went to see her the other day. But then one might perhaps say that he is not a genius, and certainly he has not the honour of Mrs. Haythorne's friendship. No, we shall be compelled to allow, I am afraid, that it would be a very sad coming down for you to leave a card at the Moat House."

"Miss Burnaby, do not grill me quite to a cinder. I will try to convince you that I
am really very sorry for what has happened. Only ask me to dinner next time Miss Ferguson comes.”

Which Miss Burnaby did.
A ND Phil did not have to wait very long either, for, only a week after that call, a week during which he had been very busy with his portrait at Meadowfield Lodge, there came, one Friday morning, a note from the Manor House, telling him that Miss Ferguson would be in Dimplethorpe the following day, but telling him nothing more than that.

Evidently Miss Burnaby was not prepared to fulfil her part of the agreement until he had fulfilled his. And he was minded to do it, too. He thought he had quite made up his mind, a couple of months
before, what his intentions really were with regard to Audrey. She was to be a friend—nothing more. What he had heard about her lately was rather shaking those intentions. Perhaps, after all, he might not be making a very disastrous mistake if he did allow her to be the sharer of whatever honour was destined for him in the future. Perhaps some of these days she might wear evening dress of a sort, and move, both through his drawing-rooms and those of other people, with a dignity which would not disgrace them. Miss Burnaby had very good taste, and Miss Burnaby said Audrey Ferguson was a perfect lady.

Only with this, another side of the subject was revealing itself to him. Perhaps what he wished was not the only thing which had to be considered. Miss Ferguson might be in a position to make her own choice. She might not even care to accept
the friendship which he had so generously apportioned to her, unless he took a little more pains to make himself worthy of it. If he did not appreciate her, other people did.

Phil was one of those men, and they are often very pleasant ones, who find a difficulty in making up their minds about any course of conduct until they learn that another has decided what they are only idly deliberating about. Then they shake themselves together, and make a decision. Only sometimes they make it too late. However, Phil had as yet confidence enough, not to say too much, in his own power of bringing back the past, to feel sure that Audrey would at any rate find no difficulty in restoring him to favour. This done, he thought he could do the rest for himself. So no qualms of humility troubled him as he replied to Miss Burnaby's note, assuring
her that he should do himself the pleasure of calling upon Miss Ferguson at the Moat House on Sunday.

On the intervening Saturday Mrs. Haythorne was to give him a sitting for "Zuleika." The head had been finished for some days, and a very good portrait everyone said it was, quite enough to establish Phil's reputation in that line of art. He could very well have done what remained, in the way of background and accessories, at his own rooms, with the assistance of a few Indian rugs, curtains, and ornaments which Mrs. Haythorne might have sent over for the purpose. But it was pleasanter working in Mrs. Haythorne's drawing-room, with a decanter of Burgundy at his elbow, and a general glow of colour and warmth and harmony about him, and Mrs. Haythorne herself on a bluey green background of oriental embroidery, chatting away to
him, occasionally venturing upon those pleasant little personalities which a pretty woman is at liberty to indulge in with a man very much younger than herself, and towards whom she is supposed to stand in the relation of a patroness. It was agreeable to hear that, though he was short-sighted, and had in consequence a sort of poke in his shoulders, still there was something decidedly artistic about him, and even picturesque, when he did not attempt to get himself up too fashionably.

"Which is such a mistake for a man of your style," Mrs. Haythorne would say. "I cannot bear to see anyone got up by rule and compass, with a mathematically correct little line of white round each of his wrists, and another equally correct round his throat."

Phil involuntarily thought of the Major, who was passing across the verandah just
then, and had probably suggested Mrs. Haythorne's remarks.

"And a triangle of white linen front, which looks as if it had been constructed from the something proposition of Euclid. I do like a man to give you the idea of having tumbled his dress together; it is so much more becoming. And, Mr. Hathaway, I insist upon your adopting loose collars. It is quite the thing, you know, now for artists, and one of those delightful black velvet blouses. You really must have a velvet blouse. It ought to be as much a part of your get-up as your palette and brushes, and it would suit your style of figure so exactly. Do, now, have one. Promise me. I shall really not care to give you any more sittings if you do not promise."

"Then I will finish my picture at home. I am quite independent of you now. I
can carry all the accessories away in my memory."

"You might have been courteous enough to say that you could carry the face away in your memory too," said Mrs. Haythorne, with a coquettish smile.

"I have that on the canvas already," replied Phil. "Still, even if I had not—Will you move just a very little towards the right?—there, so as to get a bit of purple behind your cheek."

Mrs. Haythorne moved.

"There; will that do?"

"No. Just a little more. I have lost the curve of the cheek now."

"Oh! what a troublesome man you are! I believe you are so particular just on purpose to put me out of temper. Is that right, then?"

"Yes; the purple brings out just the colour that I want. And move that tress
of hair a very little, will you? It hides the ear too much, and I want that ear to be seen."

"What a nuisance you are!" said Mrs. Haythorne, languidly, watching the Major stroll out. He had strolled in and given his opinion five minutes before, and draped a bit of Cashmere embroidery round his wife's head, she having forgotten exactly how the women wore it in that country. "What consequence is it whether the ear is seen or not, so long as the jewels come out well?"

"It is a great deal of consequence, especially when the ear is more beautiful than the jewel."

Mrs. Haythorne looked pleased. It was so very seldom that she could get Mr. Hathaway to the point of paying a direct personal compliment.

"I do think you men are very foolish."
I don't mean to be rude, you know."

"Certainly not. Still a little more to the right, if you please—that will do. I do not think you could be rude to anyone. And, even if you told me I was foolish, I should have such a good opinion of myself that I should decline to believe it."

"I am quite sure you would. I am not sure that you would not be pleasanter if you were a little more foolish. But the men in India—do you know the men in India?"

"No, I have not that pleasure."

"Then do not distress yourself for the want of it. I think they are more foolish there than anywhere else, because they have so little to do. I mean up in the hills. You cannot even appear with a new flower in your bonnet, but they must pay you some silly compliment about it. If ladies have the least pretensions to be good-look-
"You mean the ladies?"

"No, I do not mean the ladies. I mean the men who have nothing to do. I begged the Major not to send me up to the hills last year, for I told him I was sure to get into mischief if he was not there to take care of me. However, he insisted. You see, a woman loses her good looks so down in the plains."

"It is easy to see, then," said Phil, "that you have not spent much of your time there."

Mrs. Haythorne looked archly at him.

"I believe you are almost as foolish as the men in India. They used to say just the same thing. And then to insist on my being painted in all this finery. However, I suppose both you and the Major like it. Do you think the picture will really be a success?"
"I quite hope so," said Phil. "And I seem to get more into the spirit of it when I am painting in this room. Or else, you know, I could manage the rest at home, if it is a trouble to you."

"Oh, dear, no! Not in the least. You amuse me, and the time passes wonderfully quickly. I shall feel quite lost when you give over coming. You do not paint on Sundays, do you?"

"Not generally."

"No. I suppose it would scarcely be considered the thing in a stiff little village like this. Then come in and dine with us quietly to-morrow. We always have early dinner on Sundays—half-past five, I mean, instead of seven. The servants make such a fuss about going to church, and one is obliged to consider them. But come in as soon as ever you like."

"Thank you. I am afraid I shall not be
able to come at all. I expect to dine with Miss Burnaby to-morrow evening."

"Miss Burnaby!" And Mrs. Haythorne shrugged her pretty shoulders. "Oh! that bad-tempered old creature! Excuse me using such words, but, do you know, she actually got quite into a rage with me for explaining to her how it was that Miss Ferguson went away so suddenly, and I have seen scarcely anything of her since. I cannot get on with a bad-tempered woman. You do not see much of Miss Ferguson now, I suppose?"

Mr. Hathaway could truthfully say that he did not.

"I don't, either. I have happened to meet her once or twice when I have been out walking, and really——"

Here the Major came in.

"Delphine, my dear, Lord Lowbrooke
has called. It is most inopportune. Shall I excuse you?"

"What a nuisance!" and Mrs. Haythorne jumped up, overturning a temporary construction representing a balcony on which "Zuleika" was supposed to be leaning. "And in this ridiculous costume. I cannot possibly receive him."

And Mrs. Haythorne, who enjoyed talking to artists upon occasion, but enjoyed talking to live lords a great deal more, wished Phil Hathaway and his portrait anywhere but in her drawing-room.

"It is most annoying. Fred, take him into the inner drawing-room, and amuse him for a few minutes, until I have time to make myself look fit to be seen."

"There is no necessity, Delphine. You really look very well. That costume becomes you admirably—does it not, Mr. Hathaway?"
"It certainly does," said Phil.

"Oh! such nonsense, Fred! How could I?"

But Mrs. Haythorne went to the mirror, nevertheless, to consider the matter.

"Do you think I look a dreadful fright—really now, Mr. Hathaway?"

"Quite the contrary. There is no need to go away. Major Haythorne can explain. And, if you will allow me, I will take my things away."

"Oh! no, no. Pray don't. And do not hurry away. It will be all the more easy to explain how it is, if you are here."

"Then I shall bring him in, Delphine?"

"Just as you please. And, Mr. Hathaway, I depend upon you to make him understand what it all means."

The Major re-appeared, bringing in Lord Lowbrooke.

He was a good-natured young fellow, not
largely gifted with anything but money. Before he came into his title, he had been a captain in Major Haythorne's regiment, and the two had made each other's acquaintance in India. He had come now, partly to renew the old friendship, and partly to see the beautiful Mrs. Haythorne, of whose fascinations he had already heard from some of his brother-officers.

"Pray forgive us for being in such confusion," she said, coming forward with her loose hair, crimson Cashmeri head-dress, silver bangles, and embroidered tunic, an unlikely toilette to be encountered during an afternoon call in a quiet little English village. "But I daresay you will understand. You see this is how we have to amuse ourselves, for want of anything better to do."

Apparently his lordship did not understand.

VOL. III.
"Ah, yes! I am afraid—I hope I have not disturbed you. Private theatricals, I see. Most charming."

"Oh dear, no! Mr. Hathaway, do come to my assistance. May I introduce Mr. Hathaway, Lord Lowbrooke. I do not know whether you have made his acquaintance yet, but, if not, I hope you soon will."

"Mrs. Haythorne has been good enough to give me some sittings for a fancy portrait; that is all," said Mr. Hathaway, clearing away a few of his artistic properties; "and," he added, not without a small touch of importance, "I am anxious to finish the work, as it is intended for the Academy next year."

"Oh, indeed! Yes, yes, very pretty; in fact, quite charming," said my lord, levelling his eye-glass at the painting on the easel. "And a capital likeness. You have caught
the expression perfectly. Such a very good idea, charming, charming."

And having discharged his duty as a critic, Lord Lowbrooke took a seat conveniently near Mrs. Haythorne, and made himself so very agreeable that Mr. Hathaway soon felt, with a pang of something like wounded pride, that his presence might be dispensed with.

"I think I had better take my things away. Don't you think so?" he said, when there was a convenient opportunity for making the proposal.

Mrs. Haythorne looked as if she had quite forgotten what the "things" were.

"Oh! no, why should you? I assure you they are not in the least inconvenient. And pray don't talk of going away."

Mr. Hathaway had not exactly talked of it, but, when the idea was suggested to him
with such delicate tact, he thought he had perhaps better do so.

"You are very kind. I must go back to my work, though. Some day early next week, perhaps—"

"Oh! yes, of course, early next week. And you really mean to go. How very tiresome of you! But you come to-morrow evening."

"If I do not go to Miss Burnaby's."

"Oh! Miss Burnaby. I had forgotten her. And about the next sitting—well, I don't think I can quite decide now. Suppose I just send you over a little note, that will do, will it not? Do I ride to the hounds, Lord Lowbrooke? Alas! no. I have never been on horseback since I came to this wretched little place. It would be the very delight of my life if I could have a little amusement of that kind, but you know, when one has to live under an extin-
guisher, one must accommodate oneself to the position. Good afternoon, Mr. Hathaway, so sorry you must go."

But, before he was out of the room, she had quite recovered from her sorrow, and was too intent upon my lord's description of his favourite hunter to give her artist-friend so much as a look of farewell as he departed.
CHAPTER XII.

MRS. HAYTHORNE made herself so agreeable to his lordship that he was induced to occupy that seat at the Meadowfield dinner table which had been offered to Phil for Sunday evening. However, at the time, Phil did not know that, and so he felt no qualms of jealousy about it.

He duly made his call at the Moat House, and found that Miss Ferguson had gone out with her mother. Then he reported himself to Miss Burnaby, and thereupon received the promised invitation.

"I asked Miss Ferguson if she would care to meet you," said Miss Burnaby, with a
flavour of stiffness in her manner, "and she said she had no objection. I thought it was due to her to ask the question, after the manner in which Mrs. Haythorne behaved. So we shall be glad to see you at half-past six."

Phil had hoped it would be a midday dinner, with a good long comfortable afternoon, and perhaps a stroll up the hill, if the weather was fine, and Miss Ferguson did not feel disposed for evening church. However, he was obliged to be content with what Miss Burnaby permitted, and half-past six o'clock found him at the Manor House gate, not without sundry speculations as to the welcome which might be accorded to him.

Audrey, pacing up and down the little conservatory, and chatting to the General, shook hands with him with such grave, quiet courtesy. It might have been years since they had met, so had she grown into digni-
fied womanhood in these few weeks. And they might never have met at all, so little remembrance of the past was there for him in the clear, straightforward glance, in the only courteous clasp of the hand, in the full, untrembling voice.

Phil saw it and was humbled. He felt that he deserved it all. And yet he had hoped that he might have had just a sense of the old power over her. A touch of added colour, a change of tone, would have been enough. If there had been even so much of consciousness as to show him that she remembered the embarrassment of their last meeting. But no, the pleasant and the disagreeable had been alike forgotten. Queen Audrey had found a new life for herself, and the door that once led into the old one had been bricked up so completely that one could not even tell its whereabouts.

It was Phil now who must consider how
he should order his ways. Instead of amusing himself by striking alternate discords and harmonies on the responsive notes of her nature, he must submit to be played upon himself, or to be let alone, which was almost more humiliating. Should he not make just one more effort to vault into his old position?

"I have done what I do not very often do on Sundays," he said, as carelessly as he could, when Audrey's quiet greeting had shown him that the present was not, for herself at any rate, a very momentous occasion. "I went to morning service at church."

"Indeed!" said Audrey, scarcely looking up from a beautiful white chrysanthemum, as pure and queenly as herself. "In that case, then, I hope the church felt the honour done to it."

"Don't be sarcastic, Miss Ferguson. I
mean that very often on Sunday morning I stay at home and have a quiet spell of painting. This morning I thought there might be a chance of seeing you in the General's pew, so I went."

"It is a pity you took so much trouble. But you might have remembered that I go to chapel with my mother."

"So I might. In that case I should have gone to chapel, a thing I have never done yet."

"Then I am sure the chapel would have felt the honour done to it."

"I hope it would, though, if I had gone there, it certainly would not have been for the pleasure of hearing Mr. Vincent hold forth."

"I am told my brother-in-law is a very good preacher," said Audrey, with a look which warned Phil that he would not win an inch of ground now by pretending to
be so very grand. He left the subject.

"Well, I hope the servant did not forget to give you my card this morning."

"Oh! no, thank you. Abigail has a very good memory. And then we do not so very often have cards left at our house."

"Miss Burnaby told me she thought you would not object to my calling upon you on Sunday, as you are only staying until early to-morrow morning."

"Not in the least. Mamma and I had just gone over to see Frances Ann, the wife of the objectionable Mr. Vincent, you know."

"Pray forgive me, Miss Ferguson. I will go to chapel every Sunday evening for the next three months, if that will convince you that I repent of having mentioned your brother-in-law with other than proper respect. But I was really disappointed to miss you. I should have liked to have gone down the garden with you and seen
that pretty little bit that we used to sketch from the hollow. You used to enjoy the prospect from there."

"Yes, and I like it now as much as ever. But you can go whenever you wish, without any of us being with you. I am sure Mamma will any time give you the key of the little gate in the fence."

"Or I can leap the fence, as I did once before."

And Phil searched Audrey's calm grey eyes, to see if there was any answering softness in them. Did she remember that July evening when, looking up from her sketch of the old moat and the flag-leaves and water-lilies, she found his hand upon hers, his face bending over her? Did she remember her sweet greeting and her sweeter after-shyness? Did she remember anything, this tall, lily-like, but so unapproachable artist-maiden? Apparently
not, for she replied, without the slightest ring of consciousness in her voice,

"Oh! yes, of course you can leap the fence. It is a very low one."

But Audrey's eyes, calm and clear, told him there were other fences which he could not leap, not low ones at all, now.

And Miss Burnaby, smiling, understood everything. She had wit enough, and just feminine spite enough, to enjoy the turning of the tables. And they would turn a little more yet, if she was not mistaken, before Master Phil had his deserts.

He was scarcely able to look upon the evening as a success. He never got fairly afloat upon anything, without finding himself in the midst of quicksands by and by. Of course Miss Ferguson asked him what picture he was painting, and the only thing he could say of himself in that direction.
was, that he had a portrait of Mrs. Haythorne on hand, Mrs. Haythorne and her picturesqueness both being subjects upon which, under the circumstances, he could not expatiate with freedom. And to tell Audrey that he had removed from his grandfather's cottage to Miss Parley's apartments in the vicarage lane would, he felt, be a very uninteresting piece of news to her. Indeed, if he had told her that he was going to live with Lord Laxby himself, those fine delicate eyebrows of hers would scarcely have moved by a hair's breadth, so little did she seem to care now for anything which concerned his comings and goings. And to think how different it had been once!

Was there anything under it all, or had she quite forgotten? If he could but have had a single five minutes alone, to ask her. But if he proposed going into the parlour
to make Polly talk, Miss Ferguson had heard all that the bird could say, and she did not care for only talk; which might of course be personal. And if he proposed going to see those old prints in the library, Miss Burnaby said at once that Miss Ferguson would be sure to take cold. And if he tried to beguile her into a quiet part of the room, and say anything which had the remotest reference to the past, he found himself at once in front of a stone wall, very prettily clothed with ivy leaves of courtesy, it was true, but still nothing but a stone wall, for all that. She would talk to him so brightly and intelligently about everything that had not a touch of personality in it; but let him venture upon anything else, and for Audrey the past was evidently a blank. It was not that she turned away from it. It did not so much as seem to be there at all.
And if the old General or Miss Burnaby spoke a word to her, she was so ready to forget himself entirely. That was really the most provoking part of it. She never seemed in the least sorry for their conversation, such as it was, to be interrupted. The merest hint was enough to break it up. And, when it was once broken up, she cared so little, so very little, for beginning it again.

However, even if she would not take any notice of him, it was pleasant to be allowed to sit and watch her. Yes, the question was settled now. Audrey Ferguson would do credit to a London drawing-room. Her husband—Phil looking upon himself in that light—might take her into the most critical society and not feel ashamed of her there. Nay, more than that, he might be very proud of her.

But the question now was, would she be proud of him? And that question was
slowly answering itself in the negative.

"I am a fool," said Phil to himself. "But she will be obliged to walk home to her mother's house to-night, and there are no cabs in Dimplethorpe, and the old General doesn't keep a carriage, that's a comfort. She can't help letting me walk with her."

And then, finding the young lady impracticable, he dashed into conversation with Miss Burnaby.

"How wonderfully Dimplethorpe is dressing itself up for the hunting season this year!"

Miss Burnaby said yes, indeed it was. The Berry-Fontenoys were at the Hall, and ever so many people were coming to them later on. And Lord Lowbrooke had taken the whole of the "Bull and Crown," and Lord Laxby's sister was coming to the Park next week. It was really quite like the old times. She had heard Lord Lowbrooke
was a nice sort of young man. He had been in Major Haythorne's regiment years ago, and therefore he might perhaps do the Meadowfield Lodge people the courtesy of calling. Mrs. Haythorne was fond of new friends.

And something in the toss of Miss Burnaby's silver curls intimated what became of the old.

"Oh! yes," Phil replied. "I met Lord Lowbrooke there the day before yesterday — no, yesterday. Mrs. Haythorne asked me if I would go in to dinner this evening, but I preferred keeping my engagement to you. At least it was not an engagement. I only hoped you would ask me."

Phil hoped, too, that Audrey would hear that last remark, as well as its connection with Lord Lowbrooke, but Audrey, chatting with the General, did not hear it. She was telling him about some great "at home"
which she had just been to in London, and the pleasant people she had met there. How her face lighted up and her eyes sparkled with interest as she described one after another of them to him! She had not looked in that way when she was talking to himself, five minutes before. But, never mind, there was the walk home. She could not get out of that, anyhow. And he would go the long way round, so as to make a good twenty minutes of it.

"Yes," he said, in reply to a question Miss Burnaby asked, and she had to ask it twice too, "Lord Lowbrooke seems very pleasant and affable. Nothing in him, I daresay. At any rate, he knows nothing about pictures. He just puts on his eye-glass, says yes, yes, and then thinks he has done all that is necessary."

"And so he has," said Miss Burnaby, mischievously. "At least, as far as Mrs. ..."
Haythorne is concerned. So long as he is a lord, it is not of the least consequence whether he understands pictures or not. He will do just as well."

Phil thought not. He felt sure a woman like Mrs. Haythorne, with fine artistic instincts—whatever that might mean—could never find real satisfaction in the companionship of any man, be he lord or be he basket-maker, who had not talent, and enthusiasm, and sympathy. And if he had these qualities, then she would reach out the hand of friendship to him, basket-making nevertheless. And if he had them not, the lordship would go for nothing. She had said as much as that to him herself, and he knew it was true. But that was another subject upon which he could not speak freely with Miss Burnaby.

Was anybody else coming, then, for the hunting season?
No. Miss Burnaby had not heard of anyone else, though most probably people would be coming over continually from Crockingford. The old hunting men, who used to go there when the place was select, had got tired of it, now that the new line had brought so many mushroom people about, and they were finding their way back to Dimplethorpe, where the company was more select. She was glad of that, for the old place really did want a little life infused into it.

"It will be a fine thing for the tradespeople," remarked Phil.

"Yes, and for one or two others who are not tradespeople," answered Miss Burnaby, a little sharply. But she could not help being sharp with Phil now and then. He had not behaved well to his old friends of late. "Mrs. Haythorne will find out the difference as soon as anyone. She has been
lamenting over the lack of gentlemen ever since she came to the place, but there is comfort for her now. I have no doubt she will soon find out Lord Lowbrooke, especially as the Major knew him before."

"I think," replied Phil, "if you said Lord Lowbrooke will soon find her out, it would be nearer the mark. Mrs. Haythorne need not disturb herself to seek for admiration. She cannot easily avoid being appreciated."

"I am afraid that is just what she does contrive to avoid, Mr. Phil. And as to her finding out Lord Lowbrooke, I said what I meant, and I meant what I said. You will see, now that a fresh importation of aristocracy, and of the male sex, too, has come to the place, we shall all be nowhere."

Phil did not believe that at all. He thought he knew Mrs. Haythorne too well. She had evidently enjoyed those long con-
versations with himself far too much to drop them for the sake of any noodle of a lord who might be attracted by her beautiful face and bright sparkling manners. Mrs. Haythorne needed sympathy even more than admiration. If he understood her rightly, she could easily give up the one; the other was an absolute necessity of her life. And what sympathy could that chattering magpie give her? No; Miss Burnaby, for once in her life, was mistaken.

And he was going to tell her so, but at that moment Miss Ferguson, who had been silent for some time, rose as if to depart.

"I think it must be very late."

Phil was on his feet in an instant.

"I think so too. Miss Parley will wonder what has become of me. You will allow me to walk home with you, Miss Ferguson. You know I have to pass your house in going to my rooms."
"Thank you very much, but Miss Burnaby has been good enough to ask me to remain here for the night. I shall not need to trouble you."

If there was no mischief in Audrey's eyes, there was any quantity of it in Miss Burnaby's. Phil was discomforted. And as he had been so very ready to admit the lateness of the hour, he could not well resume his seat, especially as neither the host nor hostess pressed him to stay. So he was obliged to say good night, feeling that his last chance for the present was gone.
CHAPTER XIII.

He went home, feeling considerably smaller in his own estimation than he had done a few hours before.

And for Audrey to have given that very marked hint about its being late. Of course, under the circumstances, she being a guest in the house, she could only have meant to tell him it was time for him to go away. To think that it should have come to that! Phil winced as he recalled the hurt pride with which he listened to her quiet announcement that she was not going home at all. If only he had not been so eager to offer to accompany her. That was "com-
promising" himself, certainly; and to no purpose, either.

Well, he must give up his pleasant dreams of mastery over a nature which he could touch into petulance, or rouse into defiance, or wound into silence, just as the fancy took him. And, unfortunately, now that he could do none of these things, now that Audrey was passing away from him into a new life whither he could not follow her, she seemed so much more valuable. When he thought he could have her at any time for the asking, that asking had been of so little importance. Even if he made up his mind not to ask at all, the sun would have risen and set as usual. But now—

Phil crunched the Manor House gravel under his feet, and vowed that he would make himself worthy of being treated differently next time he and Audrey Ferguson met. He would be worthy to win her one
day. Before, he had only asked himself if she was worthy of being won.

But there was Mrs. Haythorne. She appreciated him, if his other Dimplethorpe friends did not. She never tried to put him down in Miss Burnaby's snapping way. She never looked past him with calm unregardful eyes like Queen Audrey. She was not afraid of letting him know how much he was to her, how much he could do for her. She had made his life wonderfully rich through her generous appreciation of him; and, whoever else failed him, Mrs. Haythorne would not.

The Lodge was lighted up as he passed it. Somebody must be dining there. Phil wished he could have gone in and joined them, especially as the Manor House opportunity had not been of a kind to leave a very pleasant impression behind. He felt as if he wanted something to set him
straight again, something to soothe his ruffled self-esteem. A smile from Mrs. Haythorne, one of those pleasant appreciative remarks which she knew so well how to make, would have done it, and he should have felt himself a man again, good enough for all the Miss Burnabys and Miss Fergusons in the world.

If Phil's desire could have been granted him, he would not have been much better for any appreciative remarks which Meadowfield Lodge had to bestow upon him that night. For it so chanced that, just as he passed the house, Mrs. Haythorne, sipping coffee with the gentlemen, was giving her guest an account, and a very amusing one too, of the different people in the neighbourhood. My lord wished to know if there were any pleasant families to call upon.

"Of course," he said, "I know the Berry-
Fontenoys, and Laxby, and Lady Gertrude, but still there must be shoals more of nice people in the place, and really one wants something to pass the time."

"Exactly. But you have named everyone who is worth calling upon, and we have no vicar's wife, fortunately. Oh! stay, I forgot. There is Miss Burnaby."

"Miss?"

"Burnaby. They live just opposite at the Manor House. She is the most spiteful, ill-tempered old creature you can imagine, but with any quantity of blue blood in her veins, so that I daresay she would feel herself aggrieved if you did not pay her a proper amount of attention. Her brother, the old General, however, is rather nice. He has seen a great deal of service, and is as full of fun as a boy in his teens. Is he not, Fred? And quite a gentleman."

"Oh! yes, my dear, quite a gentleman."
Of course. A gentleman—quite, quite."

Lord Lowbrooke noted the name in his pocket-book.

"And, let me see, I met some one at your house yesterday—that gentleman who was painting. An amateur, of course."

"Oh! dear, no; nothing of the sort. He does it for a living," replied Mrs. Hathorne, for whom the dawning charms of the aristocracy were fast eclipsing those of genius evolved from the osiers and willow wands. "He is—well, in fact, I can hardly tell you what he is, but not a gentleman, by any means. His people were basket-makers, or something of that sort."

Lord Lowbrooke opened his eyes, and something in the twirl of his moustache asked why such a person had been met, and evidently at home too, in the drawing-room of Meadowsfield Lodge.

"Well, you know," replied Mrs. Hay-
thorne, understanding at once, "I took him up, just as a matter of kindness. He is a sort of young man who might get on in his profession some of these days, if only anyone would take the trouble to polish him a little. You can easily see he is perfectly uncultivated."

"Of course," said his lordship; "I thought he did not seem one of ourselves. Somehow one can tell if a young man belongs to his surroundings. So he is going to put you in the Academy, is he?"

"Well, I am afraid such an honour is scarcely likely to be in store for me, Lord Lowbrooke. He talks about it, and one does not like to discourage him. The fact is, the young fellow is in want of pence, and I thought that would be a good way of helping him to earn a little. One likes to encourage talent, you know."

"Exactly. And, when a young man
gets his pictures into the Academy, it makes a difference. I think one ought to keep them under a sort of plate-glass extinguisher until they reach that point; let them see what they can at a distance, you know, but not invite them exactly into one's own set. With people of that sort I always draw the line at the Royal Academy."

"That is where I draw it myself," said Mrs. Haythorne, ready to abjure Phil on the spot, if such a proceeding should be necessary for the better retention of the Lowbrooke acquaintance.

"I am delighted to hear you say so," said his lordship. "I thought, from the young fellow's manner, he imagined himself as good as any of us."

"Oh! that is just his ignorance. He is really little more than a boy, and has no manners at all. However, he serves to pass the time when I have nothing else to
do. I assure you he has some very pretty notions about art, and all that sort of thing."

"Indeed! I don't care for art myself. In fact, I think it rather a bore. I always read up the Academy just enough to talk about it, and there I stop. One really cannot go through one's calls in London unless one has the Academy to talk about. I must do the young man the credit of saying, though, that he has shown remarkable good taste in the choice of his subject."

And Lord Lowbrooke bowed to Mrs. Haythorne, and Mrs. Haythorne smiled to Lord Lowbrooke, and made a mental note to the effect that she should cultivate his acquaintance for the future, in preference to that of young Hathaway.

"Are the Berry-Fontenoys pleasant people, Lord Lowbrooke?"

"Well, yes—passable, very passable.
Mrs. Fontenoy is related to half the dukes in the peerage, if that can make anybody pleasant. And awfully exclusive, I assure you. I was walking with her and the girls the other day, and we met that young artist, and I was obliged to speak to him, and she never rested until she had found out all I could tell her about him, and then she wrote him down as somebody to be kept clear of. She is dreadfully afraid of those three girls of hers. I am sure she need not be, for, with the exception of Barbara, the middle one, they are perfect frights. Nobody would look twice at them.

"Yes. I called upon Mrs. Fontenoy a day or two ago, and she took me through the hothouses, and there we saw the girls, children she calls them. I should call them women in long hair and short skirts. But, as you say, the middle one is rather
pretty, big innocent blue eyes and a frighten-
ed sort of expression.”

“And lovely shoulders. I admire lovely
shoulders almost more than anything else in
a girl. Pity their mother is so afraid of
them. I am sure she need not be in a place
like this, where there is nobody to run
away with them. Did you ever experience
anything like the dulness of the place, Mrs.
Haythorne?”

“Not quite. But then, you know, I
came from India, and we are never dull
there, though we are often naughty.”

“I believe so. But Dimplethorpe is the
very essence of stupidity. Positively I
don’t know how I should have got through
this Sunday if you had not been good
enough to ask me to come over. Church is
tame, you know, after real ritualism, and
that is the sort of thing I have a fancy for.
I say, if one must go to church, let one
have something to look at when we get there; but they don't even give you that at Dimplethorpe. No club, no library, nowhere for a fellow to spend his evenings. 'Pon my word I am so much obliged to you for asking me to come, I am indeed. I hope you will invite me again, before long. I haven't had such a pleasant evening since I came down to the place."

Mrs. Haythorne was charmed. Phil Hathaway's fate was sealed.

"It is very good of you to say so. I always think Meadowfield Lodge is a sort of sleepy hollow, but, if you can find any pleasure in coming, I am sure you are always welcome. Will you like to look in to-morrow afternoon, and then the Major and I can show you some of the beauties of Dimplethorpe."

"Delighted! But pray don't trouble yourself to show me any more of the
beauties of Dimplethorpe, I am quite content with those to be found within your own doors."

And again Lord Lowbrooke bowed to his fascinating hostess.

"Let me see."

And Mrs. Haythorne took out her tablets.

"What a nuisance! I sent over to young Hathaway only this morning, to tell him I would give him a sitting to-morrow afternoon."

"Then I will come some other time, if you will excuse me," said his lordship.

"Oh! no, indeed, Mr. Hathaway shall do that. I should never think of allowing his arrangements to come in the way of yours. I will send word to him that it is not convenient. Besides, the picture is so nearly completed now that he could quite easily finish it at his own rooms. I think I
will let him do so. To-morrow afternoon, then."

"Many thanks. I shall be most happy. Of course, when I get my horses down and we are regularly in for the season, I shall know better what to do with myself."

"Shall you?" And Mrs. Haythorne laughed a merry little laugh. "Then I almost wish your horses were not coming down at all."

"Thank you very much. I am afraid, in that case, you would find me almost too troublesome. Do you ride?"

"Oh! yes, and I enjoy it immensely. At least I used to do in India, but I have had to be content with walking since we came here. Major Haythorne says he cannot afford to keep a horse for me. Too bad of him, is it not? And when he knows how much I miss the exercise."

"If the Major will allow me, I shall be
most happy to give you a mount occasionally. The horses will be far better for being used regularly. I have one that has been accustomed to carry a lady. I often send it over to the Hall for one of the Fontenoy girls. We could make a little excursion to-morrow, if you like."

"Oh, charming! Fred, do you hear what Lord Lowbrooke says? May I go?"

"My dear Delphine, you know you do whatever you like."

Which was quite true. But at the same time Delphine always went through the formality of asking her husband's permission, at least when other people were present. It had a sweet look, and gave the impression of consulting the Major's wishes in everything, though in reality that was the last thing Mrs. Haythorne ever thought of doing.

So it was settled. Next morning she
sent over a note to Mr. Hathaway, regretting that she had been compelled to make other arrangements, and saying that, after one more sitting, she should be glad if he could finish the portrait at his own rooms.
CHAPTER XIV.

FOR Mrs. Haythorne was not by any means the woman to give Phil Hathaway those charming afternoons which he enjoyed so much, at the expense of the society of Lord Lowbrooke and Mrs. Berry-Fontenoy. It had been pleasant hitherto to have him come in now and then, and give him a cup of tea or a glass of claret, and feel that he was worshipping her in an unsophisticated sort of fashion, as a being infinitely out of his own sphere. She always liked to have some one on hand of that sort; and, when higher game could not be found, a young artist who had wistful,
deep-set eyes, and rather rough hair, and a
great many aspirations after the beautiful,
did very well to keep the life from entirely
stagnating within her.

But to cultivate him when there was any-
thing better to be had was clearly out of
the question. Especially when that "any-
thing" was a young lord, and a young lord
who had rather plainly expressed his dislike
for people decidedly out of his own sphere;
and who had hinted to her that the Honour-
able Mrs. Berry-Fontenoy shared the same
sentiments.

If there was one thing Mrs. Haythorne
meant to do, next to keeping up a friendly
intercourse with Lord Lowbrooke, it was to
place herself on an equally friendly footing
with Mrs. Fontenoy, for the Fontenoys
went into the best society in London, and if
she did succeed, as she hoped she should
now, in getting the Major to take a house at
the West End for a few weeks during the next season, it would be a great advantage to have such a woman to introduce her. Indeed, Mrs. Fontenoy would be of much more service to her than Lord Lowbrooke himself could be, for though it was very nice to have men of that sort to walk about with and take one to the Opera, yet for really getting a footing in good society there was nothing like being friends with a woman who was niece or cousin or grand-daughter to as many dukes as you could count upon your five fingers. For, after all, it was the women who gave the entertainments, and sent out the invitations for them; and, if once a woman made up her mind not to ask you, you might make yourself as pleasant as you liked to the Lord Lowbrookes, but invitations you would not get to anything that was worth going to.

Mrs. Haythorne knew what a woman
like the Honourable Mrs. Berry-Fontenoy was worth, looked at from a social point of view, though from any other point she might be as disagreeable as even that tiresome, truth-speaking old Miss Burnaby herself. Mrs. Fontenoy was not a remarkably truth-speaking woman, if society gave her her right character, but she might be made very useful, and Mrs. Haythorne meant to make use of her accordingly.

Mr. Hathaway must be dropped. Kindly, of course, and a handsome honorarium sent for the portrait. That would settle everything. Then just one more sitting, to say a few pleasant things to him, and make him understand how it was that the intimacy was not to go on any longer, and after that she need give herself no more trouble about him.

Because Lord Lowbrooke had said the Fontenoys were very particular whom they
associated with, and everyone in Dimplethorpe knew what Mr. Hathaway had sprung from, though the young man himself did not speak about it quite so openly now as when first she took him up. Of course, as Lord Lowbrooke said, it was a different thing altogether when once an artist got his pictures into the Academy. His position was established then. People did not ask what he had been. Or even if they did, and found out that he had been a basket-maker, the fact would only give him a sort of romantic interest. Before that success was reached, however, it was just as well to be careful.

Mr. Hathaway was to have one more sitting, then, just to let him gently down. And the sooner he had it the better. Mrs. Haythorne had called upon Mrs. Fontenoy on Wednesday. This was Monday. Mrs. Fontenoy would not be likely to return the
call in less than a week or ten days, at the earliest, so that, if she let Mr. Hathaway come on the next day, Tuesday, they would probably have the afternoon to themselves. Any day after that the sitting might be disturbed by a call from the Hall people, which would be the greatest nuisance in the world.

Besides, she had heard—she thought it was Mrs. Bentham who told her, just before they had let their house for the winter—that Mrs. Fontenoy had such very strict notions about married ladies having any sort of intimacy with young men. She said a wife ought to be content with the companionship of her own husband, or at any rate, if she was not, she ought not to try to supply the deficiency by drawing young men to her, and so preventing them from making suitable engagements elsewhere. That, she said, was a crying evil of the
present day, that married ladies who were not perfectly happy in their own homes always tried to make up for it by playing off their fascinations upon inexperienced young men; and, when a young man once got drawn in in that way, you might introduce him to the very nicest, most amiable girls, but it was no use. They did not make the least impression upon him.

Ridiculous of Mrs. Fontenoy! But everyone could see through it. She was so stiff and starched herself, and had such severe manners, that, even if she were ever so unhappy with Mr. Berry-Fontenoy, it would be simply impossible for her to comfort herself by more interesting companionships. And she did not like other ladies to do so, because it prevented the young men from being properly alive to the charms of her own three growing-up daughters, who would want husbands providing for them by-and-
by. Indeed, Almira, the eldest, was to be presented next season, and Barbara the next, though she wore her hair down her back in school-room fashion, was eighteen if she was a day, and had far more womanish notions than Almira, so that Mrs. Fontenoy's maternal anxieties might be said to have commenced already. No wonder she was impatient at young men being drawn away by the married ladies.

But Mrs. Fontenoy, with access to the best society in London, might be useful, and one must keep straight with her. And if she happened to make a call at Meadowfield Lodge and find Mr. Hathaway planted down there in front of his easel, evidently quite at home, chatting away as though he had known the lady of the house for years, she would take umbrage at once, and there would be an end of everything.

So Mrs. Haythorne wrote to her artist-
friend, telling him that she should be at liberty for a couple of hours on the following afternoon. And she added that, after then, she thought it would perhaps be better, for reasons which she would explain to him by-and-by, to finish the picture at his own rooms, as it was now sufficiently advanced for no more sittings to be necessary.
CHAPTER XV.

The note was very prettily written, because Mrs. Haythorne was one of those kind-hearted women who will never make themselves unpopular with a gentleman if what they mean to accomplish can be managed without doing so.

Mr. Hathaway was to be dropped for the hunting season, because, with Lord Lowbrooke in the place, she could do without him now, and because, with prudishly exclusive Mrs. Fontenoy to be cultivated, it was impolitic to keep him on. Still, if he got his pictures into the Academy, or if the Major, after all, made up his mind not to
take that house in London, he should be taken up again when Dimplethorpe was empty; so the dropping must be judiciously done, rope enough being left in her own hands to draw him back when necessary.

So there was nothing in the note to offend Phil. Instead of being offended, he said he should be very glad to come on the appointed afternoon, and after that he could finish the portrait at his own house, doubting not, innocent young fellow as he was, that Mrs. Haythorne would never be too busy to ask him over sometimes for a cup of tea and a little chat on artistic subjects, there being no one else in Dimplethorpe, as she said herself, who could sympathise with her as he did.

"I thought I would be quite ready," she said, with as bright a smile as usual, when Phil presented himself on the Tuesday afternoon for that last sitting. "You know, I
am so sorry to be obliged to ask you to finish it at home, but, now that Dimplethorpe is filling so, I really cannot count upon a moment to myself. You see how I am fixed, do you not?"

"Quite," said Phil, moving his easel into position and getting out his colours.

"And are you sure, now, that you are not the least bit offended with me? Not the very least little bit."

"How could I be?" said Phil, straightforwardly. "Of course you are obliged to consider the claims of other people. And these sittings do take up a great deal of time, though I am sure, so far as I am concerned, they have taken it up very pleasantly."

"Yes. I am so glad you can see it in that way. I mean, about having to give them up. I assure you it is such a disappointment to me. We have had such
delightful little chats together over this picture, have we not?"

"Indeed we have," said Phil, turning his easel about. It was placed in the little ante-room, which was separated by curtains from the larger drawing-room, in which Mrs. Haythorne usually received her callers. That larger room could be reached by another door, so that, if anyone did chance to call, Phil might be kept conveniently in the background.

"I am afraid we shall scarcely have light enough here," he remarked, after adjusting his work in different positions. "You see, it is rather a dull day."

"Oh, dear! how stupid of me!"

And Mrs. Haythorne looked annoyed for a moment. But she soon recovered her equanimity. It was a dull day, and the wind was in the east, and Mrs. Fontenoy, who suffered from neuralgia, never ventured
out when the wind was in that quarter, and therefore the easel might be taken into the larger room, and the painting done there, without fear of interruption. Besides, it was not a week yet since she had left cards at the Hall. She was quite safe. And one might as well humour him, as this was to be the last sitting.

"I might have remembered, but you see I have had so much to think about lately. I will call Clewer, and have it taken into the other room at once."

Which was accordingly done, and the work commenced, Mrs. Haythorne, with the Cashmeri scarf twisted round her hair and the embroidered tunic showing her arms to the shoulder, deposited in the right position in front of a purple curtain.

Phil could not help it, but the fair face and light hair and finely-chiselled features
of Audrey Ferguson would keep getting between him and the laughing brunette whose eyes were flashing out so saucily beneath the Cashmeri head-dress. Mrs. Hathorne was obliged to laugh, for that was to be the expression of the picture; and there had been no difficulty in doing it before, because she had always been in very good spirits, and so had he.

To-day, for some reason, she did not seem quite so full of animation. She would even be silent for several moments together. Phil was not sorry, for that left him more to his own thoughts. But how about the laughing expression?

"You really must talk to me a little more, Mr. Hathaway," said the lady at last. "I feel my face growing so dreadfully long. I am sure the picture will be quite spoiled."

"I am not working at the face now."
That is finished. Major Haythorne said the other day he thought it could not be improved."

"Oh! then it is of no consequence. Still, you know, for all that, you might exert yourself to be entertaining. One likes to be amused."

It had not struck Phil before that this was part of his duty in painting a pretty woman. He tried to fancy Audrey saying such a thing. He could not, though he was obliged to own to himself that he would rather she had said it than been so very distant and independent. She did not even care to be amused by him. Talk of queenliness, there was fifty times more of it about the minister's daughter than about this fashionable lady of society. And her dignity was so ingrained, too. You could not laugh it away, or tease it into anything else, still less coax it into familiarity, as Mrs.
Haythorne seemed to be inviting him to do now with her own little touch of vexation.

For Mrs. Haythorne was a little vexed, and would probably have been a great deal more so, if she had known that, since Phil Hathaway dined with Miss Ferguson two evenings ago, she had scarcely ever been absent from his thoughts. True, she intended to drop him herself for the present, but at the same time she expected him to be quite ready to be taken up again, so soon as it suited her to do that; and in the meantime he must worship her at a distance, instead of being allowed the friendly intercourse which had been so pleasant to both of them. To drop a young man who was beneath you, but who could nevertheless be useful upon occasion, did not at all imply that he was to make himself entirely independent of you.

Mrs. Haythorne did not know about the
Manor House dinner, but, even not knowing, she was vexed with Phil for his silence, and enough interested to want to bring him back to his old dependence upon her own moods. She had been accustomed to be amused by him, if amusement happened to be what she wanted at the time; or she had made pretty little confidences to him, or had allowed him to tell her scraps of his own experience, just as she felt in the humour to confide or be confided in; but, whatever it might be, she had only to give the cue, and Phil was always ready. When the face was being painted, a laughing expression was wanted, and entertainment was forthcoming. This time it was only drapery, but then it had been drapery many times before, and Mr. Hathaway had not made that an excuse for keeping his thoughts to himself, as he seemed inclined to keep them this afternoon.
The sitting should have a pleasant ending, at any rate, and, whatever else happened, she would not at the last lose her power over anyone who had once owned it so humbly as Phil Hathaway.

"I do believe, after all, you are rather offended with me," she said, coquettishly, not having imagination enough to realize that anything but herself could be occupying the thoughts of a man who was engaged in painting her portrait. "And, if I could only make you understand how it is, I am sure you would see that I am ever so sorry."

"You are very kind," said Phil, bringing himself back from an imaginary conversation in which he had at last succeeded in shaking Audrey out of her stateliness, "but you must not think that I could be so foolish. It is really of no consequence to me."
Mrs. Haythorne pouted. That was rather too strong a way of putting it, and this pretty little dash of petulance showed him that she felt it so.

Mr. Hathaway apologized.

"I do not mean that it is of no consequence to me whether I have these pleasant afternoons or not. You must not think I am so ungrateful as to say that. But the picture is really far enough advanced now for me——"

"For you to do without a block any longer. Oh! yes, thank you, I quite understand. It is a good thing to know when one is no longer of any use."

But there was a look in her eyes which told him that this was only raillery.

"I do not think you will ever need to know that," said Phil, humbly, remembering from his own point of view, that of an unsophisticated young man, how very kind this
handsome woman had been to him when she might have had such far superior society amongst the upper class ladies of Dimplethorpe. "I shall never forget how much you have done for me."

"Oh! nonsense," said Mrs. Haythorne, though she was satisfied to have brought him back to that point. "You are so dreadfully humble-minded. You have not the least idea of your own position. It is so very stupid. Still it is a very good extreme for you to rush into, if one must rush into extremes. I am so sorry we cannot go on like this always."

And Mrs. Haythorne leaned back, clasping her hands loosely over her head. She looked very handsome. If Zuleika did not occupy a prominent position upon the Academy walls, it would only be because the artist had not done justice to his subject.
"I am sure I could not wish for anything better than these cosy afternoons. I always look forward to them ever so much. But you know, now that the place is filling up with these hunting people, and so many of the ladies are coming too, I cannot do just as I like. One is obliged to call and be called upon."

"I suppose so," said Phil. "I do not understand anything about it."

"No, of course. They don't expect you to call. Though some day I have no doubt they will be proud enough for you to do so. Why don't you make haste and get your pictures into the Academy, and then you will have all Dimplethorpe at your feet?"

"And then what?"

"Why, and then the first thing will be for you to forget your old friends. That
is what people always do when they make a success."

"I don't think that is the first thing that I shall do," said Phil.

And the face that looked upon him, as he said it, was Audrey's. If Mrs. Haythorne had only known.

"Well," she said, not knowing, "I hope you won't forget me! It has really been very delightful to have you for a friend. And when the place gets empty again, we will just go on in the old way, shall we not? What is Clewer making such a rustling about, I wonder, in that ante-room? I always tell her I wish to be left perfectly quiet when we are having the sitting. I shall miss our afternoons so much, I really shall."

Clewer came forward at this moment, revealing the cause of the "little rustling"
which had annoyed her mistress. For, following close upon her, and with a severely dignified expression of countenance, came the Honourable Mrs. Berry-Fontenoy.
CHAPTER XVI.

Mrs. Haythorne's face flushed, and for the moment she looked excessively annoyed, a fact which Mrs. Fontenoy, sharp as a needle where the shortcomings of other people were concerned, did not fail to notice. But it was only for a moment. She was herself again, all smiles and animation before Phil had even had time to notice what manner of woman the new-comer was.

"Mrs. Fontenoy! No, really. How very good of you! How could I have expected to see you so soon?"

"I daresay you did not," said that lady,
who saw in a moment that she had followed
the parlour-maid and her card just a little
too soon. "But I happened to be calling
upon Miss Burnaby, and I thought, as I was
so near, I might as well come in and see
you. You know, it is such a long way
from the Hall that when one does come in
this direction——"

"Yes, exactly, I am so charmed to see
you. Only your neuralgia, and this bitter
wind. Dear Mrs. Fontenoy, how could
you? Are you quite sure it was not very
dangerous to venture out on such an after-
noon?"

"Oh! dear no, thank you. The east
wind never does me any harm, it is only the
damp which brings on my neuralgia. But
I am so sorry to disturb your arrange-
ments."

And Mrs. Fontenoy swept the entire area
of the Meadowfield Lodge drawing-room
with a pair of the keenest hazel eyes that ever looked through gold-rimmed spectacles; swept it, oriental curtains, Japanese bronzes, artistic backgrounds, Cashmeri head-dress, easel, canvas, palette and painter included. Only of the painter she took no notice. She had heard of him before, from my Lord Lowbrooke, that he was "not of our sort."

Mrs. Fontenoy had married late in life, and her daughters were emerging from the school-room as the crow's feet and grey hairs of advanced middle-age were writing their story upon her face. The Berry-Fontenoys, in a general way, chose beautiful women for their wives, but the present head of the house had taken to extravagant courses whilst a young man, and, to keep up the family position, had been compelled to unite himself to a well-filled purse, rather than to charms either of feature or
character. However, Mrs. Fontenoy made up in acuteness what she lacked in grace, and if nature had denied to her other comeliness of visage than that which a Roman nose and an excessively thin pair of lips could supply, it had not denied to her the power of seeing clearly into her neighbour's failings, and searching them out and holding them up with pitiless accuracy. This was the lady upon whom Mrs. Haythorne was depending for an introduction into the best society of London, and whom therefore she delighted to honour.

And Mrs. Fontenoy had a horror of young men who dangled after married ladies, and of married ladies who allowed themselves to be dangled after. And here Clewer had ushered her into a drawing-room where the very thing she detested was apparently going on in full force. Could
a more unlucky contretemps have been imagined?

"So very sorry to have disturbed you," she said, after that all-embracing glance through the gold-rimmed spectacles.

"Not in the least, dear Mrs. Fontenoy. I am only so very sorry you have caught me in this ridiculous costume. Major Haythorne has unfortunately gone out, or——"

Mrs. Fontenoy's eyes, and the sharp high bridge of her nose, and the level line of her lips, all seemed to unite in saying,

"Yes, very unfortunately."

"Or," Mrs. Haythorne continued, with an attempt at playful impatience, "I would make him explain it to you, better than I can. He insists upon my being taken in fancy costume, and this is the consequence. I am sure my friends must think I am out of my mind."
Mrs. Fontenoy did not accede to that proposition, but doubtless she would have given it as her opinion that Mrs. Haythorne was a woman who failed to conduct herself with the propriety to be looked for from people in her position. The cold keen eyes said as much, whilst in perfectly courteous accents she continued the conversation.

"Oh! dear, no. I am sure no one would think such an improper thing of you. I can quite understand. Pray do not apologise. Lord Lowbrooke told me about the picture."

And all this time not a look at Phil Hathaway, who stood at his easel, waiting for the friend who had been so very good to him, to complete that goodness by introducing him to this Honourable Mrs. Fontenoy, or to relieve him from his embarrassment by gracefully drawing him into
the conversation, without the ceremony of an introduction.

But Mrs. Haythorne seemed inclined to do neither one thing nor the other. Instead, she seemed quite to have forgotten him, until, when the Roman-nosed lady had been safely deposited in the chair of honour, she said,

"Thank you, Mr. Hathaway. I do not think I will trouble you any further this afternoon. And you understand now that the picture can be finished at your own rooms."

There was a slight but quite perceptible change in her voice, a still more perceptible change in the expression of her large brown eyes.

But Phil was not able to realise in so short a space of time—indeed, he was not able to realise at all—that Mrs. Haythorne
was ashamed of him, that she wished to make him understand how great a gulf yawned between him and, if not herself, at least this magnificent ducal offshoot—ducal in a lateral direction, at any rate, who had done her the honour of a call, and who could do her the still further honour, if so minded, of introducing her into a thoroughly good set of people in London. Phil thought she was only vexed by the sudden breaking up of their last opportunity for a little quiet chat. But if he had known what she was indeed vexed about, or if he had intended to take his revenge in the most cutting manner possible, he could not have done it more effectually than, with the best of intentions, he did it now.

For, innocently as though they had been brother and sister in legal relationship, instead of only in that mental kinship which Mrs. Haythorne had so often claimed as
existing between them, and which, she asserted, was so much stronger than the mere family bond, he went up to her and put out his hand for a farewell clasp, and said,

"Good afternoon. I am very sorry we could not finish our conversation. But I can come another time. And the picture can be finished at my rooms now, if you will let me have the costume and ornaments to copy from."

Mrs. Haythorne could not help giving him her hand, but how very coldly she did it, and with what a natural air of being very much surprised! And, to Phil's proposal of coming another time, she made no reply whatever. As soon as he was out of the room, she remarked, by way of explanation to Mrs. Fontenoy, whose spectacles never let a thing escape them,

"A young man the Major picked up soon after we came here. He was almost starv-
ing, and, as he seemed rather clever, we thought it would be a kindness to let him paint my portrait. Major Haythorne has always said he should like to have a portrait of me in Cashmeri dress. It is picturesque, you know, and he thinks it suits my style."

"Exactly. But don't you think, when Major Haythorne is obliged to be away, it would be such a protection to you to have a maid in the room? You know those young men, accustomed to complete Bohemianism in life and manners, are so dangerous."

"Oh, dear no, Mrs. Fontenoy. He is not a young man of that sort at all. Quite simple and countrified. And of course I keep him quite at a distance. He is a young man who would never think of presuming. Are you sure, now, that you do not feel the room at all cold?"
"Not in the least, thank you. Indeed, I am feeling the cold so little to-day that I left my cloak in your ante-room. What a convenient little room it is! I had time to admire its arrangements, for I very stupidly caught the lace of my collar in taking the cloak off, and your parlour-maid was such a long time in setting me free again."

Something in Mrs. Fontenoy's manner seemed to imply that she had done a little more than admire Mrs. Haythorne's convenient ante-room whilst waiting such a long time for Clewer to set her free. Probably she had heard some of the conversation which was going on just then, and she might be inclined to think that Mrs. Haythorne had stretched the truth a little when she spoke of keeping the young artist at such a very safe distance.

It was most annoying. Mrs. Haythorne rapidly ran over what was being talked
about when that rustling in the ante-room attracted her attention. She had certainly said to Mr. Hathaway just then that she hoped he would not forget her, that it had been very delightful to have him for a friend, and that she should miss the afternoon chats so much. All quite unnecessary assertions to have been made to anyone whom she was bent upon keeping at a distance. However, she must hasten to make the best of it.

"He is very clever, and we both of us think he will make a good position for himself before long. He is very ignorant, as you would gather at once from his manners, and that was really one reason why we let him come to the house, in order, you know, that he might learn a little behaviour."

"Oh! yes, indeed," said Mrs. Fontenoy, with censor-like gravity, "if you are quite sure he is a young man that may be trusted."
One does hear of such very dreadful things. But then you have no daughters growing up. If you had, it would make such a difference. Now, you know, with Almira and Barbara and Cymbeline, I would not on any account let a man of that sort come near the house. You do not allow him very often, do you?"

"Certainly not, dear Mrs. Fontenoy," said the Major's wife, who, at any cost, must convince this watchful mother that her three innocent lambs would run no risk by being permitted to gambol about in the pleasant pastures of the Haythorne intimacy. "You heard me say to him that the picture might be finished at home, and I shall not now need to give him any more sittings. I assure you, it was already beginning to be a bore to me. There is not the least use in letting him come any longer."

"Except that the companionship might
be delightful," said Mrs. Fontenoy, with a slight movement of the high-bridged nose. She did enjoy saying an ill-natured thing, when the person to whom it was said had no way of retorting.

Mrs. Haythorne coloured. Spiteful old thing! She had been listening, then. Or did she suppose that she, Mrs. Haythorne, was obliged to have recourse to such uneducated people for society? If so, she could soon set that straight. And indeed, if it had been the other, she would still ignore it for the sake of the benefits which might in future arise from a little effort to keep straight with a disagreeable old woman.

"I daresay it was foolish of us to let him think that we liked to have him come to the house, but no one else seemed to take him up, and there really was that in him which made him tolerable for a change now and then. He is just one of those shy
young men, you know, who get on so much better when they are encouraged a little."

"But not to the extent of shaking hands with them, Mrs. Haythorne. Unless that is the way you do things in Dimplethorpe. Of course I do not know. And, as I said before, you have no young people growing up about you."

How unfortunately everything had happened! And not to be able to stand up for oneself, either, with a woman who seemed to think it her place to put everybody in order. The only thing was to change the conversation, if possible. Mrs. Haythorne wondered she had not thought of doing that before.

"Yes, it *does* make a great difference when you have girls to consider. Now, as an old married woman, you know, with only a little boy in the nursery, I feel that I can do almost as I like, though I shall
certainly not allow Mr. Hathaway to come to the house any more. He has shown, this afternoon, that he does not know where to draw the line. How do you like Dimplethorpe, Mrs. Fontenoy?"

"Oh! passably, passably. It is a very dull little place, of course; but I knew that before I came to it, and I always make a point of going where my husband likes. If there were only a few nice walks; but there is positively nothing to be seen."

"That must be because you have had nobody to show you the pretty places. I assure you there are some very delightful strolls in the neighbourhood. And our castle. We are very proud of our castle."

"You don't say so! I did not so much as know you could boast of such a thing. Pray where is it?"

"You must let me go with you some day," said Mrs. Haythorne. "I am sure the
girls would enjoy it. I should be delighted to show you all over it. It is really a lovely place, with a delicious old moat all round it, and the water-lilies in summer are beyond description. Do let me take you.”

“Thanks, very much. I am sure you are excessively kind, but I could not think of troubling you. If you would tell me where it is to be found, we might manage to get there some day by ourselves.”

“It would be no trouble to me at all. And then, you know, I could tell you all about it. I have heard the story over and over again from the old vicar so many times that I could say it backwards. It is quite a romance, about some young lady who was shut up there because she wanted to marry some one that her parents objected to. And one night she threw herself down from one of the battlements into the moat. Delicious, isn’t it?”
“Oh! Mrs. Haythorne, horrible! Pray do not say anything about it to the girls. I am so very particular what I allow them to hear. One cannot be too scrupulous with young people, you know, and Barbara has already too much love of the romantic. I think we must leave the castle to itself.”

“You are quite right,” said Mrs. Haythorne, with ready perception of the case. Whatever else she did, she must not give Mrs. Fontenoy the impression that she was a dangerous companion for young people, and so damage her chances of intimacy at the Hall. “I always say young people are best kept from learning anything of that sort. I assure you I should never have been so foolish as to mention the story in their hearing. But the Castle is really a lovely spot, and it would be a thousand pities for them not to see it. I should be so glad to call for you, any time.”
“Thanks. Yes, then we will go. Is it far from here?”

“Not far from here, but it is rather far from your end of the village. If you would come over any afternoon, we might walk there together, and then you could stay for a cup of tea on your way home.”

“Oh! you are too good. I am sure the girls will be delighted.”

“Then shall I say to-morrow?”

For Mrs. Haythorne was anxious to put matters in train for intimacy before Mrs. Fontenoy had had time to make any more inquiries about Mr. Hathaway and the degree of his friendliness at Meadowfield Lodge. So it was arranged.
CHAPTER XVII.

And, as things fell out, it chanced that Mrs. Haythorne was able to give Mrs. Fontenoy most convincing proof of the very brittle nature of the links between herself and the young artist, whose companionship she had hitherto found so satisfying to the noblest aspirations of her nature.

For, as she and the watchful British mother and the three young ladies were crossing the osier flats on their way to Dimplethorpe Castle, the two elder girls in front, and Cymbeline, the youngest, close sheltered under the maternal wing, they met Phil, strolling along in a meditative
mood amongst the clumps of willow and alder which were once so familiar to him.

Escape was impossible, nor did Mrs. Haythorne desire it. Now was the time, in presence of the Honourable Mrs. and the three Misses Berry-Fontenoy, to show Mr. Hathaway that their acquaintance must be considered a thing of the past.

Phil, recognizing his friend as the party neared him, struck across into the path, and took his hands out of his pockets, to be ready for the cordial greeting which sometimes, on former occasions, when they had happened to meet in this very spot, Mrs. Haythorne had accorded him.

"What a nuisance!" said Mamma Fontenoy. "I declare he is coming up to us. Girls, fall back."

Barbara and Almira fell back accordingly, and were marshalled one on each side of their mother, where not a glance could be
given them or a word spoken which had not previously been passed through the sieve of her observation. Cymbeline was handed over to Mrs. Haythorne's protection; and thus, in compact column, the feminine battery bore down upon the young man, who was to be annihilated by it.

And annihilated he was, if a volley of straightforward, unrecognizing glances could produce such an effect upon anyone; glances which fell upon him but saw him not, any more than if he had been an impalpable vapour. Of course, if a young man could not be made to understand in any other way, one must do it so.

Phil coloured, and that was all.

"Disagreeable, is it not?" said the Major's wife, as soon as they had passed him. "It is so awkward when one has to put a young man down in such a very marked manner. But what else could I have done?"
"Nothing at all, Mrs. Haythorne. It is exactly what I should have done myself under the circumstances. If he had understood his position, he would not have appeared to see you at all, and then you would have been saved the unpleasantness. But you will not be troubled again now. Girls, you can go forward."

Which the girls did.

"I thought you would support me in it," said Mrs. Haythorne, "and I am so glad I had the courage to do it. It was rather trying, you know. And I am so stupidly soft-hearted. I cannot bear to give pain to anyone. It distresses me even to kill a fly."

So they walked on to the moat and spent a very pleasant hour examining the beauties of Dimplethorpe Castle, the romantic story connected with it being kept carefully out of sight, lest the tender sensibilities of the younger Fontenoy branches might be cor-
ruptured. And Mrs. Haythorne comforted herself with the thought that, though of course there would be no more afternoon chats with Mr. Hathaway now, she had secured something better still, namely, the friendship of the Honourable Mrs. Berry-Fontenoy, with all the prospective advantages for next spring which such a friendship might be supposed to bring.

Phil went quietly home, not chafing with rage, as might have been expected. Indeed not chafing at all, but wondering very much at the ways and doings of that fashionable world into which it had so lately been his longing to enter.

He knew now where he was, and there is always a certain satisfaction in knowing that. He had not felt quite certain about it the afternoon before, when Mrs. Haythorne seemed so remarkably unprepared to shake
hands with him. That had puzzled him very much at the time, though the true cause of it had not even entered his mind. It might have been an oversight on her part. She was sometimes pre-occupied with her own thoughts, and fell into reveries, from which one had to rouse her to what was actually going on. Or she might be embarrassed at being surprised a second time in that fantastic costume, which, though it did suit her remarkably well, was not the thing people expected to see when they paid afternoon calls. Or there might be some misunderstanding between her and Mrs. Fontenoy, something which made it unpleasant to have to receive her at all, for she certainly had appeared very much annoyed when Clewer ushered the lady in. And so she was off her guard, especially as Mrs. Fontenoy was a person who, from her position, expected attention and deference,
whether they were given willingly or not.

But now he understood. One thing explained another. Mrs. Haythorne had "taken up" with Lord Lowbrooke and the Fontenoy set, and of course they did not care to be intimate with a lady at whose house they might chance to meet a man who had once been a basket-maker. So she must either cut the basket-maker or be dropped by the aristocrats. She chose to cut the basket-maker.

"And be despised by him," said Phil, setting his lips together as he took his way home across the osier flats.

When he got to his rooms he lighted a cigar and spent an hour in meditation about women in general and Mrs. Haythorne in particular. Then he put on his hat again and went to Harriet Brown's cottage.

"Well, Mrs. Brown, have you let that big upper room of yours yet?"
"Law! no, sir, and not likely to do, neither, it being what it is. I don’t suppose I shall stand much chance of letting it again, unless it might be an odd time at haymaking and harvest. I could put up a fine lot o’ labourers in it, and never feel the difference."

"Will you put me up in it again, Harriet? I think I’m about tired of the Vicarage Lane."

"Good gracious! yes, sir, if you can make up your mind to it, which I never thought you could do afore; and you took notice of as you was by the quality. I’ll clean it up for you with the greatest of pleasure."

"Then do so, Harriet. And I shall be back to-morrow."

"That’s quick work, sir, but it isn’t a deal that it needs of cleaning. I always does it out regular once a year, and shifts the osier bundles, as they’ve been there-
ever since your poor grandfather's time, and sweeps under and puts 'em back again, and lets 'em alone while next year, and I done 'em after you left me last July, so I don't need to do 'em again."

"No. Then you'll be ready to-morrow."

Phil went back to the Vicarage Lane, feeling more like a man than he had done for the last three months.

"Miss Parley, I daresay you could let your rooms at a better rent now than I pay for them."

Miss Parley curtsied. It was what she had been thinking herself ever since the place began to fill so. Only it was better to have a lodger who was likely to stay on for years, than let her rooms at a higher price and have them empty again as soon as the hunting was over.

"Well, yes, sir, I don't doubt but what I could. They say there's a deal of company
coming to the place, and more would come if there was apartments suitable, which there isn't."

"Well, then, Miss Parley, I am going back to the old cottage—at any rate, for this winter. I don't know what I shall do after that."

"Just as you please, sir. Not that I could desire a better lodger than yourself, for you have kept the most regular of hours, and I am sure I shall be very sorry to lose you. But as you say, sir, I could make more of the apartments, so there's no use denying it."

"Not a bit. Then at the end of this week I'll go. Perhaps before. No. I told Mrs. Brown I would go to-morrow, but I'll pay you to the end of the week, of course."

"Thank you, sir. And perhaps you wouldn't mind my putting a card in the window to announce the apartments at
liberty. I know it's a favour, sir, and you paying to the end of the week, whether you stay or not, sir, but seeing that there are so many gentry making inquiry, and I did hear of some parties that haven't let lodgings before, fitting up their rooms, I might lose a chance——"

"Oh! yes, Miss Parley. Put in as many cards as you like. Then I shall turn out to-morrow. You see these new lights trouble me. I am not accustomed to them."

Which was quite true. And next night Phil Hathaway slept the sleep of the just in a little chamber opening off from the big upper room in his grandfather's cottage.
CHAPTER XVIII.

The portrait was sent to him there to be finished. He worked so hard at it, being anxious to get the thing, together with all its associations, out of his mind, that in the course of two or three days it was returned to Meadowfield Lodge. The lad who carried it brought back a polite note from the Major, enclosing a cheque for the amount agreed upon. Phil was free. And nothing was said about the companion picture, or about sending this one to the Academy. Phil had other thoughts in his mind now.
A week or two afterwards he went to see Miss Burnaby.

She was sitting in her easy-chair by the fireside, knitting; quaint, old-fashioned, delicate, pretty as the tile-pictures on which the firelight played in many a rosy flash. Somehow, one always associated Miss Burnaby with faïence of some kind.

She received him a little bit stiffly, but then she had always done that of late. And though he was showing signs of coming to himself in the matter of Audrey Ferguson, still he had not quite set things straight. Young men must not think they could play fast and loose with their old friends just as they pleased, even though they were taken up by big people, or people who thought themselves big.

"Good afternoon, Mr. Hathaway. You don't often find time to come and see us now. How is the portrait getting on?"
"Better than ever, Miss Burnaby. I finished it last Saturday, and sent it home, and that is the best thing that can be said about it."

"And is it to be in the Academy?"

"No, it isn't."

"Why, I thought you meant that from the very beginning. Mrs. Haythorne will surely be disappointed."

"Bother Mrs. Haythorne!"

Miss Burnaby had made use of exactly the same expression to herself several times, but she had never made use of it to anyone else, and it was the very last expression she expected to hear from the lips of Phil Hathaway, though, to tell the truth, she was heartily glad to hear him use it. But she made no reply. The young man was changeable. She was quite sure he had said he meant to send the picture to the Academy.
Phil dragged out a little footstool in front of the fire and sat down upon it, and began to poke the cinders.

"Mr. Hathaway, I don't see why you can't let my fireplace alone. You know I have a great many weaknesses, and one of them is that I like a tidy hearth."

Phil stopped, sighed, shook himself, poked at the cinders again, recollected himself, and again stopped. Then, instead of introducing another subject of conversation, as might reasonably have been expected, he began to unwind the wool from Miss Burnaby's ball, and to form it into letters on the furry hearthrug.

Miss Burnaby knew that he had something on his mind—something that he wanted to say to her. It might be about himself, or about Audrey, or about Mrs. Haythorne. But, whatever it might be, she would not help him one bit. He had made
his own way into the difficulty, he might make his own way out. In this she exhibited that little vein of feminine spite which streaked the otherwise clear white marble of her good-heartedness.

It once crossed her mind, from Phil’s embarrassed, fidgeting manner, that he was in debt, and had come to borrow money. Only in that case he would have gone to the General. And his next remark rather confirmed that suspicion.

“I have left Miss Parley’s rooms.”

Ah! what could that mean but debt? And what could be expected but debt, when a young man had nothing to live upon, and yet went to such an expensive place?

“Left Miss Parley? You don’t say so. But you are quite right. It must have cost you a great deal.”

“No, it was not that. I could have
managed the rent well enough, out of what I saved by giving lessons in Rome."

Miss Burnaby was relieved. It was such a bad beginning for a young man to get into debt.

"Then why did you leave?"

"I don't know. I think I felt more at home in the old rooms over grandfather's kitchen."

"Yes. Only people are not so likely to come and look at your pictures there."

Phil knew perfectly well whom Miss Burnaby meant by "people." She meant Mrs. Haythorne. And his only reply was—

"Bother people!"

Miss Burnaby smiled.

"Yes. And I shall have to say bother you, if you will go on unwinding my wool like that. I should have thought you had made pothooks and round O's enough when you were at school. And I am sure you
used to spell very nicely. I never have any letters from you now, so I do not know."

Phil went on unwinding the ball and making letters, chiefly great A's. It was too bad of Miss Burnaby to give him no help at all. She might have seen that he wanted to tell her something.

"I say, Miss Burnaby."

"Well, Phil."

"I'm beginning to think I'm a fool."

"I began to think that some months ago, Phil. I have gone a little farther lately, and now I am beginning to be sure you are one."

"That is a plain way of speaking to a fellow, Miss Burnaby."

"It is. But I wish I had done it a long time ago, Phil."

"I wish you had, Miss Burnaby."

Phil went on making great A's with the
fleecy wool. It was plain speaking. But Miss Burnaby was calling him "Phil" again, and that was a step in the right direction. The "Mr. Hathaway" of the last few weeks had sounded dreadfully cold.

Making letters. Yes, it was all he could do now. He must go back to the very beginning and spell his way up, like a child. There was nothing else for it. It was his own fault. He had nobody to blame.

He got up and stretched himself to his full height. A good height, too; for Phil was a well-grown man, when he got the better of that stoop in his shoulders.

"I think I will be going now."

"All right, Phil," said Miss Burnaby, cheerfully, putting aside her knitting to be in readiness to shake hands with him. She had asked no questions. She had scarcely made any remarks, and yet Phil felt that
she knew all about it—all about his conceit, and its fall, and his repentance, and his longing to do better. And, though she still kept on that provocingly quiet, taking-everything-for-granted manner, still a wall of separation was knocked down between them. Miss Burnaby was beginning to respect him again. He could tell that by a certain light in her eyes. Perhaps, by and by, somebody else would be able to respect him too.

"Good-bye, then, Phil. Will you come in on Sunday and dine?"

"Will I? I should rather think I will. But——"

And Phil set his lips together again.

"Shall you be alone?"

"Yes, we shall."

"You know what I mean."

"I don't know what you mean. I mean
that Miss Ferguson will not be here."

"And that is what I mean too, Miss Burnaby."

"Yes, Phil."

"I don't mean to see Audrey Ferguson again until I have done something that will make me worthy to shake hands with her. Will you help me?"

"How do you mean help you?"

"I mean don't ever ask me to meet her. If you do, I shan't be able to help coming. I told you I was a fool."

"There are a great many fools in the world, Phil. You will not be one of them long."

"Do you think I ever can get right again, then?"

"I think some of these days, Phil, you will be a man that even Audrey Ferguson can respect."

"Thank you."
And with a grasp of her hand that, as Miss Burnaby told him long afterwards, made the rings cut into her fingers, Phil went away, not even lifting his eyes to Meadowfield Lodge as he passed it.

"He'll come right," said the little lady to herself, as she rubbed her fingers, and trotted back to her knitting by the fireside. "I always knew there was good in the lad, and it will come out now that Mrs. Haythorne has done with him."
CHAPTER XIX.

It was a good six months after that short but very memorable conversation with Miss Burnaby before Phil saw Audrey Ferguson again. At least, before he saw her face to face, and spoke with her. Many and many a time he had seen her otherwise than that, seen her as she passed up and down the village street, or as she walked with her mother to chapel, or sat amongst the willows in the osier flats, making studies for a picture of the Warrenshire hills. But he had always kept himself away from her. She should never look at him again with the calm unremembering carelessness which had
once stung him so deeply, because so well deserved.

In that six months many things happened. The place was full of hunting people. Miss Parley could have let her lodgings over and over again. Mrs. Haythorne laid aside her artistic tendencies, and discovered that young men who had no soul for form or colour could meet her longings after the infinite very satisfactorily, especially when they were possessed of a title, and had a pleasant facility in paying compliments. Mrs. Haythorne was very popular during the hunting season, or rather during the earlier part of it. Lord Lowbrooke especially found it delightful on frosty days, when there was no hunting, to drop in for lunch and afternoon tea; and the Honourable Mrs. Berry-Fontenoy herself, when she found that my lord was so intimate at the Lodge, and that Phil was entirely dropped, kindly conde-
scended to come over tolerably frequently, with either Almira or Barbara, chiefly Barbara, because the dear girl so enjoyed looking at Mrs. Haythorne's Indian curiosities.

Mrs. Haythorne would rather the dear girl had enjoyed staying at home sometimes; because, with the Fontenoys in the drawing-room, and one of them capable of seeing such a great deal through those gold-rimmed spectacles, there was not much opportunity of congenial intercourse with Lord Lowbrooke. But then that house in town was still a possibility, and Mrs. Fontenoy knew everybody. It was Aunt Duchess, and Uncle Duke, and Cousin Marquis with her, and there was scarcely a dance given in London during the season which she could not, if she chose, get invitations for. Therefore to have such a friend to fall back upon when introductions were wanted, one might,
with a really profitable result, make a little present sacrifice.

So instead of chatting with Mrs. Haythorne, my lord, when he happened to meet her in the Meadowsfield Lodge drawing-room, chatted with Miss Barbara, whilst Mrs. Fontenoy engaged the lady of the house in conversation about different matters. Very uninteresting when there was a man in the room who might have been talked to. But, as the vicar said, we must look beyond the present.

Phil often met Mrs. Haythorne, sometimes with the Fontenoys, sometimes with her husband, sometimes with Lord Lowbrooke, sometimes with Lady Gertrude; but always they passed each other as though even the merest form of an introduction had never taken place between them. Nay, more than that, for in such a case there might perhaps have been a
glance of puzzled inquiry, a searching for name or recognition; but now they did not even look at each other at all. Phil had learned his lesson too well.

"But you are perfectly justified," Mrs. Fontenoy would say, if the meeting chanced, as it sometimes did, when she and the girls were with Mrs. Haythorne. "One really must keep such people distinctly in their place. I believe he has very insinuating ways, and he might worm himself into an intimacy almost before you knew what he was about. And girls are so apt to be led away by a young man of that sort. I do feel so much more comfortable in letting my young people come to you, now that I am quite certain there is no risk of their coming across him."

That was just as it should be. Anything for the sake of getting the Honourable Mrs. Fontenoy to come to the Lodge with per-
fect comfort. Which she certainly appeared to do now, and nearly always on the days when Lord Lowbrooke happened to be there too, so that Mrs. Haythorne scarcely ever got any really satisfactory conversation with him, or any more of those charming compliments which he used to pay to her at first. As the season wore on, and people began to talk of going back to town or to their country seats, she began to be just a little bit uneasy about it. It was all very well that Mrs. Fontenoy should keep her young people so carefully out of the way of young Philip Hathaway, but Mrs. Haythorne had not expected that at their tender age she should throw them so carefully into that of Lord Lowbrooke, that just before the end of the hunting season he became engaged to Barbara, and, as a natural consequence, gave up caring to spend any more of his afternoons at Meadowfield Lodge.
That was not at all the thing that Mrs. Haythorne had anticipated when she told Mrs. Fontenoy she should be so delighted to see the dear girls if they liked to come over any time and look at her oriental curiosities, or have a little music whilst their papa, who could not bear the sound of the piano, was having his afternoon nap in the Hall library.

And the unkindest thing of all was that, after having caught a lord, or, at any rate, safely landed him, in consequence of those pleasant opportunities at Meadowfield Lodge, Mrs. Fontenoy quietly dropped her intimacy with the Haythornes; never asked Mrs. Haythorne to call in Eaton Square if she happened to be in town; never inquired if there was any prospect of their taking a house for the season; never even said she should be glad to renew the acquaintance at some future time; never thanked her for all those pleasant walks and talks and after-
noon teas; never hinted at a possible return for them in the shape of an introduction to any of the numerous titled aunts and uncles, or invitations to "at homes" given by members of the aristocracy. The Honourable Mrs. Berry-Fontenoy left farewell cards, and there was an end of it.

Nay, there was not an end of it. For the disagreeable old thing knew some people out in India, and they had told her some ill-natured stories about the way in which Mrs. Haythorne went on at Mahableshwur, and she coloured up these stories and put them about very freely all over Dimplethorpe, until ladies who had formerly been intimate at the Lodge, contented themselves with a coldly ceremonious bow to the mistress of it when they met her during their afternoon drives.

Which would have been pardonable enough if only Lord Lowbrooke could have
been kept faithful. One could do without women, as Mrs. Haythorne often said to herself, so long as one could have plenty of gentlemen's society. But, under the circumstances, Lord Lowbrooke scarcely could be faithful, and, after that engagement to Barbara Fontenoy was known for an accomplished fact, he never drank another cup of tea, or sipped another glass of claret in the Meadowfield Lodge drawing-room. The Dimplethorpe hunting season closed, for Mrs. Haythorne, amidst clouds of the bitterest disappointment.

So one by one the visitors cleared away. Miss Parley's lodgings were to let again. Again the little yellow card came out in her windows, and another like it in Miss Frogston's. Lord Lowbrooke's horses were led prancing away to my lord's country seat in West Warrenshire. The gleam of hunting scarlet was no more seen amongst
the osier flats and willow marshes, nor the view halloo heard over the slopes of the nearer hills. To make matters more dreary, an Indian tea-plantation, in which the Major had invested a considerable part of his property, came to grief, and that house in town, even for a single month of the season, was a thing no longer to be dreamed of.

Then Mrs. Haythorne thought she had been rather hard upon Phil Hathaway.

Doubtless she had wounded the poor young fellow. Men of his temperament took things to heart so, and possibly she had let him think too much about her. Young men were so simple. They never looked where they were going. Perhaps it would not be amiss if she showed him a little kindness again, just to keep him from getting into low spirits.

For he was looking so thin and miserable.
Pining, of course, for those pleasant afternoons which they used both of them to enjoy so much, once upon a time. Poor fellow! A little encouragement would do him no harm, and there was no Dishonourable Mrs. Berry-Fontenoy now to make mischief out of it.

Accordingly Mrs. Haythorne gave him a kind look next time they met. But Phil did not so much as look in return. And the next time she bowed, but Phil did not notice that, either.

Short-sighted, perhaps, and very much taken up with his own thoughts. He always seemed very much taken up with his own thoughts now. But she did not mind taking a little trouble to let him see that he was forgiven.

So one afternoon, riding out on horse-back with the young curate, she purposely went across the osier flats, where he was
generally to be found at that time of the day, and finding him there as she expected, she reined in her horse and spoke to him. But Master Philip merely raised his hat and passed on.

A most humble-minded young man. He was evidently wishful not to presume upon her kindness again. Very nice of him. She could not have thought he had so much good sense, but she would let him see that she really was anxious to restore him to favour. So one day she wrote a pretty little note, to say that she should be glad if Mr. Hathaway would go over to the Lodge, as she wished to make arrangements with him for a portrait of the Major. Mr. Hathaway might perhaps remember that it had been spoken about before. That, at any rate, would show that she was not mortally offended with him.

Mr. Hathaway did remember that it had
Dimplethorpe.

been spoken about before, but he politely informed Mrs. Haythorne that he had given up portrait-painting, and therefore it would be useless to accept her kind proposal to go over to the Lodge.

Phil thought he should hear no more of his former friend then, but, when Mrs. Haythorne had made up her mind to anything, she was not easily discouraged. Besides, Dimplethorpe was really becoming unbearably dull. The hunting people were all away; Lady Gertrude had dropped her now in consequence, she supposed, of some disagreeable remarks which that horrid old Mrs. Fontenoy had been making; Lord Lowbrooke never even wrote to her, though, at the beginning of their friendship, he said he hoped it would be a life-long enjoyment to both of them; the vicar was coldly courteous because she never went to
church; Mr. Langton was really too tedious upon stained glass and early English architecture, and an afternoon’s chat now and then with poor Mr. Hathaway would have been a most welcome relief under the circumstances. So at last she wrote another little note to him, asking, as a great favour, if she might bring a friend to look at his pictures. She was quite sure, if she once got him all to herself in that charming old studio over Harriet Brown’s kitchen, she could soon succeed in making him understand how very ready she was to forgive and forget.

But again Phil wrote as coldly as before. He was very sorry, but he had no pictures worth looking at. Mrs. Haythorne had already seen all that he had been able to finish since he came to Dimplethorpe. And next time he met her, he walked straight
past, without so much as lifting his hat in return for a most appealing look from those large brown eyes; so that at last Mrs. Haythorne was obliged to give him up as a young man of no manners at all.
CHAPTER XX.

WHEN Phil went home from Miss Burnaby's that afternoon, he set to work upon making studies for a subject which, he hoped, would be better worthy of a place on the Academy walls than the Cashmeri portrait which had ended his acquaintance with Mrs. Haythorne.

He felt that, if he thoroughly succeeded in a picture now, it must be one in which there was some reminder of his early associations with Audrey Ferguson. He could work so earnestly upon such a picture, and put himself so completely into it, that it could scarcely fail of being good. But this
time he would say nothing about it to anyone. His life hitherto had been too much talk and chatter; now he would do something, and, until he had done it, be silent.

He had determined with himself that he would not speak face to face with Audrey until she could own him worthy of all they had once been to each other, until she could remember with content, if not with pride, that he had once been her friend. Then he could let the rest take its own way.

In this picture he would speak to her, then wait for her reply. Miss Burnaby was true to her promise. Over and over again he spent quiet evenings at the Manor House, but Audrey was never there. He heard about her, however, for silence on that subject was no part of the compact. She was getting on well. She had taken that scholarship, but she was still to remain
in London, studying with an artist there, until some fit opportunity came for her to go to Italy under suitable care, and carry on her art-education in Rome or Florence. And she was very happy because she had work to do and a place to fill.

Miss Burnaby need not have told him that. He could be sure of it from the far-off glimpses he had of her from time to time. Her very step and bearing were full of content. She had grown into a life where he was no longer needed. Only he wondered sometimes if she asked about him. Had she any interest in the man who had once been so untrue, both to her and to his better self? Did she know that he was trying to amend? Did she know that his self-conceit and ignorance were slowly falling off, like the once so broadly-spread-ing leaves which shrivel and decay that the young palm-tree may grow heavenwards
from them? Did she know that his one thought and aim and purpose was to become more worthy of her?

Concerning all these questions, Phil had to be content with wondering. One thing only was left for him now. That was work, hard work.

And Phil did work. He knew that only through what he could do and what he could become would he ever regain, not power over Audrey, but the companionship with her which had once been so sweet. She had grown past him. He must grow up to her.

All through the winter time and the lengthening days of early spring, he worked on at that picture. He gave himself no holidays, he sought no friends. Mrs. Haythorne might well say that he seemed wearing away to a shadow, the only mistake on her part being the conviction that
it was through regret for the loss of her friendship. Night after night he said to himself the five words which expressed the deepest truth of his life.

"I have been a fool."

And day after day he laboured to build up, on the foundation of humility which that truth had wrought, something which should not need with bitter self-scorn to be cast down again.

And working on, with one thought and one hope before him, he finished his picture, and it was hung on the Academy walls, not one of his friends knowing that he was doing it, or meant to send it there.

Mr. Evans and Audrey, going through the Academy one day early in May, came upon it.

"Eh! stop. What's this?" said the old man. "I seem to know the handwriting of it. It is surely Philip Hathaway's, but why
on earth did the lad tell us nothing about it? That isn't like him a bit."

"I don't think it can be Mr. Hathaway's," said Audrey, quietly.

And yet, as she looked at it, there came a slow silent upbreaking as of sunshine and summer in her heart. And she hoped, though she could not say so, that it might be his.

"We'll soon find out," said Mr. Evans. "We are like two simpletons turning a strange letter over and over, and wondering who it can be from, when they have only got to open the seal and read. Here it is."

And, peering through his spectacles, the old man read, with a tremor of pride in his voice,

"For auld sake's sake." Philip Hathaway.

"There you are! I was sure no one but
Phil could have done that. I always said we should be proud of him one of these days. Bravo, my lad!"

Audrey looked at the picture, and her eyes filled with tears. She saw in it what Mr. Evans could not see. To him it was a cottage interior, painted with wonderful care and accuracy. To her it was a message from the past, telling her that Phil remembered all.

There was the long oaken-beamed upper chamber over Ben Hathaway's kitchen. There were the bundles of osier, lying in one corner. There was the deal table, with a few rude sketches and the ragged old prayer-book upon it. There was the little casement window, the blue check curtains drawn back to show the willow marshes beyond, with the golden sunlight shining upon them, and the ivied tower of Dimplethorpe Castle with its elm-trees in the
distance. There was the entrance of the broken stairway, and a beam of light, pouring across it from the open door below, fell upon a blue ribbon, which lay upon a bundle of osiers by the casement.

And there was the name of it, speaking to Audrey as it spoke to no one else.

"For auld sake's sake."

Audrey could not say anything, and fortunately old Mr. Evans did not want her to do so for awhile. He had enough to say for himself.

"Well done, Phil my lad. And to keep us in the dark all this time about it. Why, there are months and months of real hard work in that picture, and I know what such work would cost Phil. He was always for going slap-dash at a thing, and getting it out of the way, but he has given himself heart and soul to the patient doing of this,
and no mistake. Look at those willow-wands; you might almost pick them up. And that bit of blue ribbon upon them. You could scarcely believe it is only paint, and how that beam of sunlight does bring it out, to be sure. That's the only thing I don't quite understand in the picture. Now, if he'd asked me, I should have said put something else there, a bit of something with a warmer tone of colour. Don't you think so?"

Audrey, for whom that bit of blue ribbon was the key to the whole picture, had got her voice steadied a little now. She said one could not always get at an artist's meaning just at first.

"Well, no, perhaps you can't. And that beam of sunlight striking up the narrow stairway is wonderfully effective. Aiming straight for the bit of ribbon, too, so as to bring out every ray of colour in it. I must
have a talk with Phil about that blue, though. I can't see it in the same light that he does. And yet Phil always had a wonderful eye for colour. It can't be a mistake, if one could only understand it. But the whole thing is a downright honest, faithful piece of work, and I'll write this very day and tell Phil what a success he's made of it."

And so the old man did. But, being so much interested in his own criticisms, and so anxious to know why that bit of blue had been put in that particular place, and why the ray of sunlight had been directed upon it instead of upon the bit of check curtain opposite, whose faded old tints it would have brought out so beautifully, he quite forgot to say who had been with him when he saw the picture, and what that other critic had said about it. And Audrey never wrote at all.
That was the first week in May.

The month came warmly in that year. Before its close, the Dimplethorpe hedges were white with hawthorn, and the wild honeysuckle, which generally waited for June sunshine, had got its yellow buds ready to burst out, and there were little touches of pink here and there where by and by the roses meant to have it all their own way. As for old Ben Hathaway's cottage, you could scarcely see it for clasping vine and ivy, and the blue check curtain in the upper room was all too worn now to keep out the generous sunshine which, flooding over the osier flats and daffodil beds, would fain have spent the rest of its strength in cheering Phil as he sat by the casement window, waiting and wondering, but scarcely hoping any more.

For Audrey had taken no notice of his picture. She had not even sent him one
little message of congratulation. Even if she did not choose to say that she had read the meaning of his work, she might at least have given him credit for some little skill and patience in the work itself. Old Mr. Evans had done so, and so had the newspaper critics, one and all; but not a word from Audrey, whose praise or blame would have gone so much deeper than theirs. Had she even seen the picture at all? Had she interest enough now in him and his work to care to look whether his name was amongst that long roll of English painters? Or, if she chanced to see his name there, would she care to search for his work, and find out what manner of stuff he had been able to put into it? These were unanswered questions, and Phil was beginning to lose heart.

Miss Burnaby, too, spoke no word. So far as he knew, neither she nor the General
had been up to London to have their yearly ramble amongst the pictures, but still they must have seen his name amongst the exhibitors, and, if they cared for his work or his success at all, they might have given themselves the trouble to look what the papers said about him, and just give him, as it were, a friendly nod of congratulation. But Miss Burnaby, though bright and pleasant as usual, never so much as mentioned the Academy when she asked Phil to go over to the Manor House of an evening sometimes. Everything else was talked about, but pictures never, and he was too proud to bring up the subject himself.

Phil, sitting there by the window, watching the lazy yellow light flooding the beds of Lent lilies down amongst the willow marshes, wondered until he was weary of wondering. Then he tried to think of something for a new picture. Nothing
would suggest itself to him. That other, in which he had told his story to Audrey Ferguson, had still too strong a hold upon him. Until he knew what answer she would give, it was gathering up all his life, all his power of effort. He could not disentangle himself—he could not get far enough away from it to give his thought to anything else. Only let her reply, and then, whether she bade him to her or put him aside for ever, he could work again.

At last he got up and began to amuse himself by arranging the room just as he had represented it in his picture. He dragged out the bundle of osiers, and laid the carefully cherished ribbon upon it, and brought out the pictures which Mr. Ferguson had come to see that morning, ten years ago, and he drew back the check curtain, so that Dimplethorpe Castle, with its elm-trees, should come into sight beyond
the willow marshes. The only thing wanting was the gleam of sunlight striking up the dark stair to the bit of blue upon the osiers. And that Phil could not bring.

Only Audrey could bring that? And where was Audrey?

Then he lay back in a big old easy-chair, the only luxurious thing in the room, and slowly went over again in thought everything that had happened on that morning ten years ago, which was the beginning of his artist-life, and of that other life, too, which could no more die within him than could that one for whose growth and development he had to thank the minister of Dimplethorpe chapel.

He remembered the grave-faced, quiet man standing there by the table, turning over the pictures which he had drawn on the blank leaves of one of the old Church Prayer-books, and his eager look into the
minister's face, to read what verdict upon his work was written there. And as he looked, he heard a little voice calling for help, and, going to the head of the stair, a tiny hand was stretched out to his, and a sweet little face uplifted, and then a very tremulous voice said,

"And I have come too."

Ah! if she could but come now! For there might be fame, and there might be success, and there might be the content which comes of difficulty conquered and duty done, and there might be all other good things which life could give; but there would be no more sunlight of love for him until that little child, a fair maiden now, laid her hand in his own, saying,

"And I have come too."
CHAPTER XXI.

MISS BURNABY was not so forgetful as Phil thought. Without saying anything to him about it, she and her brother went up to town and saw his picture. And she had read the story of it, too, which was more than the old General had done. And then she called to see Audrey, and asked her if she would come over the next Saturday to spend Sunday at Dimplethorpe.

Audrey came. And then Miss Burnaby had another request to make.

"Would you mind, my dear, just going round with me to old Ben Hathaway's cot-
tage, and asking after Phil? They say he has been working very hard of late, and he looks worn to a threadpaper. And I think he would take it kindly if I went in and gave him my congratulations about his picture."

"Why, have you not given them yet?"

"No, my dear, I haven't. Somehow I thought he would like yours to be the first. And I don't think you have given them."

"No."

"Besides, I really have seen very little of Phil lately, which rather troubles me, for I think he has no one to look after him. Since he gave over going to Mrs. Hathorne's he has kept himself very much to himself, and I didn't think one could do anything better for awhile than let him stick to work in the old cottage. But of course I did not mean it always to be like that, and I was only waiting until you came, to
tell him how glad I am for his success. Would you rather not go?"

"No, I will go," said Audrey, with just a troubled look in her calm eyes.

So they started, going down the lanes white with hawthorn, and past the osier flats, where the flag-leaves trembled in the May sunshine. And Harriet Brown was at her door, gathering herbs to tie up in paper bags for the winter.

"As it's always best to get 'em when the sun is on," she said, straightening her stiff old back for a curtsey as Miss Burnaby came up. "Yes, you'll find him up there, among his paints and things, as it isn't much else you'll ever catch him at now-a-days, and I tell him it's no wonder he gets so poor and pinched like, for what else could you look for? They do say paint's a nasty thing, and I believe 'em."

"But he is all right, is he not?" said
Miss Burnaby, with a little self-reproach.

"Well, ma'am, if you call being white as a sheet all right, I don't doubt but what he is, but he's a vast different to what he'd used to be when I had him afore. It was no matter what you set him down to then, he'd a hearty appetite to it, and throve upon it; but now you may put him before the savouriest roast as ever came out of an oven door, and if he picks at it like a sparrow it's as much as you will get him to do. I don't call that being all right, but, if other folks do, I've nothing again it. It's my belief he's got something on his mind, and that's what my belief is."

And pointing to the narrow stair, Harriet Brown stooped again to the gathering of her knotted marjoram.

Her words made Miss Burnaby feel still more self-reproachful. She had not meant to let Phil alone quite so much during these
weeks past. She was a good woman at heart, but she liked to "take it out" of people when, as she thought, they had been giving themselves airs about anything. And Phil had been giving himself airs, though he had made up for it lately, and that was why she thought it better to keep him at arm's length just a little longer, in order to let him see that it was not quite such an easy thing to set matters straight again when one's conceit had set them wrong. But perhaps she had carried it too far. If she had known Phil was ailing or out of sorts—

This thought gave an added touch of kindliness to her feelings, as she went up the dark little staircase, and knocked at the door of the upper room.

"Come in, Harriet," said a weary voice—not a bit like Phil's voice—within.

"It isn't Harriet," she said, cheerily, open-
ing the door and letting in a stream of sunshine upon him, "it's some one else. I have come to offer you my congratulations. I am really as glad as ever I can be, though perhaps you might not think it."

"You are very kind," began Phil, with a little stiffness. Miss Burnaby certainly had taken her time about telling him she was glad.

And what must she think of his room, with those rubbishy old drawings scattered about on the table, and the osier bundles dragged out.

And the blue ribbon, that he had kept so carefully, Phil's first thought was to seize that and hide it safely away. But Miss Burnaby would only wonder. He left it there. If Betsy would give over sending people upstairs in that stupid way, without ever telling him anything about it. And Miss Burnaby, too.
But he was conscious of Miss Burnaby no more. For just then, chancing to look past her down the narrow stair, he saw the sunlight gleaming on a fair face and rippling brown hair—a face fair as the face which had been in his thoughts day and night through all these months. And, as he leaned down towards the sunlight, wondering whether it was a dream or not, a hand was put out to clasp his, and a quiet voice said,

"And I have come too."

Then he knew it was Audrey.
CHAPTER XXII.

DID she mean to say them? For those were the very words she had said ten years ago, when she came, a little trembling, timid girl, up that dark staircase, and he, the basket-maker’s lad, rough-haired and weather-beaten, had reached down to help her.

And did the old times come back upon her at all now, as she stood, in her beautiful maidenhood, amongst these faded remnants of them?

Phil could not tell. And yet his heart was full of hope. For she had said the words so quietly, and she had let her hand
rest in his for just a little while. And, as she stood by him now, speaking to him of the work he had done, the success accomplished, she was again almost like the Audrey of the olden time, neither cold, nor stately, nor distant.

But she was still so very self-possessed. If she was no longer trying to keep him away from her, she was also no longer there for him to vex or soothe at his own will. Whatever else Phil might do, he could no more amuse himself with her, as he once had done. It was for him to be patient and humble now, to wait Queen Audrey's bidding, not look for her to do his own.

"It was very good of you to come," he said at last, awakening to a consciousness of where and what he was. Miss Burnaby, poking about amongst old pictures and studies, was quite forgotten now; and, with admirable perception of the state of the
case, she seemed content that it should be so. "I was wondering whether you had seen my picture."

"Oh, yes, I have seen it many times!"

"And have you received my message?"

"Your message?"

"Yes. The whole picture was a message to you. I felt that I could send it in no other way. Did you have it?"

But then there came a flush into Audrey's face, and quickly she began to talk of the other pictures.

Phil dare say no more.

"It is a queer little room," said Miss Burnaby by-and-by, struggling out from behind a great canvas which had been reared up to keep out the light from the other window. "And the things all tumbled about so. I must say I think Harriet Brown might keep it a little tidier for you."
"Oh! it is not Harriet's fault; she would keep it as clean as a new pin, if I would let her. I like better to have it in this way; it seems to help me in my work. You know, it was just like this in my grandfather's time, ten years ago."

Phil glanced at Audrey. The blue ribbon was in her hand. She stood at the window, tall, lily-like in her unconscious grace, looking away to the old moated castle. There was no answer in her eyes for him. Did she remember at all?

"Was it indeed?" said Miss Burnaby. "Then I will not find fault with you, for I like things kept in the old ways as much as anybody. But why do you have those bundles of osiers? They always used to be down in the yard, in your grandfather's time. Whatever do you keep them up here for?"

"For a lesson in humility, Miss Burnaby."
You know better than anyone else how much I needed *that*.

And Phil looked straightly, steadily at her.

If he had intended to humble Miss Burnaby, which intention was indeed far enough from his thoughts, he could not have done it more keenly. Tears came into the good little woman's eyes as she thought how hard she had been upon the poor fellow, how slow to forgive, even when his faults had made him suffer; how ready to see all the weakness, how unready to acknowledge what he had struggled against.

"Phil," she said, coming up and holding both his hands, "I am so sorry. I was a horrid old thing to say what I did to you."

"No, you were not. It was exactly what I needed. I should never have come to myself if you had not helped me in that
way. I shall always have to be thankful to you for it.”

“All right. Then we will not say any more about it. I am sure I shall be glad enough to forget it, if I can. And now I want to ask a favour of you.”

“That will be something quite new, Miss Burnaby.”

“I don’t know. Well, then, if you are not too great a gentleman, now that you have got your pictures in the Academy, and the newspapers are saying all sorts of fine things about you, will you come back and spend the rest of the day with us?”

“Will I, indeed?”

Phil laughed; it was a laugh that did one good to hear. And then he looked for Audrey’s consent, and read it, or thought he did, in her clear, quiet eyes.

Ah! but they were so very clear, and so very quiet. There was no unrest in them
such as vexed his own spirit. Was it that she had learned to do without him now, would be able to do without him all through the years?

Still he must go. She was drawing him, strongly, sweetly. And, if it was only to know that there was no hope for him, he must follow.
CHAPTER XXIII.

"We will go the long way round," said Miss Burnaby, as they came down the narrow staircase, Audrey needing no help of his this time, he too shy, too humble to give it, if she had.

And the long way they went accordingly; down Dimplethorpe Lane, where the May was at its whitest, and the flag-leaves which grew down towards the moat at their greenest and tallest. And Audrey now seemed to be quite happy, and she climbed the banks for the biggest and sweetest hawthorn sprays, and searched the little hollows for
the bluest speedwells, and she let Phil dive into the meadows for her, for the velvety flowers of the purple orchis, which lay so softly up and down their sunny slopes. Dimplethorpe, in the early summer time, must be beautiful to her, after that dingy little London street where old Mrs. Ferguson lived. Or was it that there was any other gladness in her heart? And if there was, was it only the gladness of being able at last to forgive some one who had greatly wronged her?

Whatever it might be, it made her very lovely. Looking at her this time, Phil could not ask himself, as he had done once before, how she would appear in evening dress, walking through a fashionable London drawing-room, doing the agreeable to her husband's patrons with a view to possible orders for portraits. Phil had given up thinking of London life as a probable, or even pos-
sible, culmination of his artistic career. And for fashionable drawing-rooms, he had done with them. To settle down in quiet little Dimplethorpe, with Audrey beside him, was all he cared for.

Or if not with Audrey, then alone. But still in Dimplethorpe, with the memory of the old, old days. It would have to be alone—he had grown to know that within the last few months—always alone, if not with Audrey.

So they came by the castle and down to the back-garden of the Moat House, where the tall white lilies were swaying by the gate. And there was the grassy hollow where they had once sat together, to make that picture of the castle and the moat. But Audrey did not so much as linger to look at it. If it held any memories for her, she could afford to let them pass. Yet she was neither cold nor distant. Was it
that she was simply unconscious of him? He could not tell.

"Audrey, my dear," said Miss Burnaby, as they passed the moat gate, "does Mrs. Ferguson expect you home to-night?"

"Yes. I told her I should come."

"I want you very much to stay with me. Do you think it will make any difference to her?"

"No. Only if I do, I must go in and say so. I shall not be a moment."

"Very well. You will soon overtake us."

"Shall I go in with you?" said Phil.

"No, thank you."

And there was a world of quiet pride in Audrey's voice. She had not yet forgotten those days when Mr. Vincent and young Tewksby, the latter now comfortably married to pink-ribbony Rose Emma, were not
sufficiently refined associates for Mrs. Haythorne's artist-friend. And she went in alone.

"I shall wait for Miss Ferguson here," he said to Miss Burnaby, sitting down on the old thorn-tree that overhung the moat.

"And I shall not," said Miss Burnaby, with fine tact. And on she went, the dainty, old-fashioned, high-bred little woman, and never so much as looked behind to see whether they were coming quickly or not.

And did they come very quickly? Not they. For all amongst the grassy hollows, and up to the mossy trunks of the old elm-trees, the grey-blue hyacinths were blooming, and she must stoop to gather them. And, stooping beside her there, Phil told her, little by little, the story of his life during these months past, how foolish he had been, how
justly punished and humbled and vexed; and how from that vexation he was struggling out now, a wiser man, to do or begin to do some worthy work in the world.

Quietly she listened, saying not much in praise or blame of anything which he told her.

At last, with a wealth of drooping blossoms in her hands, she rose and walked the rest of the way lowly-upright by his side, pure, sweet, stately, like one of her own white lilies in the garden at home. Should they walk so all the way through life; or, in her beauty and her sweetness, would she go away from him again, knowing all?

And now they were in the Manor House garden, amongst the yew-tree hedges which kept the north wind from it. And Phil, suddenly turning, held her fast, and said—
“Audrey, is it quite too late?”

Audrey spoke never a word. But in the eyes which were lifted, just one flashing instant to his own, he read it all.

And how pleasant for them, and indeed how pleasant for many other people, that the very next morning, as Miss Burnaby trimmed the flower-beds in her front garden, she became aware of something strange and yet familiar in the gap between the two lime-trees at the village end of the path; and looking through her spectacles, she saw, in its own old place, the old board, with the old notice—

“This extremely desirable villa residence to be let, on lease, or by the year. Rent moderate. For particulars and cards to view, apply to Mr. Craybrook, builder, Dimplethorpe, or Messrs. Friston and Lang-
ley, Estate Agents, Cranbourne Lane, London."

For the Major had been suddenly ordered to join his regiment, and was taking Mrs. Haythorne with him the very next week.

THE END.
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