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## Commercial Transactions (Teaching Materials) by Richard E. Speidel, Robert S. Summers, and James J. White

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COMMERCIAL TRANSACTIONS (Teaching materials). By Richard E. Speidel, Robert S. Summers & James J. White. St. Paul: West Publishing Co. 1969. Pp. lxiv, 1164. (Price unavailable).

*Commercial Transactions* (Teaching materials) was first called to my attention two years ago by a colleague who had used Professor Speidel's teaching materials for Sales as a student at the University of Virginia Law School. At that time, the materials were in odd sizes of mimeographed and xeroxed pages. Together with equal contributions from Professors Summers and White, these materials now have been published by West for an integrated course on Commercial Transactions. When I used the book this summer in an abbreviated Sales and Sales Financing course, its virtue in having grown from tested materials was apparent.

The organization of the book is traditional at least to the extent of having parts on sales, secured transactions and negotiable instruments; in some ways, however, it is a radical departure.

Every law student knows something about civil rights, constitutional law, criminal law and procedure, and tort law before he enters a law school classroom. With the exception of some vague misinformation about automobile financing, however, very few students have a background in commercial law. They frequently are faced with a professor who has been playing the publication game with other professors of commercial law and prides himself in having discovered a possible incompatibility between a section of the Uniform Commercial Code and the Bankruptcy Act or who stakes his reputation on the unintelligibility of certain sections or comments of the U.C.C. The object of this professorial game is to make it all not make sense. The game has little relevance for the student who has had his fun with legal method in the first year, and in any event it is a game he really is not qualified to play.

The first virtue of this newly-published book is that it starts with practical discussions of commercial law, and only after setting up a frame of reference does it present problems and cases that illustrate just how far logic or clarity goes before it runs out. The book itself and each of the chapters are organized this way. Disputed issues are not presented as the whole cloth. In commercial law, where so much of what really counts never gets to a courtroom, there is particular value in this approach. Students last summer were grateful for two introductory chapters entitled "Sources of Commercial Law" and "Attributes of the Lawyer who Practices Commercial Law Badly." In the latter, there are separate

discussions of each of the following characteristics of the bad commercial lawyer: lack of knowledge of general commercial background; failure to structure commercial relationships satisfactorily in advance and to provide needed advice in advance; inability to settle or otherwise resolve commercial disputes satisfactorily; insensitivity to problems of professional responsibility arising in commercial practice (a section that gives less than it promises), and two sections on lack of proficiency with statutory law and the methodology of the U.C.C. These chapters were invaluable.

Another virtue of the book is its catholic approach to commercial law. This is not a book concerned only with cases or only with the Uniform Commercial Code. It focuses on a problem and brings in, as needed, uniform and non-uniform law, state and federal law, early drafts and comments of the Code, form contracts, quotations from the literature, and problems. Additionally, the authors consider what parties are likely to do as well as what they have a legal right to do. In considering the absence of litigation on certain vague aspects of a warehouseman's duty, for example, a warehouse company's advertisement about its constant fidelity is reproduced, and its reluctance to litigate certain points is suggested.

From time to time the authors lapse into a kind of folksy humor. Perhaps in Commercial Law an embarrassed groan at a bad joke is better than a yawn, but the book is generally so good that rusticisms hurt. Maybe the medium really is the message, and what goes well mimeographed for one's own class goes less well in print.

My most serious criticism is not for something bad but for something good *manqué*. Many teachers of commercial law agree that a well-posed problem may provide the best framework for learning a particular area of law. This book is scattered with numbered problems to be answered by the students (and a manual is provided for the professor). While many successfully bring precision to the students' thinking, some may be too clever. The trouble is that the problems have little continuity. Thus, time is wasted and energy drained in setting up fact situation after fact situation rather than taking a single situation and elaborating on it as new areas of law are broached. Occasionally the latter technique is used, and when it is, it is successful. There is nothing, of course, that keeps a teacher from using this book with a running problem of his own, and in any event this criticism is no reason for not using Spediel, Summers and White as a case book, because no other case book that I know uses a running problem.

Professors Spediel, Summers and White are to be congratulated on a thoughtful and highly-usable set of teaching materials in a difficult area of

law and pedagogy. This is not a re-organization or just another book. It is a substantial and, I submit, successful attempt to distinguish between a first-year and a second or third-year course, and it quickly brings students to a maximum understanding of functional law.

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