basement-tissue (*bt*) of considerable thickness. This basement-tissue anteriorly forms the skeletogenous layer in the tentacles,—as described in the preliminary account,—and at the base of these it first appears in mass on the neural side of the inner whorl, beneath the pigmented hypoderm of the part. Moreover, considerable thickening of the basement-tissue occurs towards the central region of the fans; indeed, it forms a strong ridge to which their muscles are attached. The basement-tissue gradually extends round the whorl as we proceed backward, but it becomes less massive in the region first mentioned, viz. on the neural convexity of the inner whorl. A little further backward the tissue has also largely increased on the inner free margin of the whorl, and the hypodermic pigment from the former region is continuous all round the whorl to the posterior projecting fold with the furrow to its outer side. This thickening of the basement-tissue soon supports the great nervous mass which is superficial to it, and an increase is also apparent in the furrow on the posterior aspect; moreover, it generally stains more deeply than the hypodermic nerve-tissue. It thus specially supports the nerve-centre and posterior short trunks. Then it forms a massive central pillar for the muscles of the base of the fans, stretches all round the bases of the double row of branchial channels, the thickest parts occurring in the inner row laterally and posterior to the oral region (Pl. III. fig. 1, in longitudinal section).

When the anus enters into the line of section, and the nephridia have become quite posterior in position so as to project externally, this skeletogenous tissue presents a complex arrangement, its main masses being in the centre of the lateral fans, and supporting the vascular lacunæ and the various canals of the region (Pl. II. fig. 1). With the termination of the nephridial canals the process of basement-tissue on the inner side ceases, while the outer trends away to the blood-channel on the lateral wall of the body, and finally merges into the special layer in the latter on the disappearance of the space. On the whole, the skeletogenous tissue of the anterior region is much more largely developed in the adult than in the young examples.

Behind the tentacular region the basement-tissue forms a layer all round the body, beneath the hypoderm, and sends processes inward ventrally to form the mesenteries enclosing the rectum. Thereafter the chief feature of note is the thicker layer of the tissue on each lateral arch, the central (or neural) having a thinner layer, a disposition which partly accounts for its prominent condition. As, however, the layer becomes of uniform thickness posteriorly, it would appear that the attachments of the mesenteries and radial muscles are also concerned in these modifications of the body-wall. The density of this layer anteriorly probably gives the region its characteristic rigidity. Posteriorly it becomes considerably thinner, especially in the terminal dilatation, though just at the tip it again assumes greater bulk, and supports the peculiar glandular organ of the region.

This basement-tissue thus performs all the functions of an internal skeleton for