

Literature is devoted to the study of the language of the court, practice and training in effective forensic language and in the techniques of legal study. This reviewer, who has been handling this course at the Lyceum of the Philippines and Arellano University, believes that Professor Stone's work with the exception of the chapters in "Curricula" and "Courts, Judges and Juries"—because they are not adapted to the Philippines—would be of good use in the second semester work in *Forensic Literature*.

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CASES AND MATERIALS ON CORPORATIONS AND PARTNERSHIPS,
 by Alexander Hamilton Frey, Little, Brown and Company, pp. 1404, 1951,
 \$9.00.

This book combines in one volume cases and materials traditionally presented in separate courses on Private Corporations and on Partnership. The author believes that only by parallel consideration of comparable transactions of various types of business associations can an intelligent appraisal be made of the principles underlying this branch of the law. Of a total of 280 leading cases set forth in this volume, 48 cases or 17 per cent of the cases relate to partnership problems. The cases involving partnership are not segregated into separate sections but are classified together with cases on corporations under the same headings.

The materials in this book are not treated along the customary legal concepts of "de facto," "ultra vires," "powers and authority" or focused on legal relationship of "stockholder," "officers," "directors" and "creditors." The author does not approve of such groupings because they not only fail to stress the importance of primary facts arising from legal controversies but also render it highly difficult to form the necessary background of the problems. Successive cases, under such groupings, are factually isolated and have only a conceptual link. In this book Prof. Frey utilizes the transactions involved in the cases as the principal basis for their classification. In some instances, this kind of arrangement necessitates treatment of certain legal concepts in more than one chapter since cases covering a wide range of transactions cannot be classified under only one heading. Whatever shortcomings this shift in emphasis may entail is more than compensated by its innumerable advantages. A clear understanding, however, of the problems faced by practitioners is achieved by such classification.

This book also presents a substantial revision of materials ordinarily contained in a casebook on business associations. It includes cases and materials on many topics which are neither covered nor dealt with, even summarily, in other casebooks on the same subject. Among these subjects are: administration of the Securities and Exchange Commission and the courts of the Federal Securities Act, transactions involving transfers of shares, statutory developments covering shareholders' derivative or representative suit, reduction of capital stock, alteration of share structure by charter amendments and insolvent partnership "dissolution."

The general scheme of presentation is to have several leading cases preceded and sometimes followed by an editorial note or extracts from statutes or legal articles, but more often, by a number of notes and problems which carry the author's objective of presenting "legal problems" by cases.

The author has taken good advantage of a wealth of non-decisional materials dealing with corporations and partnerships to round out his presentation and to serve as starting points for discussing the various problems he desires to bring out. These non-judicial materials include appropriate extracts from various State corporation statutes, selections from specialized law books, law review articles, agency reports and reports of the Securities and Exchange Commissioner.

Essentially, Prof. Frey's casebook offers a very good source of teaching materials for the courses in Private Corporations and Partnership. For those finding difficulty in handling or understanding our present law on Partnership as embodied in the New Civil Code, I strongly recommend this book.

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