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Commercial Paper Under the Uniform Commercial Code by Frederick M. Hart and William F. Willier

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other books and records of a corporation, as to which the courts generally are more protective, is further misleading.

A final criticism is the authors' preoccupation with presenting and defining terms instead of concentrating on analyzing underlying concepts. An example of this may be seen in the chapter dealing with the capacity of parties to contract. Discussing insanity, the authors distinguish between an *insane person*, "one who once had reasoning power but who has since lost it" and *idiots*, "those who are born without reasoning power." This distinction is irrelevant and adds nothing to the student's understanding of the concept of a party's capacity to contract, but this kind of "magic word" oriented approach is repeated throughout the book.

Most of the foregoing criticisms may be summarized by saying that the presentation of the materials in this book has been made in a rather shallow "unlawyerlike manner". Perhaps this can be explained by noting that nowhere is it indicated that either of the authors is a lawyer or has received legal training. If such is the case it explains why one is forced to conclude that at best this book is capable of accomplishing little beyond apprising future businessmen of some of the problems they may face which will require the assistance of legal counsel. The book's greatest shortcoming is that it is doubtful whether even this most desirable result would be achieved by its use in a course in "business law".

*Michael J. Navin**

COMMERCIAL PAPER UNDER THE UNIFORM COMMERCIAL CODE. By Frederick M. Hart and William F. Willier. New York, New York: Matthew Bender, 1972.

When I agreed to review a book for this Journal, I neither requested nor expected to have the opportunity to review some sensational erotic novel which I could, of course, heartily recommend to the bench and bar. Nonetheless, I was somewhat taken aback when the Editors sent me an almost seven hundred page treatise on commercial paper.

What does one say about such a book?: that there are more fascinating subject areas?—at least to this reviewer there are; that the book is not exactly the light reading one would pack away for that vacation at the shore?—it certainly is not; that Mssrs. Hart and

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Willier are swell fellows?—they may or may not be, though the fact they are law professors must create a presumption in their favor.

Hopefully, the authors will not be insulted if one surmises that their primary purposes in writing the book were to instruct, explain and clarify rather than to amuse or entertain. If this surmise is correct, the authors have achieved their purposes admirably. Although commercial paper has been around for a long time, the law relating to checks, notes and other commercial paper is not well understood by many lawyers and law students.¹ This lack of understanding may in part be due to the conspicuous absence of decent up-to-date research materials relating to this field. The publication of this book and the new White and Summers treatise on the U.C.C.² represent significant efforts to fill the void.

In this reviewer's opinion, the important tests to measure the quality of a treatise are whether the information contained therein is complete, accurate and readily accessible to the user. Unfortunately, the completeness, accuracy and accessibility of a particular book can only be fully measured in relation to specific legal problems in need of solution. Any general reading of the book can only give the reader an impression as to how useful the book would be in solving the innumerable varieties of problems which lawyers will bring to it. My impression is that this book will be most helpful.

The book seems particularly good in giving the lawyer good background materials, numerous references to other materials and varied avenues of access to the information in the book relevant to any particular problem.

Chapter One provides a solid historical background and an extremely good discussion of the different types of commercial paper and transactions involving the use of such paper. A good example of this is the discussion of the use of drafts and bills of lading in the sale and shipment of goods.³ Chapter Two discusses the essential attributes of commercial paper and Chapter Four describes the parties to commercial paper. For the novice in this area of law, this material in particular is invaluable and the use of specimen documents in Chapter One helps to make the discussion clearer and more concise than most this reviewer has seen.

¹ I doubt that there are any statistics to support or refute this assertion. I base it upon personal observation as lawyer and commercial law teacher and note that others have observed the same problem. See J. WHITE & R. SUMMERS, UNIFORM COMMERCIAL CODE 397 (1972).

² J. WHITE & R. SUMMERS, UNIFORM COMMERCIAL CODE (1972).

³ F. HART & WILLIER, COMMERCIAL PAPER UNDER THE UNIFORM COMMERCIAL CODE § 109[7] (Bender's U.C.C. Service, 1972).

The citation to cases and other materials throughout the book is very good. The researcher who wishes to pursue a point further will find much help here. There appear to be citations to well over a thousand cases throughout this work.

One of the preeminent problems for anyone preparing a treatise, encyclopedia or digest is that different people who approach problems differently will be trying to effectively use the work. This book solves that problem as well as any by giving numerous avenues of entry into the book. There is, of course, an Index which is extensive. In addition, there is a table of cases and a table of code citations so that the researcher who begins with a case name or code section can be directed to the appropriate discussion or discussions in the text. There are also tables showing any state law variations from the official text and the relationship between code sections and sections of the Negotiable Instruments Law. Finally, the contents of the book are structured in such a way that the table of contents is a most useful source for the researcher.

Amidst all this praise a couple of very minor sour notes will be sounded. On the front cover Professor Willier's name is misspelled and in the very first sentence of the book there is a distracting grammatical mixup. Perhaps these errors at the outset give the reader a distorted impression, but it seems that there are a few more typos and other minor errors in the book than necessary. In addition, I take this opportunity to record my dislike for the publisher's system of referring in the various indexes and tables to sections rather than pages of the book. Perhaps this method is necessitated by the loose-leaf format. Nonetheless, it makes use of the book a bit more difficult.

All things considered, this book is well worth looking at if you occasionally have a problem in this area and worth owning if you frequently deal with commercial transactions.

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