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## Corman: Sales and Secured Financing, Cases and Materials

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## BOOK REVIEWS

primer for law students sticking their toes for the first time in the somewhat murky waters of negotiable instrument law, it can hardly be said to reach its stated objective "to bring together all of the law affecting this class of commercial paper."<sup>4</sup>

While any hornbook, by its very nature and limitations of size must keep critical case and doctrinal analysis at a minimum, this volume is weaker than most in this regard. A comparison of Brady with the second edition of Britton makes clear the severe limitations of the former both as a sourcebook of original thought in the field or as an effective research tool.<sup>5</sup>

On the affirmative side, the author has gathered together the major cases dealing with bank checks, has touched upon the significant problems raised by the decisions, and has pointed out the salient provisions of the Negotiable Instruments Law, the Bank Collection Code, and the Uniform Commercial Code and Comments. In addition, he has supplemented his lucid commentary with sufficient non-legal materials to indoctrinate the uninitiated in much of the mystique of banking activities, has furnished admirable reference tables by which statutory sections of the three major pieces of legislation in the area can be traced into the text, and has raised some provocative questions arising out of the mechanization of check processing, and particularly the handling of encoded checks by electronic machinery. He has synthesized the law of bank checks into palatable proportions, particularly from the viewpoint of the American Bankers Association.

Undoubtedly Brady would make a most valuable desk book for the junior bank officer, but a less valuable book for a law student, although helpful as a last minute cram aid for a negotiable instruments examination. It is hoped that a senior bank officer would not turn to it to answer his problems, but would rather consult the bank's attorney, and I am sure that the latter would prefer other sources of the law of bank checks.

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**Sales and Secured Financing, Cases and Materials.** By Calvin W. Corman: Bobbs-Merrill Co., Inc., Indianapolis, 1960, pp. xviii, 759, with Statutory Supplement. \$12.00.

The publishing of law students' study books as "Cases and Materials" rather than as "Cases" is now nearly universal.<sup>1</sup> In examining any such class publication, this reviewer is immediately interested in discovering what is

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<sup>4</sup> Preface, iii.

<sup>5</sup> It should be observed that there is a tendency, in the footnotes of this work, to make no reference to the date of law review articles (e.g., footnote 6, page 4) and on occasion to published books as well. Thus references to Britton on Bills and Notes, e.g. footnote 7, page 4, are not to the current second edition of that work, but to the 1943 edition.

<sup>1</sup> An early example in the law of Sales is Llewellyn, *Cases and Materials on the Law of Sales* (1930). Cf. Frankfurter and Katz, *Cases and Other Authorities on Federal Jurisdiction and Procedure* (1931). But see Britton, *Cases on the Law of Bills and Notes* (5th ed. 1961).

meant by "Materials." Professor Corman's materials consist basically of "Notes" and of "Questions" with a few "Problems." The "Notes" vary in length from one sentence, containing simply a reference to a Law Review case comment,<sup>2</sup> to several paragraphs, containing generally brief expositions of cases or references to statutory material which are relevant to the legal issues raised in the main case.<sup>3</sup> The less frequent "Questions" are short inquiries as to hypothetical variations on the main theme and they are without case citation. The editor has also provided the student with a fair number of what he terms "Queries"—short questions—presumably to agitate the student's thinking process prior to class discussion. They are well designed to achieve this purpose. There are a few "Problems" scattered throughout Professor Corman's casebook. These are generally accompanied by a set of facts and a citation to a case. Presumably they are designed for post-class study, but are too few in number (only seven in the casebook)<sup>4</sup> and not of sufficient complexity to justify assignment as written work.

The organization of the "Materials" is very good. The print of the headings is helpful in distinguishing one type of "Material" from another. I have often felt that many of my students read fine print in the casebook negligently. They do not seem to read it discriminately as grist for the mill. Professor Corman's labeling of the questions as "Questions" is commendable. I am sure that many students do not read "p's."

The plan of the book is rather typical. Part I, covering Sales, proceeds from a generous treatment of warranties (131 pages) through remedies (104 pages) to the complex problems of the property concept (130 pages). The warranty section properly includes cases on the tort aspects of the implied warranty. The section covering the Statute of Frauds is fortunately brief (49 pages) and could be easily covered in one hour or omitted altogether. The chapter entitled "Passing of the Property Interest in Goods" realistically highlights the role which commercial terms such as F.O.B., C.I.F. and C.O.D. assume in determining questions of title, risk of loss and remedies. However, such coverage could include specific reference to the effect of the Revised American Foreign Trade Definitions on these questions<sup>5</sup> and to the "law making" status of the Secretary of Agriculture under the Perishable Agricultural Commodities Act. Chapter IV of Part I very adequately covers the law of the bulk sales transaction and includes cases from a number of jurisdictions, properly indicating the variety of legislative approaches but maintaining the continuity of the overriding problems. Extensive notes in this chapter provide more coverage of the subject matter than that actually highlighted by the cases. This reviewer has never seen a more thorough treatment of bulk sales in a sales and sales financing casebook.

Part II of Professor Corman's book treats secured financing in 204 pages. The three chapters cover conditional sales financing (87 pages), in-

<sup>2</sup> See p. 436 n.1

<sup>3</sup> See p. 392 n.3.

<sup>4</sup> The problems appear at pp. 160, 183, 318, 468, 512, 520 and 546. An item labeled "Author's Note" appears at p. 469 seemingly for the purpose of frustrating the reviewer's attempt at a final classification of the materials. The reviewer fails to appreciate why the problem at p. 318 is not termed a "Note."

<sup>5</sup> See Honnold, *Cases and Materials on the Law of Sales and Sales Financing* 225 et seq. (1954).

The editing of the cases in Professor Corman's book is commendable in a number of respects. Professor Corman has a wide selection of cases including a number of excellent cases from the federal district and circuit courts.<sup>6</sup> A very desirable feature of the case editing is that the citations to individual state statutes have been keyed parenthetically to the Uniform Acts. This reviewer has many times wished that casebook editors would perform this small chore. The students, without some signal, just do not relate Maryland Code 1951, Art. 83, Sec. 43 to Uniform Sales Act, Sec. 25.<sup>7</sup>

Professor Corman includes a better than average index, a table of law review readings (Appendix A), and a desirable table indicating the pages at which various sections of the Uniform Acts are found or discussed in his casebook. The reader is warned that the latter table is not exhaustive of references to particular sections of the Uniform Acts. The editor has not enlightened us as to why section 19 of the U.C.S.A. is referred to in that index as appearing at seven separate places in the book while section 19(2) of the U.S.A. is referred to as appearing only once. The latter section is actually, of course, referred to and quoted in a number of his cases. An adequate collection of "Secured Financing Forms" is found at the end of the section on secured financing. It includes the basic forms for six types of chattel and accounts receivable financing. The order and straight bills of lading appear in the case material in Part I. Unfortunately, the editor has not chosen to reproduce the reverse sides of the Uniform Bills of Lading.

The necessary statutory material is included in a well-bound pocket supplement. Articles 2, 6 and 9 of the 1958 official text of the Uniform Commercial Code are included, without the official "Comments."

In brief, it might be said that Professor Corman has provided a casebook upon rather traditional lines with certain commendable features which have been indicated. Many instructors will find it adequate for their uses. However, other instructors, including myself, would probably prefer to use a casebook with more material for depth and problem assignments. The book is obviously carefully done, adequate and up-to-date.<sup>8</sup>

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**Cases and Materials on Labor Law.** By Archibald Cox and Derek Curtis Bok: The Foundation Press, Inc., Brooklyn, N.Y., 1962.

The main function of a good case book is to serve as a mirror of existing law, enabling those who use it to deduce the guiding principles in the area

<sup>6</sup> A preliminary count indicates that there are cases from 48 state courts in 36 states plus 22 federal courts. The Wisconsin Supreme Court is represented by fifteen cases, but four courts in New York are represented by a total of twenty-five cases. There are three English cases.

<sup>7</sup> See p. 303.

<sup>8</sup> A small number of unfortunate but understandable clerical or typographical errors do appear. See, for example, the omission appearing at p. 37 and the reference to the Supreme Judicial Court of Massachusetts as the "Supreme Court of Massachusetts," p. 98.