

BOOK REVIEWS

PRINCIPLES OF CORPORATE REORGANIZATION. By Thomas K. Finletter. The Michie Company, Charlottesville, Va., 1937. Pp. x, 835. Price: \$10.00.

Since the publication early in 1936 of Professor Gerdes's able and exhaustive work on corporate reorganizations, every new publication in this field of the law must be subjected to the difficult test of comparison with Professor Gerdes's treatise. Qualitatively, the Finletter work fully meets this test. As Professor Gerdes's work had the background of practical experience at the bar and the scholarly approach of a distinguished member of a law school faculty, so too the Finletter work is the product of the same happy combination of experience and scholarship. Its author knows the practical problems involved in the reorganization of corporations through having dealt with them in important cases at the bar. To this practical approach he adds the scholarly analysis which is to be expected from one who has for several years been a member of the faculty of the University of Pennsylvania Law School, giving advanced work in the law of business associations.

The scope of the Finletter work is, on the one hand, much narrower than that of the Gerdes work. It necessarily omits, in its 637 pages of text, treatment of many subjects with which the Gerdes work was able to deal exhaustively in its 2122 pages of main text. These omissions largely relate to procedural matters as well as to the law affecting protective committees and deposit agreements. On the other hand, the Finletter work deals with three subjects to which Gerdes gives little or no attention: (1) The relation of Federal income and capital stock taxes to corporate reorganizations under Section 77 and Section 77B of the Federal Bankruptcy Act; (2) the law of valuation of assets for various purposes under these Acts; and (3) the extent to which orders and decrees in the reorganization court under these Acts are subject to collateral attack in other courts and in the bankruptcy proceeding itself.

All of these subjects are matters of real importance to the practitioner in the handling of any complicated reorganization proceeding and their treatment makes the Finletter work a valuable supplement to the larger Gerdes work for the working library of any lawyer having to do with these problems. The fact also that the Finletter work has the advantage of the accumulation of nearly two years of decisions in the Federal courts since the publication of the Gerdes work gives it added value as such a supplement even upon those subjects in which it duplicates the field of the earlier work.

It is, however, upon the subject of the applicability to reorganizations under the Federal Bankruptcy Act of the well established principles developed by the courts of equity in the *Boyd* case¹ and the later Federal court decisions interpreting and extending the *Boyd* case rule, that the Finletter work has its greatest value. It is not surprising that stockholders and junior creditors whose equities in their corporate ventures have been seriously impaired, if not destroyed, during the recent "depression" should seek to find a legal basis for preserving for themselves some interest in the reorganized capital structure. This effort can be expected to continue with increasing vigor if the current "recession" continues and produces its inevitable train of business failures. Whatever is saved for junior interests out of a venture whose value, however liberally it may be appraised, is inadequate fully to provide for the antecedent rights of prior creditors must, of course, be saved at the expense of the prior creditors. Astute counsel

1. Northern Pacific Ry. v. Boyd, 228 U. S. 482 (1912).

representing equity interests have therefore developed the theory that since Section 77 and Section 77B are part of the Federal Bankruptcy Act and were part of a series of enactments generally "for the relief of debtors", the rights of senior creditors are to be governed by the principles applicable to an old fashioned composition under Section 12 of the Federal Bankruptcy Act. These counsel argue, therefore, that Section 77 and Section 77B in effect constitute a Congressional repeal of the doctrine of the *Boyd* case in a reorganization under the new statutes. They urge that the stockholders (which they envision as the equivalent of the debtor in a composition proceeding) may satisfy the rights of the senior creditors by giving to those creditors an interest in the reorganized venture equal (apparently in face amount) to what such creditors would receive upon the liquidation of the debtor's estate. This means that substantially the entire sacrifice of securityholders' position entailed in a reorganization, would fall upon the senior creditors, and that upon a recurrence of prosperity the sacrifice of the senior creditor's position would have added equivalent value to the stockholder's position and correspondingly enriched him beyond the position which he had prior to the reorganization.

The development of this composition theory of reorganization has been particularly marked in plans of reorganization filed with the Interstate Commerce Commission in connection with reorganizations of various railroads under Section 77.

While the length of the Finletter work does not permit of any exhaustive study of the legislative history of Section 77 and Section 77B to demonstrate that the debates in Congress conclusively negative the arguments advanced by the proponents of the composition theory, its scholarly analysis of the background of the new Acts and of the decisions under them upon this problem demonstrates that these Acts are in fact codifications of the old equity Federal receivership rules. It also demonstrates that what little judicial authority there is for the composition theory (i. e., in decisions or dicta purporting to over-ride the *Boyd* case rule) is overwhelmed by a mass of judicial authority for the propositions: first, that a reorganization plan may be confirmed under the new Acts even though it wholly eliminates stockholders and junior creditors who have no apparent equity; and second, that a reorganization plan will not be confirmed under the new Acts if it preserves to such junior interests an interest in the reorganized venture without having fully recognized, in new securities, the prior rights of the senior creditors. This recognition, of course, does not require full payment in cash, or equivalent market value, of the senior creditor's claim. It can be effected either *qualitatively*, i. e., by giving to the senior creditor new securities having rights in principal and income which preserve the priorities of the old creditor over junior interests, or, where that is not practicable, *quantitatively* by giving to the senior creditor the same class of securities as may be given to junior interests, but giving them to him in sufficiently greater quantity or on sufficiently more favorable terms to preserve the substance of his prior position.

While Finletter does not use the foregoing terminology in his discussion of these problems, classing the two sorts of priority recognition rather as "strict priority" and "modification of priorities for a *quid pro quo*," both his text and his collection of authorities deal thoroughly with the problem. Counsel charged with the duty of protecting senior interests against ingenious advocates of the composition theory will find in the Finletter work much valuable assistance.

Robert T. Swaine.†

† Member of the bar, New York City.

CASES AND MATERIALS ON DEBTORS' ESTATES. By Wesley A. Sturges. West Publishing Co., St. Paul, 1937. Pp. xv, 1008. Price: \$6.00.

Now that prosperity has receded 'round the corner, this new and improved collection of cases on administration of debtors' estates has the virtue of a grim timeliness. It has, however, other virtues more pleasant to look upon.

The first edition of this casebook is already familiar alike to those interested in the teaching of insolvency law and to those interested in the improvement of legal education. The book had significance because it contained a point of view. It was not just another casebook bringing up to date what had been done before. It took form out of its creator's belief that students should not only learn law, but learn also how to use law. Problems are not usually presented to a practicing lawyer by someone giving to him a carefully selected set of facts and asking him for the legal answer. Problems appear that way in orthodox law courses, but not in lawyers' offices. Insolvency law problems commonly come to lawyers in the form of clients who are in financial difficulties and want something done. The question is what to do. Starting from this base, it is easy to see how the materials for a course in insolvency law should be presented to a student who wants to learn to be a lawyer. The various legal devices for handling the affairs of embarrassed debtors should all be presented in a single course adapted to comparative study. That is precisely what Professor Sturges undertook to do in his first casebook on debtors' estates. Common law compositions, assignments for the benefit of creditors, receiverships, bankruptcy, and bankruptcy compositions were all treated in a single course to the end that the student might know the advantages and disadvantages of each for various types of clients.

The second edition is founded on the same fundamental idea as the first. It perfects and brings up to the minute the older book. Professor Sturges has performed the impressive feat of shortening by over a hundred pages an already exceptionally concentrated text, and at the same time expanding its scope to include debtor relief under sections 74 and 75 of the Bankruptcy Act, and corporate reorganization under 77B. Besides, there appear in the new book cases under such state statutes as those providing for the reorganization of mortgage issues and the reorganization of banks. Not only are materials on new methods of administration inserted, but there are added an extraordinary number of cases decided since the earlier edition was published, that is, decided during and after 1933.

This triple feat of shortening length, expanding content, and adding important recent cases could be accomplished only by liberal omissions. A considerable number of the omitted cases dealt with matters of detail.¹ Some subjects have been omitted bodily from the new book. For example, the first edition, pp. 190-200, dealt with the question when a receiver can be had in connection with the foreclosure of an ordinary property mortgage. Such receiverships are only second cousins to receiverships as means of administering the entire estates of debtors. It is well for the teacher to acquaint the class with the fact that the receivership device has other uses besides the administration of insolvent estates, so that the different uses will not be confused, but these other uses are not essential to a course in debtors' estates.

1. For example, the case at page 105 of the first edition, omitted in the second, involved merely the violation of an Arkansas statute requiring an assignee for the benefit of creditors to file an inventory and execute a bond before taking possession of the assigned property. The statute is of dubious value and at best is a matter of local detail. The consequence of the violation of the statute by the assignee in taking possession before the making of the bond and inventory, namely to let in attaching creditors, strikes at a more fundamental and universal problem concerning the operation of assignments, but this problem is sufficiently covered by other cases.

However, the reviewer does not mean to say that the very great economies of space achieved in the second edition were brought about by striking from the earlier edition the trivial and the unessential. That would be a sad commentary on the earlier edition. Much valuable material was left out or condensed in favor of other material which Professor Sturges considered more valuable still. The greatest sacrifice made was the omission of excerpts from studies of the actual operation of the different devices, such as assignments, receiverships, and bankruptcy.² These studies earned their room in a casebook framed for comparative examination of the devices. The manner in which they actually work may have as much to do with the selection of one or another by a lawyer as the legal advantages or disadvantages of each. These excerpts shed a beam of hot light on some aspects of law in operation.

Among the omitted cases which will be missed is *Utica Partition Corporation v. Jackson Const. Co.*³ True, the legal problem here did not amount to much, but the case excelled as a doorway through which to glimpse the law backstage.⁴

A good deal of fundamental reorganization appears in the first half of the book. For example, the materials in the first edition under compositions and assignments, and receiverships, each concluded with material on the effect of these in bankruptcy proceedings. This material no longer appears at this point; some of it is moved to a new part of the book, following bankruptcy, entitled, "Displacement of Compositions, Assignments and Receiverships by Proceedings under the Bankruptcy Act." This new arrangement furthers one of the principal purposes of the book, namely, comparison of the devices.⁵ Moreover, by virtue of rearrangements and of some omissions Professor Sturges has gained a lap on his own besetting sin, namely running ahead of his story.⁶ Considering the effect of assignments and receiverships in bankruptcy as was done in the old book required the students to know about bankruptcy before they had come to the materials on bankruptcy. It is much better to study the effect of bankruptcy on receiverships after the student has had both bankruptcy and receiverships. Running ahead of the story may at times be a valuable pedagogical trick to excite interest, and create confusion which the student will have to exert himself to clear up, but the device is not needed in a course already as difficult and crowded with open avenues for additional inquiry as the course in debtors' estates.

2. E. g., first edition, pp. 124-129, 170-175, 404-415.

3. 201 App. Div. 376, 194 N. Y. S. 303 (1st Dep't, 1922), STURGES, ADMINISTRATION OF DEBTORS' ESTATES (1st ed. 1933) p. 366.

4. Briefly, a receiver was appointed; he hired as his lawyer his office mate; the mate as attorney for the receiver dove into litigation which did not concern the receiver, and presented a big bill for such services; insurance on the property in receivership was taken by the receiver through an agent connected with the receiver; the receiver collected fire losses on the property and charged commissions; an agent who was an employee of the receiver collected rents and charged a commission. On some rents both the receiver and his agent charged commissions. Apparently the question of the validity of the receiver's charges was submitted to a referee, and the referee turned out to be at least as skillful in piling up charges as the receiver had been. The court trimmed the spoils of both receiver and referee, but it must be conceded that each was still handsomely treated. Here is worldly wisdom for young lawyers.

5. Comparison is likewise furthered by another shift of material. The old chapters on compositions and assignments, and receiverships, each had a section on continuation of the business. The new book has instead a new chapter on continuation of the business. Materials from the sections already referred to have been moved to this comprehensive chapter on the whole subject.

6. An example of a case in the old book, omitted in the new, which case was ahead of the story is to be found at page 161. This case presented bankruptcy complications before the students reached the materials on bankruptcy. The problem involved appears in the new edition at page 246, in the chapter on bankruptcy.

Beginning with the chapter entitled "Collection of Assets" under "Administration", about half way through each book, the organization of the material thereafter is pretty much the same in each edition. This does not mean that the material is the same. True, the sections commonly have the same titles in each book and some of the sections contain identically the same cases in each book,⁷ but in at least one instance the sections by the same name do not have a single case in common.⁸

The fate of the new book, even more than that of the old, is in the hands of its teachers. If the book were to be read by students learning law by themselves it would be worthless. A student attempting such a thing would shortly reach for an aspirin and a Hornbook. The book calls for a teacher. There is much to explain, much background to be sketched in. Further, it would be fatal to teach the book as mere successive studies of assignments, receiverships, etc. Both teacher and class must be diligent to perceive interrelationships.

The first edition of this book was founded on values too fundamental for an ephemeral existence. This type of book is here to stay. Improvements in organization and content commonly follow the appearance of a new type of book for the classroom. The second edition of Sturges' book makes such improvements.

Frank W. Hanft.†

SELECTED CASES ON GOVERNMENT AND BUSINESS. By G. O. Dykstra and L. G. Dykstra. Callaghan & Co., Chicago, 1937. Pp. xvii, 686.

This volume is a significant contribution to the study of business regulation. It is divided into three parts. Included in Part I are the traditional decisions in constitutional law. Cases forming historical background and establishing precedents of the American system of government are found here. The powers of the federal government, the jurisdiction of the courts, interstate commerce, police power, and due process of law are discussed in these decisions. Selections from 42 leading cases are included in this group. In Part II governmental regulations of business under the anti-trust laws, particularly the Sherman Act, Clayton Act and Federal Trade Commission Act are considered. About 60 cases are included here. Part III deals with statutes enacted since 1933 and decisions which interpret these statutes. The National Industrial Recovery Act, Agricultural Adjustment Act, Securities Exchange Act, National Labor Relations Act, Social Security Act, and Public Utility Holding Company Act are typical of the materials in Part III. Also in this section are numerous laws and decisions regulating marketing practices. Illustrative of problems of this type are excerpts from State Fair Trade Acts, Chain Store Taxes, Milk Control Legislation and the Robinson-Patman Act. Each Act is followed by appropriate selections from Supreme Court decisions on the subject. There are 34 such case selections in Part III.

By what criteria should the case book editor's work be appraised? If the criteria be the selection of significant and leading cases, elimination of jurisdictional and procedural matter from the selections chosen, and intelligent use of introductory factual statements supported by explanatory footnotes and references, the authors have produced an excellent piece of work.

7. E. g., "Bulk Sales by Debtor", "Payments and Transfers in the Regular Course of Business", "Claims of Employees".

8. Section entitled "Property Subject to Lease". Compare pages 716-721 of the first edition with pages 636-643 of the second edition.

† Professor of Law, University of North Carolina.

The book can well be used as collateral reading in Colleges and Schools of Business Administration in which courses in "Business and Government" are offered. Emphasis is placed upon (a) business practices out of which the litigation arose, (b) the typical regulatory statute involved, and (c) the underlying legal principles which were determinative of the constitutionality of the statute. This approach is well sustained throughout the book.

One of the chief contributions of the volume is in the organization of subject matter. The controversies centering in recent Supreme Court decisions have made systematic arrangement and classification difficult. The authors met this problem and the results are singularly helpful. There has been unremitting warfare between authors and reviewers over the selection of cases and materials. As to this it may be said that practically all of the historic business decisions up to the end of the October term 1936 have been included. The addition of a few well chosen dissenting opinions would add a flavor of controversy which the profession has come to expect in recent years and would improve the teaching quality of the book. Lawyers, students and business men will find the volume useful as a rich source of materials on regulation and as a concise, systematic treatment of legal-business problems uncolored by opinion. The specialist in banking, taxation, or labor problems will not find an extensive treatment of these fields since the purpose of the authors was to deal with them only in so far as may be necessary for a comprehensive view of national business regulation. The interrelations of government and business have become so complex that classified case materials are indispensable. The decisions presented are not the final answer as to what business practices may be employed, nor even as to what regulations the government may impose. But an understanding and appreciation of current relationships is made possible by competent guidance through the maze of legal decisions, statutory enactments and administrative regulation.

Edward W. Carter.†

THE LAW OF BUSINESS. By James L. Dohr. The Ronald Press, New York, 1937. Pp. xviii, 659. Price: \$4.00.

This book is designed primarily to give the accountant such knowledge of the law as he needs in his work and, to this end, the text should have a wide appeal as a handbook for accountants and particularly as an aid in preparing for that part of the Certified Public Accountant's examination devoted to Business Law. Whether the book is adaptable as a text for business law students generally is questionable.

As stated in the Preface, the book, in some respects, is a "departure from the conventional treatises on the subject". Professor Dohr is not the first to depart from the usual division of Contracts, Agency, Sales, etc. Others have attempted a newer outline of the subject of business law, and still others might like to do so but find the task a difficult one; so that any attempt is to be commended, particularly when it is handled as skillfully as it is in *The Law of Business*.

The text is divided into three parts: Part I is titled Introduction to the Study of Law; Part II is titled Basic Law; and Part III is titled The Conduct of Business. Part I consists of three chapters which devote more space to background material than is customary in business law texts. To the reviewer, this is a commendable feature because too frequently authors neglect this essential in texts, with the cursory explanation that they prefer to leave to the indi-

† Assistant Professor of Political Science, University of Pennsylvania.

vidual instructor the opportunity of opening the course in accordance with his own ideas. The result is that often the instructor, without supplying necessary explanations and in his anxiety to begin the study of substantive law, plunges the student directly into text or case material without adequate preparation. The three chapters in Part I preclude this possibility.

Part II is unusual in that it does not begin with Contracts but with a chapter on The Organization of Government, followed by chapters on Crimes, Torts, Negligence and Fraud, Real Property, Personal Property, and then three chapters on Contracts followed by chapters on Remedies and Evidence, with a concluding chapter entitled, The Financing of Government. The law is often spoken of as "an endless web" and it is difficult to determine at what place its study should commence. The author's choice of beginning with business crimes and torts (for example, false entries) has the merit of early presenting subjects in which students can be easily interested, all of which is advantageous because courses, like speakers, may win or lose their audiences in the beginning. Therefore, if the student's attention is quickly attained he will, in all probability, devote himself more industriously throughout the course. It would seem that the chapter on Evidence, although unusual in a Business Law text, is apposite, for much of the success of counsel in any litigation depends upon the tools with which his client furnishes him. Consequently, if the business student has some knowledge of evidence he will take more care to preserve records and materials which will enable counsel to have sufficient tools with which to work in the event of litigation. Since the business man often delegates this task to the accountant, it is equally desirable that the accountant possess this knowledge of the rules of evidence. Although unusual, the chapter on The Financing of Government seems particularly apropos in a text designed for the accountant, for much of the data upon which taxes are computed, as well as the actual task of computation, depend upon the records of the accountant.

Part III contains chapters devoted to Agency, Partnerships, Corporations, Sales, Negotiable Instruments, Guaranty and Suretyship, Liens, Conditional Sales, Mortgages and Insurance. In addition to these, a chapter is given to The Law of Employment, which is certainly apropos inasmuch as this is a field wherein the accountant's records are becoming of increasing importance. The final chapter, entitled The Regulation of Business, gives an excellent survey of that subject and serves as a preview to courses in Government and Business which so many schools of commerce are now offering.

This book is primarily a text, there being but sixty-six pages of cases. However, a separate collection of cases is said to be available, although the reviewer did not have the advantage of seeing it. In addition to the text material, which is liberally interspersed with the hypothetical problems with which we are so familiar and which we find of great assistance in teaching, there are numerous excerpts from statutes. In this connection the author, in his Preface, states that "In so far as specific laws are concerned I have not hesitated to present statutes in full. I believe that the student should learn to read statutes and I think that a study of the statute itself is to be preferred over any digest or restatement thereof." The reviewer heartily agrees with this statement, but is also of the opinion that it is important for the student to have an opportunity to acquire some facility in reading cases, for frequently the application of the statute depends upon its interpretation as determined in the test case. Because of this dearth of cases, and because many teachers prefer the case method, this text might not be adaptable to the regular business law course. But where the class consists primarily of accounting students, or where the accountant has had the usual business law course and desires to review it in order to add to his knowledge particular phases of law in relation to accounting for the Certified Public

Accountant's examination, the instant text would be invaluable and to that end the text was designed and can be recommended.

Gerald O. Dykstra.†

AN AUTOBIOGRAPHICAL SKETCH BY JOHN MARSHALL. Edited by John Stokes Adams. The University of Michigan Press, Ann Arbor, 1937. Pp. xxiii, 48. Price: \$2.00.

It is a strange fact, but unfortunately true, that a man, who occupied such an exalted position and who exercised such a wide influence as Marshall did, should have left so little documentary material from which his life can be portrayed. If one remembers the quantities of letters, both official and personal, of Washington, Hamilton, Jefferson and many others, this fact is even more impressive. The editor of this volume properly says that only a small part of Beveridge's voluminous work is devoted to Marshall's biography and amazingly few of the sources are traceable to Marshall himself. The present document was written for Joseph Story in 1827 and quite evidently was freely used by him in certain published discourses on Marshall and his work. The manuscript appears to have been unknown to scholars till 1932, and is now in the William L. Clements Library at Ann Arbor.

There is no need for a long review of the volume. The editor appears to have done his task with scrupulous care and excellent judgment. But the book does not add materially to what we now know of the facts of Marshall's life, and such corrections as the editor makes or suggests as applicable to Beveridge's narrative, while apparently quite proper, are not exceedingly important. It contains practically nothing concerning the years after Marshall's appointment to the bench.

And yet the book is of very decided value and of great interest, for this reason: It gives just what Beveridge could not give—probably no biographer could give—*viz.*, a picture of the real man. But that word "picture" is definitely unsatisfying, because this is more than a picture or a photograph. There is an immediateness, a tone, an atmosphere, a something, which leaves you at the end with a feeling that you have been actually talking to John Marshall, or rather that he has been talking to you. It ought to be read by the side of some of those learned, ponderous and lucid opinions of the Chief Justice, which have influenced so greatly the history of constitutional law. I say it ought so to be read, if one wants to see the man behind the learning, the lucidity and the force of judicial pronouncements. And it ought to be read primarily, not because of what he says of himself or even, perhaps, of what he does not say (though the silences are almost audible), but because of the way in which he tells his simple, unaffected story. A reviewer cannot describe a flavor, just as no one can depict a taste.

Andrew C. McLaughlin.‡

BOOK NOTES

YOUR WILL AND WHAT NOT TO DO ABOUT IT. By Rene A. Wormser. Simon and Schuster, New York, 1937. Pp. xxi, 215. Price: \$2.00.

"Relatives, like the poor, are always with us. After your death, if given any reasonable opportunity, they may fight like cats and dogs. A carefully prepared will forestalls a sanguinary aftermath to your death." The words just

† History Department, University of Chicago.

‡ Department of Business Law, College of Commerce, Ohio University.

quoted afford a fair indication of the style, approach, and purpose of Mr. Wormser's book, the effect of which is heightened by twenty-two amusing cartoons. It is not intended to be a handbook of the law of wills; written for laymen, it is rather an attempt to show the prospective testator "What to Do Until the Lawyer Comes", outlining in non-technical language the practical problems which may arise in connection with his death and the administration of his estate, and suggesting means of meeting them through the provisions of his will. The author is careful to point out that since the applicability of his suggestions will vary with the circumstances of each individual testator, as well as with the local law, his book can do no more than give the testator a background for an intelligent discussion of his situation with his attorney. Beyond entertainment the book seems to have little to offer to members of the bar, except possibly to those beginning practice, who might find it helpful in showing them the manner in which material learned in courses on wills, future interests, administration of estates, taxation, and elsewhere, comes together in the planning of a particular estate. It must not be inferred, however, that the book has no general value for the profession; on the contrary, after reading it only the hardest layman will attempt to draw a will without hiring a lawyer.

John N. Schaeffer, Jr.†

THE SPEAKER'S DESK BOOK. Maxwell Droke, Indianapolis, 1937. Pp. 695. Price: \$3.85.

Books of anecdotes and epigrams are indispensable to most public speakers. Seldom, however, do these books contain a useful index. Therein lies the peculiar value of *The Speaker's Desk Book*. It is indexed and cross-indexed to subject, author, and person about whom the story is told. In addition, the 5000 epigrams and 1187 anecdotes are pointed so as to illustrate a particular idea, and these ideas cover so wide a field that a few of them necessarily apply to any speech.

KING'S COUNSEL. By Roland Wild and Derek Curtis-Bennett. The Macmillan Company, New York, 1938. Pp. viii, 282. Price: \$2.50.

To Sir Henry Curtis-Bennett the law owes a great debt. He was, beyond a doubt, one of the most influential members of the English bar for a quarter of a century; and he appeared as counsel in many of the important English criminal cases during the post-war decade. It is to Sir Henry that the origin of the phrase "doing a curtis" is attributed, for he excelled in unexpected acts of ingenuous guile that confounded opposing counsel.

Although this biography of Sir Henry is written by his son, it does not clothe the subject in a halo and surround him with all the virile virtues that a hero-worshipping author can concoct. Rather, it suffers from an obvious attempt to present a chronological, unadorned story, without recourse to the author's imagination. Consequently, at times the book gives little more information about certain trials than could be gleaned from a reading of Sir Henry's books of account. In such instances the book is about as interesting as a profit and loss statement. However, the authors usually realize that the reader's interest lies in the more romantic aspects of the life of this great barrister, and

† Gowen Memorial Fellow, University of Pennsylvania.

the stories of his famous cases are embellished with tales of incidents during their trial in which he participated, and in which he displayed his agile mind and facile wit.

Among the famous criminal cases which are discussed are: the Armstrong murder, the trial of Ronald True, the accusation against Harry Green, the Fahmy shooting, the prosecution of Tex Austin by the R. S. P. C. A. for breaking a steer's leg in a rodeo, the "Great Fire Trial", and what may be the last case in which the House of Lords is called to sit as a jury, the trial of Lord de Clifford for manslaughter. In each case Sir Henry displayed his remarkable gifts of advocacy. Then, at the height of his career, when his life-long ambition, the Recordership of London, was within his grasp, he died. Only fifteen months have elapsed since then, and time has not yet had an opportunity to dull the memory of that dominating figure, but it seems already safe to predict that his niche in the hall of great English barristers is secure.

M. F.