

NOTE.—Since the publication of the note to *Taylor v. Murphy*, in the June number of the *AMERICAN LAW REGISTER AND REVIEW*, my attention has been called to the case of *Mallory v. Lacrosse Abattoir Co.*, 49 N. W., 1071; S. C. 80 Wis., 170. In this case a mechanics' lien statute, favorable to sub-contractors, was sustained; but Judge CASSODAY delivered an interesting dissenting opinion.

The reference to the Constitution of the United States, on page 402, should rather have been to the 14th than to the 5th Amendment.

B. H. L.

BOOK REVIEWS.

COMMENTARIES ON THE LAW OF PRIVATE CORPORATIONS. BY CHARLES FISK BEACH, JR. TWO VOLUMES. Chicago, F. H. Flood & Co., 1891.

The reviewer of a modern legal text-book, with his finger upon the pulse of the profession, would make a faulty prognosis of the effect of the book upon the Bar, if he failed to take into consideration the number of pages which the purchaser will get for his money, and the number of cases which appear in the table of citations. If Beach on Corporations be judged by this standard, it will not be found wanting. In the fifteen hundred pages which these two volumes contain, some ten thousand cases are cited; and the elaborate foot-notes present, in a multitude of instances, carefully selected extracts from the opinions of the courts. But the discussion of leading decisions in the body of the text, which forms such an important feature of Mr. MORAWETZ'S work is wanting in Mr. BEACH'S treatise. Indeed, as a scientific exposition of the law of corporations, the former work is far superior to the latter. The typical paragraph, or section, in Morawetz, is a clear and succinct statement of the principle upon which the point under discussion depends, with illustrations of the application of the principle to the facts of important cases. In Beach, the typical section consists of a collection of sentences, often without logical sequence, each sentence being, in effect, the syllabus of a case cited in the corresponding foot-note.

But the comparison just instituted is not altogether a fair one, for Mr. BEACH, in writing his book, had in view an end radically different from that which Mr. MORAWETZ

sought, and successfully sought, to attain. In the first place, the scope of Mr. BEACH'S work is far wider than that of Mr. MORAWETZ. We quote from the preface of the book before us: "In these volumes I have attempted to include all the law of private corporations, whether with or without capital stock, of joint stock companies, and of all the various so-called *quasi* corporations and voluntary unincorporated associations which exist for any private purpose." In the second place, Mr. BEACH has consistently labored to make his work primarily a mine of information from which an answer may be readily unearthed for "the every-day perplexities of the corporation lawyer." He distinctly disclaims any attempt to write a treatise on the law of *Ultra Vires* (a term which, as a distinguished lawyer has remarked in another connection, seems to have become popular with the courts on account of its "convenient obscurity"), or a treatise on stock and stockholders, or on officers and agents. He has striven to furnish the material for answers to such questions as, What can the corporation or its officers lawfully do? How can it lawfully do it? How shall a company be organized to accomplish this or that? and a thousand others which crowd to the pen's point. In other words, his treatise is eminently a *practical* one, and the author would probably be willing to relinquish all claim to distinction for that originality of thought, that nicety of expression and that perfect logic in arrangement which are attainable in a book of smaller scope. In the nature of things, indeed, there is no reason why one work should not combine all these qualities. But granted that the author is a lawyer in active practice, it seems to be, in fact, impossible to effect such a combination. If the wider field is selected by the author, the mass of authorities is so great that exhaustive examination of even the most important of them makes demands upon his time which he cannot meet. And if this is true, where the author devotes all his time to the preparation of a single work, it is doubly true where, as in Mr. BEACH'S case, the work is only one of a series—a series which began with his book on "Contributory Negligence" and which will end with his forthcoming

“Modern Equity Jurisprudence”—a series of six treatises, designed to cover the entire field of law as it affects corporations, using that term in its widest sense. Making due allowance for the clerical assistance which a writer may legitimately avail himself of, such a project might fairly be called stupendous.

Of its kind the book is not only a good one, but it is indispensable to the practising lawyer. If it does not represent the highest grade of intellectual work, it is, nevertheless, a companion which often proves itself a friend in need. It is a book which every lawyer must have upon his shelves—must even keep upon his table or in a rack within reach—if his practice brings him even occasionally in contact with corporations. He will sometimes be disappointed, in investigating a particular point, by misleading section headings. If, for example, he reads Section 77, entitled, “Grounds upon which the company may refuse to permit an inspection” (*i. e.*, of the corporate books), he will be surprised to find that the section consists of an enumeration of a few cases in which a refusal is *not* justified—and not even a suggestion of a case in which such a refusal would be sanctioned. But in general the reader will readily find a clear statement of the very point of law as to which he is in doubt, with a complete collection of the proper authorities, the date of each decision being given. This is high praise to accord such a book; but a very careful examination has convinced us that the praise is deserved. We must, however, differ from the author when he suggests that his work will be useful to law students. It seems to us to be peculiarly unfitted for the use of students. The very qualities which make it so valuable to the working lawyer are those which would serve only to confuse the beginner. When most in need of a succinct statement of principles he would be in danger of being overwhelmed by an avalanche of particular cases.

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