Mr. Justice Burton at the Law School

At the dinner preceding his public lecture, Mr. Justice Burton talks with Kenneth Dann (left) of the Law Review and Bigelow Teaching Fellow Thomas Watts (right).

On Monday and Tuesday, February 4 and 5, The Honorable Harold H. Burton, Associate Justice of the Supreme Court of the United States, was a guest of The Law School. On the morning of February 4 the Justice taught Professor Allen's class in Criminal Law. At noon of that day the School was host at a luncheon downtown, which was held to give members of the Chicago Bar an opportunity to meet the Justice. Following the luncheon, Justice Burton spoke informally on the contributions of several of the great Chief Justices to the solution of the administrative and mechanical problems involved in the proper functioning of the Supreme Court.

The Justice met that afternoon with the Bigelow Teaching Fellows and the Commonwealth Fellows. That evening he had dinner with law students in Mead House, The Law School Residence Hall. After dinner, he talked informally with the students, touching on such diverse questions as legal education and the makeup of the Supreme Court. On Tuesday morning Justice Burton taught Professor Kurland's class in Constitutional Law. Tuesday noon he lunched at the Quadrangle Club with the Board of Editors and staff of the University of Chicago Law Review. Tuesday afternoon the Justice had tea with students responsible for the administration of the Hinton Competition, The Law School's student-run moot-court program.

Justice Burton was, on Tuesday night, the guest of honor at a dinner at the Quadrangle Club, which was attended by members of the Bench, the Faculty, and the student body. Following the dinner, the Justice delivered a public lecture in Breasted Hall. His topic was: "The Independence and Continuity of the Supreme Court of the United States."

The Honorable Harold H. Burton, Associate Justice of the Supreme Court of the United States, just before his public lecture during his recent visit to The Law School.
The Sale of Corporate Control

Summary of a Lecture before the Chicago Bar Association

By WILBER G. KATZ
James Parker Hall Professor of Law, The University of Chicago Law School

May the owner of a controlling block of corporate shares sell his holding when an opportunity to sell at the same price is not given to the other shareholders? If he does so, must he account to the corporation or to the other shareholders for the part of the proceeds which represent the "control premium"? These questions are ably discussed in recent law-review articles by Professor Richard W. Jennings (44 Calif. L. Rev. 1) and Professor Noyes Leech (104 U. of Pa. L. Rev. 723). These articles marshal evidence of a trend restricting the freedom of controlling shareholders to sell their shares. Professor Jennings supports the flat rule that when control is sold all shareholders should have an opportunity to sell on the same terms. In this paper I wish to examine the grounds for such a rule and to indicate why I believe them unsatisfactory.

To clear the way for a consideration of the central question, it is necessary first to refer to three theories upon which relief may be given against the seller in certain special situations.

Sale of office.—Corporate officers or directors may not retain sums paid to induce them to resign or to aid others in becoming their successors. This rule was developed in cases where no sale of shares was involved, but it has been invoked also where an agreement for sale of controlling shares required the seller to facilitate the buyer’s gaining control of the board by causing successive resignations of directors and substitution of nominees of the buyer. It is argued that this constitutes a sale of directorships as well as shares, and the argument has added force if an identifiable part of the consideration seems to have been paid for thus procuring the election of new directors.

Such a case was Porter v. Hedy, 244 Pa. 427 (1914), in which a uniform price per share was offered to majority and minority holders alike, but with a separate “control fund” paid to the defendants (and not distributed among them according to stock ownership). The court required the defendant to account for the “control fund,” and the opinion shows the danger of a separate allocation of consideration for control. It is reasonable to infer, however, that the consideration was separated in this manner because the buyer was planning to represent minority shareholders that the majority had accepted the same price for their shares. Such misleading statements were actually made, and the recovery might well have been given on the ground that the minority were improperly induced to part with their shares. This ground is discussed below.

However, in cases where no special abuse was involved, the convenient arrangement for transfer of control by resignation and filling of vacancies has not been held to require the seller to account for a portion of the price on the theory that corporate offices have been sold.

Inducing sale by minority.—In some of the cases requiring accounting for the premium, the sellers were directly implicated in representations or suggestions made to the minority that the price offered to them was the same as that which the majority were receiving. This was the situation in Dunnett v. Am., 71 F. 2d 912 (C.A. 10th, 1934). Here recovery was given to shareholders who relied upon a communication which invited the interpretation that all shareholders were treated equally. The court also spoke of the sale of the controlling shares as a “corporate transaction” analogous to a sale of assets, in which shareholders would participate equally. The actual ground of the decision is clearly shown, however, in the fact that the court denied recovery to shareholders who made no showing of reliance upon the misleading communication. In a related case it was later pressed upon the court that its “corporate transaction” theory would justify recovery on behalf of all shareholders. The court rejected this argument, however, and again refused relief to shareholders who were not misled. Roby v. Dunnett, 88 F. 2d 68 (C.A. 10th, 1937).

Negligent sale to irresponsible buyer.—In another group of cases liability has been imposed where controlling shares were sold to persons who later looted the corporation and where the sale was made under circumstances putting the seller on notice of the probability of such injury. The leading cases involved investment companies which are subject to peculiar danger because of the liquidity of their assets. Insurershares Corp. v. Northern Fiscal Corp., 33 F. Supp. 22 (E.D. Pa., 1940), 42 F. Supp. 126 (1941). Gerdes v. Reynolds, 28 N.Y.S. 2d 622, 30 N.Y.S. 2d 755 (Sup. Ct., 1941). In these cases the high prices offered and the buyer’s apparent haste to secure control of the assets were circumstances held to put the sellers on notice. In this situation liability is justified on general tort principles. The freedom

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Mr. Justice Burton greeting other members of the Bench. Left to right: Judge F. Ryan Duffy and Judge H. Nathan Swain, JD '16, of the U.S. Court of Appeals (Seventh Circuit); Judge Elmer J. Schnackenberg, JD '13, of the same court; Judge Julius Hoffman, of the U.S. District Court; and Judge Hugo Friend, JD '08, of the Illinois Appellate Court.
The Moot-Court Finals

The final round of the Hinton Competition was held in Breasted Hall on February 19. The Bench for this argument was composed of the Honorable Tom C. Clark, Associate Justice of the Supreme Court of the United States; the Honorable John Biggs, Chief Judge of the United States Court of Appeals for the Third Circuit; and the Honorable Sterry Waterman, Judge of the United States Court of Appeals for the Second Circuit.

The Hinton Competition, named for Judge Edward Hinton, a distinguished member of The Law School Faculty a generation ago, is a student-administered voluntary moot-court competition which supplements the moot-court work required of all students in the first-year tutorial program. Law students select the cases, organize the teams, invite eminent judges and practitioners to sit as judges of the arguments, and manage all other details of the program.

The School provides prizes of $200 for the winning team and $100 for the team placed second. This year the competition was under the direction of a student committee chaired by Richard Berryman.

The early rounds of competition had resulted in the team of Gilbert Ginsberg, Marshall Hartman, Harry Holmes, and David Rockne and the team of Richard Berryman, John Radcliffe, Alan Swan, and Frederick Yonkman winning their way to the finals. Messrs. Ginsberg and Holmes, and Swan and Yonkman presented the oral arguments for their respective sides. At the conclusion of the final round the Court found for the Berryman-Radcliffe-Swan-Yonkman team. Immediately prior to the argument, members of the Moot Court Committee and of the competing teams met informally with Justice Clark and Judges Biggs and Waterman at dinner.
The Stability of the Family

A report to the director of UNESCO on the Colloquium on a Comparative Study of the Legal Means to Promote the Stability of the Family, Held in Spain, under the Auspices of the International Association of Legal Science.

By MAX RHEINSTEIN, General Reporter
Max Pam Professor of Comparative Law, University of Chicago Law School

In numerous places fears that the stability of the institution of marriage and family might be in danger have been expressed in recent years. Concern about the family has been voiced by organizations so different in outlook as the Roman Catholic church and the government of the Union of Soviet Socialist Republics. Special cabinet ministries charged with the task of designing measures to protect and strengthen the family have been established in France and the Federal Republic of Germany. Studies by governmental commissions have been undertaken in the United Kingdom and other countries. Family associations have sprung up in many places and have united on an international scale in the Union of Family Associations. The problem of divorce has constituted the subject matter of heated discussions, legislative reforms, or political postulates in both hemispheres. In the United States of America in particular a vast amount of writings on the family has been produced by sociologists, legal scholars, educators, psychiatrists, and theologians as well as by authors writing for popular magazines and daily newspapers.

Efforts to protect and to strengthen the stability of marriage and the family have been of many kinds. Religious leaders and bodies have been engaged in efforts to vitalize the faith, through intensified religious education and exhortation to strengthen Christian responsibility, and to oppose legislation regarded as being incompatible with Christian doctrine. Psychiatrists, educators, social workers, and others interested in public welfare or individual health of body and mind have engaged in the search for ways and means by which marriage stability might be effectively promoted.

Many of the proposals require for their implementation measures which can be applied only by governments. Enforcement by judicial or administrative agencies is necessary not only for such police methods as the criminal prosecution of husbands who neglect to furnish support to their families but also for schemes of family allowances, public housing, or other measures of public welfare which require the use of public funds to be raised through the taxing power of the state. As in our times the state is in all its activities strictly bound by the law, the making of laws, especially by way of legislation, is indispensable. In the preparation of these laws as well as in their implementation and enforcement, legal experts are needed along with those in the other fields concerned.

In the United States of America, the American Bar Association found itself impelled to pay attention to the problem of the role of the law in the course of widespread efforts to protect and promote family stability. In 1930 it sponsored the establishment of an Interprofessional Commission on Marriage and Divorce to study the problem involved and to draft a set of model laws. As its first task that commission undertook the drafting of a model law on divorce, which, the commission decided, should be based upon scientific knowledge rather than upon preconceived postulates.

It became apparent to this commission that it would be necessary to find a broader international basis for its work. It was also found that studies of various kinds had been initiated in other countries, and it was felt that all these studies might be benefited if they would be brought into contact with each other. Toward this end, Professor Rheinstein proposed to the International Committee of Comparative Law that it should place a colloquium on marriage stability upon the agenda of one of the annual meetings of the International Association of Legal Science. This proposal was accepted and a colloquium on family stability was called to convene at Santiago de Compostela, Spain, on September 5, 6, and 7, in connection with the Association's First International Congress of Comparative Law. Professor Max Rheinstein was appointed as the general reporter of this colloquium.

In a memorandum which was sent by the general reporters to the prospective members of the colloquium, the topic for decision was defined as follows:

LEGAL DEVICES TO PROMOTE MARRIAGE STABILITY

1. The term marriage stability cannot be defined unequivocally. The opposite of a stable marriage is an unstable one. When is a marriage unstable? In a sense a marriage may be called unstable when the relation between the spouses is disturbed by disharmony, or when its permanency is endangered by dissatisfaction of one party or both, or when its monogamous character is impaired or threatened by a liaison of one of the spouses with a third party. The term "marriage stability" has qualitative implications which range over a full scale of different kinds of marriage from the ideal of a perfect harmonious, permanent, and invariably faithful union to the other extreme of a married couple living separate and apart from each other and inspired by mutual hatred or contempt.

For the purposes of the colloquium it appears necessary for the time being to disregard the qualitative element and to define marriage stability in a purely formal sense. Promotion of marriage stability shall thus mean no more than prevention of marriage breakup. Marriage breakup, in turn, shall signify the external event of termination of the maintenance of a common home of a married couple. A further limitation is necessary, however, in order to eliminate two groups of situations in which a marriage cannot be regarded as having been broken up in spite of the fact that the parties do not presently live together.

The first of these groups covers those situations in which a common matrimonial home is maintained, although one spouse

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Preceding his dinner meeting with the residents of The Law School Residence Hall, Mr. Justice Burton talks informally with law students.

Mr. Justice Burton joins the residents of Mead House, The Law School Residence Hall, for dinner.
The Class of 1932: A Report after Twenty-five Years

By SIDNEY J. HESS, JR., '32

Although the 1932 Class was a "depression class," and the careers of many of its members were interrupted by a major war and, in some cases, the aftermath thereof, retrospect establishes that the group has done well professionally, civically, and from the aspect of personal life and human relations.

Of the thirty-eight members of the Class who reported their activities, twenty-seven are actively engaged in the practice of law, either privately or in governmental service. Six are engaged in governmental service at the present time, in positions of responsibility and importance. Those who are not actively practicing are in varied enterprises, ranging from the presidency of a Virgin Islands bank to the manufacture of mechanical equipment. Of these, four are corporation presidents or vice-presidents.

Seventeen members of the Class who are actively practicing are in the Chicago area. The greatest number who practice outside the Chicago area are in the District of Columbia. Ten of the active practitioners are senior members of law firms.

Six members now hold, or have held, elective or major appointive public offices. These include Robert Tieken, who is distinguishing himself as United States Attorney for the Northern District of Illinois.

Fourteen members of the Class were in military service during World War II, and one of these has remained in the Army.

The extracurricular interests of the members have been varied. Nine have been major participants in bar association administration, and one of these, Louis G. Isaacson, has been president of the Denver Bar Association. In addition, many others have served on various bar association committees and otherwise demonstrated their interest in the welfare of our profession. Five members are intensively interested in church and religious causes. The service of others in numerous civic, communal, and charitable activities evidences recognition of responsibility and willingness to contribute generously in time and effort to the welfare of others.

The members, collectively, have reported seventy children, some of whom are preparing for the practice of law. It is regretfully reported that one of our members, Ben E. Goldman, is deceased.

The writer must comment that, even with some modest participation in activities related to our Law School, he has had opportunity to be in contact with members of the Class of 1932 too infrequently and trusts that the content hereof might be of some satisfaction to those who have like regrets.

The following biographical summaries are prepared from the responses to the questionnaires received from our members. These questionnaires indicated excessive modesty in reporting accomplishments.

AMES, JOHN D. Owner, Memorial Farm, Brooklyn, Wisconsin. Practiced law for seven years in South Bend, Indiana. Now seventy-eight years old and retired after lifetime of community service. Dean of George Williams College from 1919 to 1932. Served the YMCA in New Haven; Akron, Ohio; Moscow, Russia; South Bend, Indiana; Chicago, Illinois; and Freeport, Texas. Treasurer of the local Grange and lay leader of the Methodist Episcopal church. During World War II was area secretary of the USO. Writes that one of the highlights of his career was his admission to practice before the United States Supreme Court by Chief Justice Hughes. Married and has a son and two daughters. Home address: Brooklyn, Wisconsin.

APITZ, LAWRENCE. E. Manager, Sales Control and Budgets, United Air Lines, Inc., 5959 S. Cicero Avenue, Chicago. Married. Home address: 5835 S. Sumner, Chicago.

ASHER, LESTER. Partner, Asher, Gubbins & Segall, 130 N. Wells Street, Chicago 6. Chairman of Section on Labor Law, Illinois State Bar Association, and finds "most enjoyment after the rigors of the emotion-laden field of labor law in teaching classes in labor-management relations at the University of Chicago, Roosevelt University, and the University of Illinois." President of K.A.M. Temple. Married and has three children. Home address: 5021 Woodlawn Avenue, Chicago 15.

BLENDES, DOROTHEA. Assistant to the President, Commerce Clearing House, Inc., 4025 W. Peterson Avenue, Chicago. Has been president of the National Association of Women Lawyers, president of Women's Bar Association of Illinois, and a member of the House of Delegates of the American Bar Association. Writes that she has spent all twenty-five years since graduation at Commerce Clearing House, Inc., in various editorial and managerial capacities. Home address: 1427 N. State Parkway, Chicago.

BURFICK, SAMUEL E. 10 S. La Salle Street, Chicago. During World War II was a lieutenant in the Navy. Married and has two children, Bruce and Jill. Home address: 8206 Crandon Avenue, Chicago.

CLARK, HOWARD P. Assistant Secretary, United States Steel Corp., Law Department, Oliver Iron Mining Division, 716 Wolvin Building, Duluth 4, Minnesota. Married and has three children. Home address: 3512 E. Third Street, Duluth 4, Minnesota.

EDERLEIN, IRVING. B. President, Ames Metal Products Co., 4321 S. Western Boulevard, Chicago. Has built up a fine business as a non-ferrous metal manufacturer. Married and has a son, age twenty-two, and a daughter, age seventeen. Home address: 3915 Sherwin Avenue, Lincolnwood, Illinois.


ENGELHARDT, WILLIAM R. Partner, Norman, Engelhardt, Zimmerman and Prince, 100 W. Monroe Street, Chicago. Mar-
ried to Doris Rickard and has a son, Robert, age seventeen, and a daughter, Margo, age thirteen. Home address: Inverness, Palatine, Illinois.

FISHER, Henry D. Partner, Boyles & Fisher, 25 N. County Street, Waukegan, Illinois. Master-in-chancery, Lake County Circuit Court (1934-36) and for many years a member of the board of governors of Lake County Bar Association. Has been active in several philanthropic organizations and served in the Army from 1942 to 1945. Married and has one son, age nine. Home address: 824 James Court, Waukegan, Illinois.


GREENBERG, Frank. Partner, Levinson, Becker & Peebles, 1 N. La Salle Street, Chicago. Served as chairman of the Committee on Inquiry of the Chicago Bar Association. During World War II was lieutenant commander in the Navy. Married. Home address: 6645 N. Greenview Avenue, Chicago.

HERZOG, Charles E. Partner, Bell, Boyd, Marshall & Lloyd, 135 S. La Salle Street, Chicago. Member of Committee on Inquiry of Chicago Bar Association and president and director of Beverly-Ridge Home Owners' Association. Served three years in the Army. Married. Home address: 9724 S. Damen Avenue, Chicago.


JACOBSON, Benjamin L. Hearings Supervisor, Illinois Department of Labor, Division of Unemployment Compensation, 163 N. Canal Street, Chicago. President, Winchester-Hood Co-op Credit Union. Married and has two sons, ages sixteen and eleven. Home address: 6655 N. Wolcott Avenue, Chicago 26.

JACOBSON, Samuel L. Partner, O'Leary & Jacobson, 100 W. Monroe Street, Chicago 3. Married and has two daughters. Home address: 1350 Ridgewood Drive, Highland Park, Illinois.

JACQUES, H. H. Staff Director, Office of the Director, Bureau of Investigation, Federal Trade Commission, Washington 25, D.C. Has been with the FTC since 1934, specializing in antitrust law. Major, Judge Advocate General's Department, U.S. Army.
Silas H. Strawn

By JOHN C. SLADE

The lecture was the second in a series of lectures on eminent lawyers, and supplements the series on Supreme Court Justices now published by the University of Chicago Press under the title "Mr. Justice."

Silas Hardy Strawn, who was born on a farm near the city of Ottawa, Illinois, on December 15, 1866, and spent his early life in that vicinity, began his career as a Chicago lawyer in the year 1891 with his employment by the law partnership of Frederick S. Winston and James F. Meagher, practicing under the firm name of Winston & Meagher. His legal experience and training at that time comprised two years of intensive study and work in an Ottawa law office in preparation for his bar examination and two years in the general practice of law in that city after his admission to the Bar by the Supreme Court of Illinois, in May, 1889. He had graduated from the Ottawa High School in 1885 and after that had taught school for two years before commencing his legal studies. His foundation training was supplied by the life and work of his father's stock farm, on which he spent his boyhood years.

With this training, experience, and demonstrated ambition and will for self-education which characterized him through life, he began his association with the Chicago law firm, with which and its successive members and associates he spent the remaining fifty-five years of his professional life.

The Winston & Meagher firm of 1891, by which he was then employed, had an established practice and represented substantial corporate and individual interests. It was, in effect, a continuation, through Mr. Winston, of the firm in which he and his father, Frederick H. Winston, had practiced under the firm name of F. H. & F. S. Winston before his father's retirement from practice had left the representation of their clients to him. His partnership with Mr. Meagher had followed, and the firm continued under the name of Winston & Meagher until 1901, when Mr. Meagher withdrew to organize another law firm.

In the year 1894, three years after Mr. Strawn's initial employment as an attorney, he was admitted to partnership in the firm, and, after Mr. Meagher's withdrawal, his name was included in the new firm name under which Mr. Winston and his remaining partners continued practice. Judge John Barton Payne joined the firm later, and for a number of years before January 1, 1918, the firm name was Winston, Payne, Strawn & Shaw.

At that time Judge Payne withdrew, and, as Mr. Winston had died several years earlier, Mr. Strawn became the firm's senior member; the firm name became Winston, Strawn & Shaw, and, under that name, the firm continued under Mr. Strawn's leadership to the time of his death.

Well before he became the head of his firm, Silas Strawn had become one of the recognized leaders among the lawyers of Chicago. Within a few years thereafter his reputation was national and even international in scope.

Since shortly after the turn of the century he had been in fact the managing partner of the firm and in that capacity had supervised and directed the general work of the office. His brilliant mind, his expert knowledge of law and practice, his engaging personality, and his superior executive ability combined to make him an inspiring leader and an incomparable co-ordinator of the firm's professional activities. Under his wise direction, the firm was molded into a cohesive unit in which partners and associates worked as a team.

Mr. Strawn was an accomplished lawyer in every sense of the term. He was soundly grounded both in law and equity and in the technique of handling litigation. He tried many cases, particularly in his earlier years with the firm, and demonstrated his proficiency as an advocate in both trial and appellate courts. He had, in addition, and always retained, the unique faculty of being able to discern readily the critical point, or points, of law or fact involved in any case. This made his counsel invaluable in cases that were being handled by other lawyers in the office, and it was regularly sought in every important case.

But Mr. Strawn's services came to be increasingly demanded in a larger field, for which his exceptional talents aptly fitted him, namely, that of adviser and guide of business operations. It thus developed, as the years went on, that he devoted more and more of his time and attention to the solution of the varied business problems upon which his advice and direction were increasingly sought. His skill in this field was steadily augmented through the years by his constant study of business and economic questions. And it was his conviction that the growing complexities of business made it imperative that the modern lawyer, unlike his prototype of an earlier generation, have a sound understanding of the principles governing the business operations.

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Alumni Notes

The Law School notes with deep regret the recent death of The Honorable Jerome N. Frank, JD '12, LLD '53. Following his admission to the Illinois Bar in 1912, Judge Frank practiced in Chicago until 1929 and in New York from 1929 until 1933. He was a member of The Law School Faculty in 1918. In 1933 he became general counsel of the Agricultural Adjustment Administration and in 1935 special counsel for the Reconstruction Finance Corporation. During 1936 and 1937 Judge Frank was special litigation counsel for the Public Works Administration. He served, first as a commissioner and later as chairman, with the Securities and Exchange Commission during the period 1938–41. In 1941 he was appointed a judge of the United States Court of Appeals for the Second Circuit and served in that capacity until his death. Judge Frank wrote extensively on a variety of legal subjects; his best-known work is probably Law and the Modern Mind, originally published in 1930. The University of Chicago conferred upon Judge Frank the honorary degree of Doctor of Laws at the time of The Law School's Fiftieth Anniversary Celebration in 1933. Judge Frank was active in Bar Association work and was a member of the Board of Directors of The University of Chicago Law School Alumni Association.

It is with deep regret that the School notes the death of Arnold M. Chutkow, JD '51. Mr. Chutkow, whose home was in Denver, was killed in an automobile accident near that city a few weeks ago. He was the son of Mr. and Mrs. Samuel Chutkow; the senior Mr. Chutkow is a member of the Class of 1920.

Arnold Chutkow received the degree of Bachelor of Philosophy with Honors in 1948. He was graduated from The Law School in 1951 with the degree of Doctor of Law. During his Law School career he demonstrated outstanding ability, serving as a managing editor of the University of Chicago Law Review and winning election to the Order of the Coif. At the time of his death, Mr. Chutkow was practicing with the firm of Chutkow and Axler, in Denver.

The School has received a Memorial Resolution of the Knoxville (Tenn.) Bar Association honoring the late Arthur E. Mitchell, JD '10. The resolution will be added to the Law Library and will be distributed to all members of the Class of 1910.

Bryce Hamilton, JD '28, of Winston, Strawn, Smith and Patterson, meets with his Seminar on Public Utilities, which is concerned with federal regulation of the railroads.
Lectures on Eminent Lawyers

The series of lectures on eminent members of the Bar which The Law School is sponsoring, and which began with Mr. Tappan Gregory's lecture on "Stephen Strong Gregory," was continued during the Winter Quarter. Mr. John C. Slade, of Winston, Strawn, Smith and Patterson, spoke on "Silas H. Strawn." Mr. Slade was a partner of the late Mr. Strawn for many years and as such was uniquely qualified to present a balanced portrait of Silas Strawn's great contribution, both to the Bar and to society generally. Mr. Slade's address will be found elsewhere in this issue of the Record.

Prior to the lecture, which was presented in Breasted Hall, the Faculty was host at a dinner in Mr. Slade's honor in the Quadrangle Club.

The next lecture in the series will be delivered by Mr. Henry F. Tenney, JD '15, of Tenney, Sherman, Bentley and Guthrie, Chicago. Mr. Tenney will speak on his father, Horace Kent Tenney, in Breasted Hall, Fifty-eighth Street and University Avenue, on Monday, April 22, at 8:30 P.M.

Katz—

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of controlling shareholders to sell their shares does not include freedom to sell to one known to be intending to loot the corporation. Furthermore, general principles of negligence may be invoked if reasonable inquiry has not been made in the face of circumstances which would suggest to a reasonable man the likelihood of such intentions.

In these cases recovery is measured by the loss to the corporation, although in the Gerdes case the court also required accounting for the excessive portion of the sale price as a separable consideration for sale of control.

There are two other cases imposing liability on sellers of control which are more difficult to classify and which arguably afford some basis for a broader rule of liability. The first of these is Commonwealth T. I. & T. Co. v. Seltzer, 227 Pa. 410 (1910). The defendant was president of a hotel corporation; he had no substantial stockholding and was approached by interests desiring to purchase the corporate property. Although knowing that "his company was willing to sell," he led the outsider to believe that the property was not for sale and then formed a plan to acquire the controlling shares and sell them to the outsider at a profit. It was part of the plan that the purchaser would then acquire the corporate property. This plan was carried out with the help of the co-defendant director. The defendants remained corporate officers after the resale of the shares and acted as such in the sale of the corporate property. The price paid for the property was "not found to be inadequate." The defendants were required to account to the plaintiffs (apparently shareholders who did not sell out) for the fraction of their profits allocable to the plaintiffs' shares.

The court's theory was that the defendants had violated their duties as officers by making a profit in connection with the sale of corporate property; the stock transactions were viewed as mere devices to appropriate a part of the consideration for the property. The relief was given "on the peculiar facts" of the case, with "full and express recognition of the general rule that a stockholder, even though he be one of the managing officers . . ., has the right to buy and sell its stock and to keep any profits which he may thus acquire."

Suppose, however, that the defendants had owned the controlling shares from the outset and that they had frankly rejected the offer for the corporate assets in order to realize more through the sale of their shares at a premium. Would they be required to account? No confident answer can be drawn from the Seltzer opinion.

The other case which is difficult to classify is Perlman v. Feldmann, 129 F. Supp. 162 (D. Conn., 1952), 219 F. 2d 173 (C.A. 2d, 1955). Here a 37 per cent block of shares of Newport Steel Corporation was sold in 1950 to a group of industrial users of steel at $20 per share when recent market sales had not exceeded $12. The purchasers were concededly interested in securing supplies of steel in the tight Korean war market. Steel price levels were being maintained by voluntary "controls," but steel companies, including Newport, had found ways to realize advantages in allocating their production, including interest-free loans from customers. The plaintiffs contended that the defendant's sale constituted an appropriation of the value of these advantages. The district court dismissed the action after trial, but the court of appeals reversed (Swan, J., dissenting). The court said:

We do not mean to suggest that a majority stockholder cannot dispose of his controlling block of stock to outsiders without having to account to his corporation for profits or even never do
this with impunity when the buyer is an interested customer, actual or potential, for the corporation's product. But when the sale necessarily results in a sacrifice of this element of corporate good will and consequent unusual profit to the fiduciary who has caused the sacrifice, he should account for his gains. So in a time of market shortage, where a call on a corporation's product commands an unusually large premium, in one form or another, we think it sound law that a fiduciary may not appropriate to himself the value of this premium.

This passage suggests that the case was treated as analogous to the looting cases. The court could say that sale of control to a potential customer under conditions of shortage resulted necessarily in a sacrifice of corporate good will only if it assumed that the new management would not allocate production in accordance with the best interests of the corporation and would thus violate its fiduciary duty of loyalty. No reference was made to the looting decisions, however, and this may possibly reflect a desire to make the opinion serviceable as an entering wedge for a broader rule of liability.

The foregoing is a summary of the principal cases imposing restrictions upon sales of controlling shares. In none of these cases does the opinion argue for a broad rule that the same offer must be made to all shareholders, and many of the opinions expressly reject this rule. Furthermore, there are a number of decisions (in addition to the Dunnett cases) in which the court refused to make the seller account for a premium. Levy v. American Beverage Corp., 38 N.Y.S. 2d 517 (1st Dept., 1942). Tryon v. Smith, 191 Ore. 172 (1951).

The view that controlling shares may have a legitimate premium value is also illustrated by the decision of the House of Lords in Short v. Treasury Commrs., [1948] A. C. 534. Here the government had taken all the shares of a corporation under Defense Regulations requiring the payment of "not less than the value... as between a willing buyer and a willing seller." Holders of relatively small blocks of shares objected to the price offered (20s. 3d.), which was based upon stock-market quotations. They contended that the price should have been determined by valuing the entire enterprise and dividing by the number of shares. The arbitrator found that on such a basis each share would have been worth 41s. 9d. This contention, however, was rejected. Lord Uthwatt said:

If some one shareholder held a number of shares sufficient to carry control of the company, it might well be that the value proper to be attributed to his holding under the regulation was greater than the sum of the values that would be attributed to the shares comprised in that holding if they were split between various persons. The reason is that he has something to sell—control—which the others considered separately have not. The contention of the appellant, if accepted, would, as the Court of Appeal point out, deny him the real value of his holding.

In this paper, however, my concern is not with the present state of the law but with the desirability of a rule which would destroy the premium value of controlling shares. Such a rule was urged by Berle and Means in The Modern Corporation and Private Property. They suggested that "the power going with 'control' is an asset which belongs only to the corporation; and that payment for that power, if it goes anywhere, must go into the corporate treasury." Why should this be true? Presumably the notion of control as a corporate asset is a way of saying that the law should make it impossible for holders of controlling shares to realize the full market value of their shares—or what would be the market value in the absence of the rule suggested. Why should the law intervene in this way?

The first reason urged for a broad restriction on sales of control springs from concern over the motives of the purchaser and the type of transactions likely to follow the transfer of control. Professor Jennings suggests that in the usual case the purchaser's willingness to pay a premium springs from an expectation of returns which will not be shared with all shareholders, returns flowing from private exploitation of "corporate patronage or other non-balance sheet assets or from diversion of profits in reorganization or liquidation." The concern is that the purchaser and those he places on the board will not exercise their management powers in the interests of all the shareholders and that the usual rules of fiduciary loyalty are insufficient protection against such mismanagement.

This suggestion recalls the Newport Steel Corporation case, in which the sale was to a group interested primarily in...
securing the corporation’s output of steel and unlikely to allocate this output in the corporation’s own interest. Modern complexities of business practice and tax law open up many similar opportunities for private advantage through corporate control. For example, a corporation with a substantial carry-forward of income-tax losses may be led into a merger on terms which do not realize for the corporation’s shareholders the value of the tax advantage which it is contributing. While the word “looting” is perhaps too strong for these activities, they all constitute breaches of fiduciary duties of management.

Professor Jennings recognizes that the power incident to voting control may also be utilized “to organize an energetic and capable managerial echelon, improve earnings, and thereby boost the price of the stock, to the benefit of all stockholders.” But he considers that cases of such motivation are unusual and apparently so rare as not to have weight in the analysis of the problem. This is a critical assumption. Suppose it is unwarranted; suppose that there is a significant proportion of cases where existing management is ineffective and where outsiders are attracted by the opportunity for profit through purchase of controlling shares and improvement of management, earnings, and dividends. If this is true, one must consider the consequences of a rule restricting the opportunities of such purchasers—consequences to the holders of minority shares as well as more remote economic consequences.

It is difficult, of course, to be confident of any generalization about the motives of typical buyers of control as compared with those of typical sellers. In the absence of evidence one might expect considerable variety in both groups, and it is by no means obvious that potential sellers are typically persons who resist temptation to abuse their management powers while potential buyers are hardened, though sophisticated, sinners. Professor Leech is apparently dubious about both groups, for he says: “It is still to be shown that there is inherent virtue in protecting a system whereby one block of shareholders largely unresponsive to their fellows is supplanted by another.”

It seems clear that a rule requiring the same offer per share to be made to all shareholders would block some sales of control. It is likely that there are some persons willing to bid for controlling shares who would be unwilling to purchase all the shares. Furthermore, a rule requiring equal offers will tend to reduce the amount that buyers will offer to the holder of the controlling block (since it increases what must be offered to others), and in marginal cases the reduction may make the offer unacceptable to the seller. It is impossible to estimate the proportion of possible sales that would thus be blocked by the rule under consideration. If it is a substantial proportion, and if cases of sales blocked by the rule include a substantial number where present management is inefficient, the adoption of the rule would be at the expense of groups of minority shareholders whose prospects might otherwise be improved. Indirect economic effects of thus impeding the improvement of management might also be substantial.

These considerations should not be treated as negligible. Cases where buyers are likely to inflict particular injuries upon the corporation can be handled by a rule limited to such situations, as in the Newport Steel case. Even if there are many such situations, they afford inadequate support for a broad rule which impedes desirable transfers.

Sometimes the case for a rule against premium sales is argued in different terms, entirely without reference to the motives of the buyer or his anticipated behavior. Here the starting point is a general concept of community of interest among shareholders—a concept of joint venture with strong overtones of equality. Such a concept is apparently implied when Professor Berle speaks of control as a corporate asset. From this premise of community of interest, it is thus argued that, when the controlling shareholder withdraws from the joint venture, it should only be on terms which put other shareholders in a position of equality.

This would be the rule in the case of a partnership. No partner by selling his interest can transfer control over the investment of his co-partners. But should the transferability of corporate shares be similarly restricted? It puzzles me to find Professor Berle insisting on this equalization of controlling and non-controlling shares. One of the main themes of his book is the distinction between “active property” (property actively managed by its owner) and “passive property” (held by inactive, “absentee” owners). Berle criticizes the legal “logic of property” for ignoring this distinction. He questions whether the owner of “passive property” is entitled to the full incidents of ownership. “Because an owner who also exercises control over his wealth is protected in the full receipt of the advantages derived from it, must it necessarily follow that an owner who has surrendered control of his wealth should likewise be protected to the full?” It seems incongruous that the same author insists that the law should transfer to the “passive” shareholder part of the value which the market allocates to the controlling block.

Why should the law impose this particular concept of community of interest upon all corporations? Such a rule might possibly encourage investment in small holdings; but it might also reduce the incentive to make majority investments. Suppose that the law were to leave the matter to negotiation between the parties prior to the organization of the corporation. It is by no means clear that they would always agree that the prospective majority holder should forego opportunities for premium sales. Minority investors might well realize that in some eventualities their interests might be served by a free transferability which would facilitate improvement of management. I cannot find in the general idea of community of interest a persuasive reason why incorporation should necessarily be on terms restricting alienation of controlling shares.

The community-of-interest argument is sometimes stated in more limited terms. In this form it is an argument
for restricting sale of controlling shares only when there is a buyer seeking either all the shares or a "corporate transaction" such as a merger or asset purchase. Here the argument for "equality" is at its strongest, since equality would be the rule in case of a "corporate transaction." The proponent of such a limited restraint concedes the propriety of premium sales in other situations. But how is one to define the situation in which the restriction is to apply? Is the controlling shareholder free to sell only after he has failed, after reasonable efforts, to find a proposal in which all can participate? Will the presence of any such proposal, regardless of the terms, bring the restraint into operation? Or must it be an offer on terms which are later found to be "adequate"? There seems to me no way of defining the proposed limited rule which will accomplish its purposes and yet afford a workable basis for advising the controlling shareholder as to his freedom to sell. The only practical alternatives seem to me the general restriction which Professor Jennings supports and the rule for which I have argued—limiting relief to cases of special abuse.
Just before the final argument, the team of Alan Swan, Albion, Michigan; Frederick Yonkman, Madison, New Jersey; Richard Berryman, Indianapolis; and John Radcliffe, Joliet, Illinois.

The earliest rounds of moot-court argument in the Hinton Competition have been held by the right, George Kramer, '58, addresses a Bench composed of Alex Elson, Allen (right). The speaker in the picture on the left is Wayne Peters, '51, presiding, with Jury Project Research Associate Elaine Mohr, JD '55, and A
The team of David Rockne, Zumbrota, Minnesota; Marshall Hartman, Chicago; Harry Holmes, Farmington, Illinois; and Gilbert Ginsburg, Chicago, just before the argument began.

The competition will culminate in a final round. In the picture on JD '28, presiding, with John Radcliffe, '57 (left), and Professor Francis '58; the Bench: Illinois State Representative Abner J. Mikva, JD '54, Assistant Dean James M. Ratcliffe, JD '50.
Visiting Professors

The School is pleased to announce that the following will serve as Visiting Professors at The University of Chicago Law School during the Summer Quarter, 1957:

The Honorable Roger J. Traynor, Justice of the Supreme Court of California. Justice Traynor is a former member of the faculty of the University of California School of Law and a former Deputy Attorney General of California. He has been a member of the Supreme Court of that state since 1940. He will teach Conflict of Laws.

Grant Gilmore, Professor of Law, Yale University. Mr. Gilmore is currently a Visiting Professor at The University of Chicago Law School. He has been a member of the faculty of the Yale Law School since 1946; he will teach a course in Bankruptcy.

John McNaughton, Professor of Law, Harvard Law School. Mr. McNaughton has been a member of the faculty of the Harvard Law School since 1953; his subjects are Evidence, Contracts and Agency. He will teach the Evidence course at Chicago next summer.

Lewis M. Simes, Floyd R. Mechem University Professor of Law, The University of Michigan. Mr. Simes is a member of The University of Chicago Law School Class of 1914. He has been a member of the faculty of the University of Michigan Law School for twenty-five years. This summer he will teach a course in Future Interests.

Shown above are students from several of the ten foreign countries now represented in The Law School student body. Back row, left to right: J. Gillis Wetter, Sweden; Paul W. Kleinmacher, Germany; Brinsley D. Inglis, New Zealand; and Alexander Castles, Australia; front row, left to right: A. J. Andreoutsopoulos, Greece; Batia Shapira, Israel; and Ibrahim I. Wahab, Iraq.
is temporarily absent from it for such reasons as short travel, vacationing, temporary employment outside the place of the matrimonial home, service in the armed forces, or temporary institutionalization in a hospital, a prison, a detention camp, or some other institution.

In the situations of the second group it is no longer possible to speak of a matrimonial home of the couple, but its absence is due to facts other than dissension or dissatisfaction with the marital union. Situations of this kind exist where one of the spouses is institutionalized for life or where a couple is prevented from living together by laws restricting immigration or emigration, but also where the spouses, in full agreement and harmony, maintain separate professions or careers which require their long-time presence in different places.

For the purposes of the colleague, "marriage breakup" shall thus mean the termination of the maintenance of a common home by a married couple which is due to dissension or dissatisfaction with the marital union.

Such breakup can be brought about unilaterally by the desertion of one spouse by the other or by a separation more or less agreed upon by both.

Devices to promote marriage stability shall thus be devices designed to prevent marriage breakup in the sense just defined.

Legal devices to promote marriage stability are those which make use of that compulsory element which is characteristic of the law, that is, enforcement by an agency of the state. The colleague will thus be concerned with those laws—written, customary, or judge-made—which can be used to induce a person who contemplates to break up his marriage to forego the carrying-out of his plan and rather go on with the maintenance of his marital home.

In no country does this motivation seem to be brought about by the threat of punishment for the mere fact of simply discontinuing the maintenance of a marital home. Desertion or abandonment are treated as criminal acts where they are combined with a failure to provide support for a wife or children, but no legal system seems to try, by means of a threat of punishment, to compel a person against his will to live together with his spouse.

The legal devices to deter individuals from terminating the maintenance of a marital home are thus of an indirect character. In the countries of monogamy, among the most important appears to be the legal impossibility to enter upon a new marital relationship as long as a prior one has not been terminated by the death of one spouse or by divorce. Attention must thus be paid to laws excluding the possibility of divorce altogether or rendering divorce difficult to obtain. In those extensive discussions of the "problem of divorce" which have been carried on in recent years, especially in the United States and England, a tendency has shown itself to regard the divorce law as the device to prevent family breakup and even to equate divorce and marriage breakup. Such identification is not justified. Important, however, is it to know, to what extent, if any, the comparative ease or difficulty of obtaining a divorce constitutes an element of motivation in rendering marriages more or less stable. There have been many apodictic statements that "divorce breeds divorce" or that "the absence or excessivity of difficulty of divorce breeds desertion, adultery, and conciliance," but no one has so far been able to furnish exact proof of either one of these propositions. The difficulties of such proof are, indeed, formidable. The task is that of isolating out of the seam-

less web of interconnecting motivating factors the one factor "state of the divorce law." The task does not seem to be altogether impossible, however. Efforts to elaborate appropriate methods are currently made in the United States. Comparison of, on the one side, the divorce laws of several countries and, on the other, the state of marital stability in these countries constitutes one of these methods. This fact as well as the recognition of the necessity of cooperation on a supranational scale have resulted in the desire to have the problem treated by the International Association of Legal Science.

The number of factors by which the degree of marriage stability is influenced in a given society appears to be almost infinite. Among the more obviously recognized ones are the state of the particular society's industrialization and urbanization, the status of women, the religious and moral climate, the state of education, the housing situation, or the attitudes toward and the extent of prostitution. In connection with many of these phenomena, a certain role is played by legal rules such as those concerning the status of women with respect to political rights or rights of property, or laws on housing, family allowances, or rights of succession to property on death. In some ways family stability also seems to be influenced by laws on income and estate taxes, pensions, social security, or public morals. Systematic investigation of these connections seems to be totally lacking. Yet, in order effectively to protect and promote marriage stability, it is necessary to know what kind of measures are promising, which are likely to be futile, and which may do more harm than good. Co-operation and an exchange of ideas are necessary not only between nations but also between the representatives of different branches of learning. Legal scholars must work together with experts in sociology and, perhaps, also in other fields of social science.

To the Bureau of the International Association of Legal Science, it has appeared advisable not to attack the whole complex at once. The colleague scheduled for 1956 is to be of an exploratory character. Its main task is that of formulating the problems. In 1957 the discussion shall be continued by a larger group consisting of representatives of the law as well as of social science.

This memorandum was accompanied by a questionnaire which the recipients were requested to answer in advance of the meeting so that the factual information sought to be obtained would be available. Fourteen countries responded.

At the very outset of their discussions all members of the colloquium were of the conviction that the problem of investigating all those legal devices by which the stability of marriages might possibly be influenced would be too vast to be adequately covered in one single meeting of three days' duration and that it would therefore be desirable to provide for continued and extensive study in the future. The colloquium thus regarded it as its principal task to obtain a survey of the problems involved and to consider possible ways in which their study could be profitably undertaken along lines of supranational scholarly co-operation. In order to obtain a firm basis for the study of those legal devices by which marriage stability might be sought to be protected or promoted indirectly, it was decided first to deal with that legal device by which marriage stability is sought to be protected in the most direct way, that is, those laws by which the termination of a marriage...
by the parties, or one of them, is rendered difficult or impossible. The first part of the meeting at Santiago was thus
devoted to a survey of the divorce laws, especially of the
countries represented at the meeting and, in connection
therewith, to the designing of methods by which it might
be possible to determine for a given society the effect of its
divorce laws upon its actual state of marriage stability. In
the second part of the meeting the colloque tried to obtain
a survey of legal devices other than the divorce laws which
might be used for protecting marriage stability. Finally,
the colloquium undertook to make plans for future work,
especially for a second colloquium to be held in 1957.

As a result of this agreement, two resolutions were placed
before the Comparative Law Congress of the International
Association of Legal Science and were passed unanimously.
Pursuant to these resolutions the International Committee
of Comparative Law decided to place upon the agenda of
the 1957 meeting of the International Association of Legal
Science a colloquium on marriage stability and to appoint
Professor Rheinstein as general reporter for the topic.

The two resolutions which were adopted, in part, as
follows:

I

A. The various reports and the discussions at the colloque
gave valuable information about the different legal systems,
especially in respect of grounds of separation and divorce,
and, furthermore, about the frequency of separations and
divorces and about the existence of the facto separations
and informal unions. Various types of legal systems could be
distinguished. In some countries no legal divorce exists at
all (Spain, Italy, Brazil). The legal attitudes toward the
idea of divorce by mutual consent are very different. Also
the frequency of informal unions differs widely. In some
countries (e.g., Belgium) the divorce rate shows consider-
able regional variations according to different religions and

traditional factors. In Japan a survival of ideas of pre-
Western civilization can be observed in the rural districts,
where the divorce rate is higher than in the cities.

In spite of all these many differences, it may be con-
cluded that there are certain common trends. A steady rise
of the divorce rate is to be found in a great number of coun-
tries. The divorce rate of the United States seems to be the
highest, even though it has decreased during the last few
years. Consent divorces represent in great parts of the
world the regular solution of marital breakup, although the
legal procedure is different in different countries. But we
do not know whether the divorce figures allow the con-
clusion that there has also occurred a corresponding, or
even any, increase in the number of cases of marriage
breakup. In the discussions at the colloque there was under-
lined that, excepting some countries, we do not have such
full statistical information about the divorce situation as
would be desirable and that it is still more difficult to say
anything about the rate of factual marriage disruption
situations which obviously exist also in countries where the
legal divorce rate is zero because the law does not recognize
divorce quoad vinculum. It was also pointed out that some
world-wide trends seem to make a rise in the number of
factual disruptions inevitable; the emancipation of women,
the shrinking of the family, industrialization, urbaniza-
tion, etc.

B. The discussions at the colloque led to the general
conclusion that a new conference, already tentatively
decided by the CIDC, should be held in 1957, in order to
bring together legal and sociological scholars interested in
the problem of family stability. The basic task of this con-
ference should be to take further steps toward a scholarly
study of the problems concerned under all necessary points
of view, insofar as they are of interest for the evaluation
of existing legislation or possible legislation reform.
II

At the colloquium held in Santiago in September, 1956, it was apparent that there exists a general agreement as to the desirability of the greatest possible stability of marriages and family relations in general. This conviction was shared equally by the representatives of the Western countries, of the people's democracies, and of the oriental countries. There also exists a widespread feeling that at the present time the stability of the institution of marriage is being endangered by a number of recent trends and developments. Everybody agreed that all possible measures should be taken to preserve and, in so far as necessary, to strengthen the stability of the institutions of marriage and the family. It also became apparent from the discussion that there exists a need for knowledge and information with respect to both the actually existing state of facts and the possible cause-effect relationships between the various devices advocated and the actual state and trend of marriage stability.

The present dearth of factual knowledge and information was felt to be serious and to be potentially productive of dangerous effects; widely divergent opinions have been held and professed with great strength and conviction. On the one side, for instance, it is said that "divorce breeds divorce," while on the other side it is held with equal conviction that "the lack of divorce breeds immorality." The advocates of neither opinion have so far been able to adduce proof for their respective positions.

The devices which are potentially apt to influence the stability of marriage are many and of great variety. Many potentially useful devices do not belong to the sphere of law but rather to those of religion, education, psychiatry, city planning, and similar non-legal spheres.

The characteristic of the sphere of law is compulsion through the might of the government. No government however can bring about durability of a marriage by direct compulsion. If two married people do not wish to live together, or if one is determined to abandon the other, no government can forcibly keep them together. All legal devices available are therefore of an indirect character only.

Indirect is even the effect of the rules of law which either render the tie of marriage completely indissoluble or permit the dissolution of the marriage tie only under certain limited conditions. A legal system which excludes divorce or under which a divorce is obtainable only with difficulty cannot prevent the occurrence of factual separation and abandonment or the creation of new adulterous unions. All it can do is to prevent the creation of a legally recognized new union. The effectiveness of the law concerning divorce is therefore not so obvious as it may appear at a first glance.

Even more difficult to ascertain is the casual effectiveness on marriage stability of laws concerning such topics as marital property rights, social security, taxation, pensions, family allowances or housing, or of laws providing for the use of public funds for marriage counseling or education for family living.

In view of this striking lack of indispensable knowledge and information, the members of the colloquium unanimously reached the conclusion that the 1957 Colloquium should be charged with the task of preparing the collection of such factual knowledge.

It was also unanimously held that it would be impossible for a colloquium of short duration by itself to find all the information which is presently lacking. The task of collecting the data will require years. The colloque will have achieved a task of great importance, however, if it succeeds in finding and defining the questions to be answered, in indicating methods for their solution, and in establishing a well-structured systematic survey of all the problems.
Perhaps the colloquium may even go a step further and try to promote the establishment of a formalized international organization through which the answers to the various questions may be sought. It will be one of the tasks of the colloquium to investigate whether or not the establishment of such an organization appears to be practicable and, if so, what funds will be needed, how they might be obtained, and along what lines the organization should be established.

If the colloquium is to achieve its aim, it must be participated in not only by legal scholars but also by experts in empirical sociology and perhaps also by representatives of such other fields as social welfare, psychology, or education. The legal experts are to be chosen so that they represent the principal legal systems. The participants from the field of social science should be scholars of special experience in family research.

III

A. When the colloquium assembled in Santiago de Compostela, it had before it the rich material of the reports that had been prepared for it. This material made it clear that efforts to protect and promote marriage stability have to a considerable extent been determined by tenets of religious faith or basic philosophy, which are held with deep conviction, but which it would be pointless to make the subject matter of discussion. The colloquium thus decided to accept as a working premise the proposition that stability of marriage is desirable and to limit its discussion to the problem of finding out by what legal devices, if any, this end might be achieved. In this way it was possible in discussions which were participated in by representatives of Catholic Spain, Communist Yugoslavia, Protestant or secularist Scandinavia, modern Japan, and other nations, not only to eliminate all friction, but also to carry on all conversation in the calm spirit of scientific inquiry. It was also possible to reach agreement on a considerable number of propositions, the most important of which can be summarized as follows:

1. Legal devices to prevent family breakup can operate only by indirection. Governmental power cannot be effectively used to compel a married man or woman to live with his or her spouse against his or her own wishes. No such attempts are made anywhere in modern society. All the state can do is, by threatening punishment or by direct action, provide for the enforcement of those duties of support which are incumbent upon a husband or father or, in some countries, upon a married woman or a mother. The law can also prevent the factual breakup of a marriage being followed by the conclusion of new legitimate marriages by the parties.

Divorce laws, that is, laws which exclude or limit the possibility of dissolving the legal tie of an existing marriage, cannot prevent the factual breakup of a marriage by unilateral abandonment or mutual separation or by the creation of new irregular unions.

2. While it is likely that a society’s state of marriage stability is to some extent influenced by the comparative ease or difficulty with which the formal dissolution of a marriage and, consequently, the conclusion of a new legitimate marriage can be obtained, few efforts have so far been made to obtain more precise information about this causal relationship, and hardly any reliable information is presently available.

3. Among the present laws dealing with the dissolution of an existing marriage, the following groups can be distinguished:

a) Marriage is completely indissoluble in any way other than by the death of one of the spouses—Canon Law of the Roman Catholic church; Spain, Italy, Peru, Brazil, Colombia.

b) A marriage can be dissolved upon the petition of one party if the other has been guilty of a grave violation of his marital duties—system of divorce sanction; Verschuldensprinzip; England, Scotland, most states of the United States of America, France, and many others.

Kinds of misconduct enumerated in the divorce statutes as “grounds for divorce” are such acts as adultery (only ground for divorce in New York), physical cruelty (England, most American states), mental cruelty of various kinds (France, some American states), or malicious desertion for a certain minimum period, such as two years (Germany) or one year (Illinois).

c) A marriage can be dissolved where it is so thoroughly broken in fact that its factual revival cannot be reasonably expected—system of divorce faillitie, Zerrüttungsprinzip.

The agency by which a party’s application for the dissolution of his marriage is to be acted upon may be ordered by the appropriate statute to grant the application if the
The factual breakdown of the marriage has been ascertained through (1) the investigation of all pertinent circumstances of the individual case (Switzerland, U.S.S.R., Yugoslavia, Poland); or (2) the fact that the parties have factually lived separate and apart from each other for a certain period such as ten years (Rhode Island), three years (Germany), or two years (Louisiana); and (3) the fact that the parties have jointly applied for a decree of separation and have thereupon factually lived separate and apart from each other for a certain period, such as two years (Sweden, Finland), eighteen months (Denmark), or one year (Norway).

4) The system of divorce sanction and sanction failite are in many countries so combined with each other that a divorce “for cause,” especially on the grounds of adultery or cruelty, can be obtained quickly, while a divorce on the ground of factual marriage breakup cannot be obtained unless such breakup is specifically proved (Switzerland) or has lasted for a period of statutorily specified duration (Scandinavian countries).

5) A marriage will be dissolved upon the joint application of both parties based upon the parties’ mutual agreement.

A system freely allowing the parties by their simple agreement to bring about the dissolution of their marriage does not presently exist in any European country. In Belgium, where divorce by mutual agreement is provided for in the civil code, it is so hedged in by restrictive formalities that it is practically equivalent to the system of divorce failite.

In Asia the system of divorce by mutual agreement is recognized by the civil code of Japan, where it largely seems, however, to be equivalent to divorce by the husband’s unilateral repudiation of his wife.

6) Free power of a husband to terminate a marriage by the repudiation of his wife is still the official law of Islam and Judaism. However, in most Islamic countries as well as in Israel efforts are under way both to limit the husband’s freedom of repudiation and to provide possibilities for wives to bring about the dissolution of a marriage for cause or in the case of factual breakdown.

7. In many countries the provisions of the official law do not fully correspond with the law as it is actually applied by the courts or other competent agencies. Observations of actual practice even seem to justify the proposition that, in all places in which a divorce is obtainable only with considerable difficulty, there have been developed practices of collusive or migratory divorce which have resulted in sharp divergencies between the “law of the books” and “the law in action.”

In judging the actual significance of a country’s provision of substantive law of divorce, it is also necessary to pay attention to the procedural rules, especially those on jurisdiction, conciliation services, availability of ex parte proceedings, or the participation in the proceedings of some representation of the public interest as the queen’s proctor (England), friend of the court (Wisconsin) or defensor vini et gloriae (Roman Catholic church).

5. The state of a country’s marriage stability is dependent on numerous factors which are intimately interwoven with each other. A decisive role appears to be played by the general structure of the family and its functions. The rise of the divorce rate which has occurred in many countries of Europe and America seems to a large extent to have been caused by those changes in the structure and functions of the family which have been brought about by industrialization and urbanization, especially by the emancipation of the female half of the population from male domination inside and outside marriage. The effectiveness of restrictive divorce laws appears to be limited as against these developments. Promising results may possibly be achieved, however, by laws which provide for the effective organization and financing of services for marriage counseling and for education for family living.

6. Extensive research is needed to clarify the complex relationships of social causality involved and of the possible effectiveness of divorce-law reform and other legal devices thought to be of possible value for the protection and promotion of family stability. In that research it is necessary that the experts in the law co-operate with experts in sociology and other fields.

B. A program of fact-finding is extensive but indispensable. Only upon the basis of such facts as those indicated will it be possible to reach conclusions as to the effectiveness in relation to marriage stability of such legal measures as reform of the laws on marriage and divorce, marriage counseling, education for family living, family allowances, tax relief, etc. Even then certainty in the ascertainment of causal relationship will, of course, not be possible. But the degree of predictability can be expected to be higher than it is at our present state of ignorance.
1932—

Continued from page 7

during World War II. Home address: 4505 N. Nineteenth Street, Arlington, Virginia.

JAMES, GEORGE F., Director, Standard-Vacuum Oil Company, 1000 Westchester Avenue, White Plains, New York. During the war was chief of Price Adjustment Section, Chicago Ordnance District. Writes: "My present business and position are ideal for one with an itching foot. Standard-Vacuum's business operations are scattered over two-thirds of the Eastern Hemisphere, and I probably average 25,000 miles of travel a year to places like Wakayama, Auckland, and Zanzibar." Married to Mary Ella Bickell and has three children. Home address: 24 Park Road, Scarsdale, New York.

KLEIN, FRANKLIN W. Partner, Klein & Thorpe, 111 W. Washington Street, Chicago. Married to Lois Cromwell ('34) and has three children. Home address: 12722 Maple Avenue, Blue Island, Illinois.

LEONARD, GORDON, President, National Manufacturing Company, 2800 Mercier, Kansas City, Missouri. Was with Price Adjustment Section, Chicago Ordnance District, 1943–45. Married and has four children. Home address: 720 W. 48th Street, Kansas City, Missouri.

LEWIS, DAVID M. Partner, Lewis & Goett, 129 E. Market Street, Indianapolis, Indiana. Marion County prosecuting attorney. Married and has three sons. Home address: 6135 Central Avenue, Indianapolis, Indiana.

MCDougal, C. BOUTON, Secretary, Director, and General Counsel, R. R. Donnelley & Sons Co., The Lakeside Press, 350 E. 22d Street, Chicago. Formerly a partner in Sidley, Austin, Burgess & Smith. Vice-president and director, Chicago Crime Commission (1951–55), and currently vice-president of United Charities of Chicago and chairman of Legal Aid Bureau. During World War II served as executive officer to the General Counsel of the Navy Department and won the Legion of Merit. Married to Winifred Turner and has three children, Ellen, thirteen, Christopher, eleven, and Edward, seven. Home address: 682 Ardsley Road, Winnetka, Illinois.

McKINLAY, ROBERT TODD, Attorney, National Labor Relations Board, Room 2046, HEW Building South, 330 C Street, N.W., Washington 25, D.C. Since 1947 has been chief legal assistant to Board Member Abe Murdock, acting as legal supervisor to Murdock and supervising the sixteen to twenty assistants on his staff. During the war was a lieutenant in the Navy, assigned as assistant counsel to the Bureau of Yards and Docks. Was president of University of Chicago Alumni Club of Washington (1943–44) and has been a P.T.A. officer and member of the church vestry. Married, Bob, Jr., is a Freshman at Yale, and Bonnie is parliamentarian of student government at Bethesda, Chevy Chase High School. Home address: 8202 Kentbury Drive, Bethesda 14, Maryland.

NACHMAN, NORMAN H. 38 S. Dearborn Street, Chicago 3. Served during World War II as lieutenant on Admiral Kincaid's Staff in the Southwest Pacific. Member of various committees of the Chicago Bar Association and chairman of a subcommittee on certain bankruptcy matters of the American Bar Association. Delivered lectures on bankruptcy at the Chicago Bar Association and appeared on a panel during the Northwest Regional Meeting of the American Bar Association in October, 1955, on Chapter XI proceedings. Director of Temple Sholom. Married to Anne L. ('34) and has two daughters and one son. Home address: 3100 Sheridan Road, Chicago.


OAKES, ROBERT A. Partner, Oakes & Horton, 1117 Bank of America Building, San Diego 1, California. Director, San Diego County Bar Association. Major in U.S. Marine Corps Reserve. Married and has four children. Home address: 4539 Dickey Drive, La Mesa, California.

PRESKILL, ALFRED W., Vice-President, Allied Radio Corp., 100 N. Western Avenue, Chicago 80. Is married to another lawyer, Frances Bell Deibel (LL.B., Western Reserve Law School), and has three children, David, age nine; Stephen, age six; and John, age four. Home address: 486 Ravine Drive, Highland Park, Illinois.

PRICE, WILLIAM F. Partner, Vedder, Price & Kaufman, 105 S. La Salle Street, Chicago. Married and is the father of Margaret, age seventeen; William S., age fifteen; Susan B., age fourteen; and Stephen, age nine. Home address: 1167 Lincoln Avenue South, Highland Park, Illinois.

SASS, FREDERICK, Jr. Office of the General Counsel, Department of the Navy, Bureau of Aeronautics, 18th and Constitution Avenue, Washington 25, D.C. During the War was a lieutenant in the Navy. Writes: "The Office of General Counsel, Department of the Navy, has often been referred to as the best law firm in government, and I like to believe that that is true. That office and particularly the branch of that office which I head in the Bureau of Aeronautics do in fact operate very much like a law firm. I am appointed by the Secretary of the Navy upon the recommendation of the General Counsel, and the Bureau of Aeronautics is my client. There are about twenty lawyers in the office, and my client is engaged in a business that has an annual budget running into the billions of dollars. That creates legal problems, obviously, and that is what keeps a lawyer happy. Therefore, I like my work. I believe there are more alumni of the University of Chicago and The University of Chicago Law School in Washington than in any other city outside Chicago. We have a very active alumni association here, and we follow the activities, the changes in, and the growth of the School with much interest." Married and has two children. Home address: 4213 Leland Street, Chevy Chase 14, Maryland.

SHAPIRO, JACOB M. Partner, D'Ancona, Pilsbany, Wyatt & Riskind, 33 N. La Salle Street, Chicago. Special Master, United States Court of Appeals, Seventh Circuit, 1951–53. Past President, Chicago Lodge, B'nai B'rith. Married to Esther Wolfson of Chicago and has one daughter, Joanne. Home address: 6737 S. Oglesby Avenue, Chicago.

SILVERMAN, IRWIN WILLIAM, President, West Indies Bank & Trust Co., St. Thomas, Virgin Islands. Was for sixteen years in government service as chief counsel and assistant director of the Office of Territories and as counsel to a number of congressional committees. In that connection circled the globe twice and visited Europe, Africa, Asia, China, Japan, Australia, and New Zealand. Has served on several presidential boards and commissions and contributed to legal periodicals and is listed in Who's Who in the East. Married and has two daughters, Carol, age fourteen, and Sue, age eleven. Home address: St. Thomas, Virgin Islands.

THOMAS, WILLIAM H. 722 First National Bank Building,
Omaha, Nebraska. President, Nebraska Young Republicans, 1936, and Douglas County Republican chairman, 1946-53. Interested in civic affairs and served as president of the Omaha Council of the Camp Fire Girls, 1955-56. Chairman, United States Olympic Boxing Committee for 1932 Olympic Games; represented the United States at international amateur athletic conferences in Copenhagen (1950) and Milan (1951). Member of the American Legion. Served with the military police during World War II. Married to Gretchen Thomas. Home address: 3053 Read Street, Omaha, Nebraska.

Tieken, Robert. United States Attorney for the Northern District of Illinois, United States Court House, Chicago. Prior to assuming his present duties, a partner in Winston, Straw, Black & Towner, Chicago. Among his many public activities, has been director of the U.S. Equestrian Team, Inc., 1934; president, vice-president, and director, Lake County Civic League, 1949-54; board member, North Lake Chapter of the American Red Cross, 1947-50; chairman, Committee for the Alumni Foundation of the University of Chicago, 1940-42; member, Finance Committee of the National Republican Party for Illinois and a delegate to the Republican Convention for Illinois, 1940; board member of United Charities of Chicago, 1942. Listed in Who’s Who in America, 1955-56. During World War II was logistics officer, Commandant’s Staff, Ninth Naval District, and received the Secretary of Navy Citation in 1946. Married and has four children. Home address: Belvidere Road, Libertyville, Illinois.

Wells, Joseph S. Served in the Army during World War II. Married and has a daughter, age ten, and a son, age seven. Home address: 702 N. Sierra Drive, Beverly Hills, California.

Wells, Joe R. Superintendent of Land Department for Michigan-Wisconsin Pipe Line Co., 500 Griswold, Detroit 26, Michigan. During World War II served in the Army in the Security and Intelligence Division and as a captain in the Judge Advocate General’s Department. Married. Home address: 300 Whitmore Road, Detroit 3, Michigan.

Weyand, Ruth (Mrs. Leslie S. Perry). DuPont Circle Building, Suite 300, 1346 Connecticut Avenue, N.W., Washington 6, D.C. Mrs. Perry, who practices law as Miss Weyand, specializes in the civil rights and labor fields, having represented more than forty different unions. Has appeared as counsel during seventeen terms of the U.S. Supreme Court and has won eight of nine oral arguments. Is the author of “Majority Rule in Collective Bargaining,” 1 Col. L. R. 556, 12 Current Legal Thought 3; “The Scope of Collective Bargaining under the Taft-Hartley Act,” 1 N.Y.U. Conf. on Labor 257; and “Informal Procedure before the National Labor Relations Board,” 1 Practical Lawyer 31 (January, 1955). In 1941 was chosen as one of the ten outstanding American young women of the year and in 1948 received a citation from Mary M. Bethune for outstanding legal work on civil rights. Married to Leslie S. Perry, a lawyer, and is the mother of two sons. Home address: 1500 22d Street, N.W., Washington 7, D.C.

Wilson, William T. Partner, Wilson & Wright, 232 W. State Street, Jacksonville, Illinois. During World War II was with the FBI. Married and has one son. Home address: 1 Westwood Place, Jacksonville, Illinois.
of his clients; that it was not enough merely to master their legal aspects or the technique of conducting litigation.

He expressed this conviction in forceful language at a reception in Paris, in August, 1924, tendered by the American Chamber of Commerce in France to visiting members of the American Bar Association. There, in his response to the address of welcome, he said:

More than forty years ago I heard Henry Ward Beecher, then our leading American preacher, say that, when a man's body was out of order, he went to his doctor; when his business was out of order, he went to his lawyer; and, when he did not know what he wanted, he went to his preacher.

Conditions have so changed since those days that I think I may safely say that, now when a man does not know what he wants, he goes to his lawyer. So rapid has been the march of civilization and so complicated all over the world have become our problems, political, economic, and social, as well as legal, that now the line of demarcation between the duties of the businessman and of the lawyer is almost indistinct.

The lawyer of today who attains any degree of success in his profession must be a businessman or, at least, must be more familiar with the general principles appertaining to his client's business than is the client himself.

But Mr. Strawn's concept of a lawyer's function went beyond the service of the private interests of clients. In an article published in the New York Herald-Tribune and other papers in 1928, while he was president of the American Bar Association, he wrote:

Ever since the framing of our Federal Constitution the lawyer has been regarded as the leader of constructive thought in this country. Lawyers always have been, and probably always will be, the most potential factor in all governmental affairs. It is now customary to call upon the lawyer not only to diagnose the difficulties arising in all the vast fields of social, business, and economic problems of our time, but to require him to prescribe the remedy for their solution. Why is this so? Is it not because the lawyer is presumed to have a trained and disciplined mind? He is assumed to be able to reason accurately from premises to conclusions. It is he who looks at conditions objectively, and who resolves difficulties on general principles, uninfluenced by his selfish interests, his prejudices or his emotions.

He must not only have these attributes but he must possess also the will to distinguish between right and wrong, the faculty of expressing his thoughts convincingly, and, above all else, a love of justice and the courage to hold to his conscientious convictions, no matter what the temptation may be to depart from the path of principle.

His own notable services outside the immediate field of professional practice were many and varied. They had commenced well before he became the head of his firm and continued throughout his life. Enumeration of the following, among others, will serve to indicate his versatility and the wide range of his services, both in private industry and in matters of public interest:

Director and chairman of the Board of Directors of Montgomery Ward & Co. for more than ten years; president of the company during a five-month period; and, after his resignation as Board chairman, chairman of the Executive Committee for fifteen years;

Director and member of the Executive Committee of the First National Bank of Chicago for many years;

Director and chairman of the Board of Electric Household Utilities Company; director of The Wals Company and American Creosoting Company;

President of the Commercial Club of Chicago; president of the Industrial Club of Chicago; president of the Chamber of Commerce of the United States and thereafter member of its Senior Council; president of the United States Golf Association; president of the Chicago Council on Foreign Relations; and president of a number of other organizations;

Trustee of Northwestern University; trustee of the Field Museum, now the Chicago Natural History Museum; and trustee of the Carnegie Endowment for International Peace;

Chairman in 1928 of the Finance Committee of the Republican National Committee;

Chairman, in 1929-30, of the Citizens' Committee for Tax Reform and the Financial Relief of Chicago;

Chairman of the American Committee and vice-president of the International Chamber of Commerce, in 1930-33;

Delegate to each of the six meetings of the International Chamber of Commerce that were held during the period from 1923 to 1937—five of them in Europe.

By special appointment of President Coolidge, he served as a delegate of the government of the United States to the Chinese Customs Tariff Conference held in Peking, China, in 1925 and 1926, and as the United States member of the International Commission (of which he was made chairman) to inquire into the then existing practice of extraterritoriality in China. The Tariff Conference was provided for in the Nine Power Treaty of February, 1922; the Interna-
tional Commission derived its authority from resolutions adopted by the Washington Conference on the Limitation of Armament in December, 1921. He spent many months in China on these difficult missions and received the thanks of the President for his able performance.

Mr. Strawn served successively as president of the Chicago Bar Association, president of the Illinois State Bar Association, and president of the American Bar Association.

During his presidency of the American Bar Association, aside from the usual duties of the office, he spoke in various cities throughout the country urging the adoption of the Association's proposed educational requirements of candidates for admission to the bar; he also wrote articles to the same effect for newspaper publication. In one of these articles, after stating that the Association urged, as a proper standard, a preliminary education equivalent to two years of collegiate study and at least three years of study in a properly equipped and conducted law school, he said:

A reasonable educational standard, such as that proposed by the American Bar Association, will bar from the ranks of the legal profession no young man or woman with courage and ambition. There are thousands of that kind already earning their way through schools and colleges. Such a standard will serve to insure that those who become members of the bar have not only adequate general and professional education, but the spirit to accomplish what is not so easy. It will eliminate most of those who desire to enter the profession that they regard as a "get rich quick" enterprise rather than an opportunity for a lifetime of honest and useful service to their fellow men.

The time has long passed when the lawyer can practice by ear, intuition, impulse or the mere possession of a glib tongue. This is
true, no matter how great a natural genius he may be. The science of the law is too exacting and the range of human activities too great.

The practice of the law is a high privilege, because it affords the greatest of opportunities for service of the noblest and most unselfish character to society. The lawyers of America are conscious of their privilege—and conscious of their duty to the people.

In that same period—1927–28—he made numerous addresses on other important subjects of public interest and concern on which his views as leader of the American Bar were sought—in particular, on the prohibition question and on the causes and possible suppression of the criminal activities attendant upon it.

One of the litigated cases in which Mr. Strawn took the leading part in his later years was that which he brought for the firm against the Western Union Telegraph Company and its Washington superintendent. That case had unusual features, but the reason for referring to it here is the fact that it was brought by Mr. Strawn and evidences his concept of the duty owed by him as a lawyer to clients of his firm.

In February, 1936, a special committee of the Senate of the United States caused to be served on the Washington superintendent of the Western Union Telegraph Company a subpoena duces tecum, which commanded him to appear before the committee and there produce all telegrams sent or received by the partners or associates in the firm of Winston, Strawn & Shaw and charged to the firm's account during a ten-month period in the preceding year.

An officer of Western Union informed the firm of the service of the subpoena and advised that Western Union intended to comply with it. The consequence of such compliance would have been the public disclosure of the contents of approximately a thousand telegrams—many of them between attorneys in the firm and their clients, and some of a purely private nature—and all without regard to their relevancy or lack of relevancy to the subject matter of the committee's investigation.

Although a review of the telegrams demanded by the subpoena satisfied Mr. Strawn that none of them related to any legitimate subject of investigation and that their contents were in fact of no possible public interest, he nevertheless concluded that the subpoena violated the constitutional rights of the persons by whom and to whom the telegrams were sent and that his firm, which had notice of the threatened disclosure, therefore owed the duty to its clients to prevent that disclosure if it could do so by legal means. Since the subpoena had been issued by a legislative body, and not under the authority of a court where a motion to quash the subpoena could have been made, it was recognized that a suit to enjoin the production of the telegrams afforded the only appropriate remedy and that it should properly be brought in the District of Columbia, where Western Union's Washington superintendent was amenable to process.

A bill of complaint for a temporary restraining order and for an injunction, signed by Mr. Strawn on his own behalf, and on behalf of all copartners and associates in the firm, was accordingly filed in the Supreme Court of the District of Columbia. Western Union and its Washington superintendent on whom the subpoena had been served were made parties defendant.

Because of the emergency, a temporary restraining order was entered as prayed, and the case was set for hearing on the motion for a preliminary injunction. Upon the hearing of that motion, the Chief Justice of the Court, after hearing argument, entered an order for a preliminary injunction, by which the production of the telegrams and the disclosure of their contents were enjoined until final hearing of the cause or the further order of the court; and on final hearing a decree was entered by which the injunction was made permanent. As no appeal was taken, this disposed of the case.

The basic grounds on which injunctive relief was granted were (1) that the subpoena called for privileged communications between attorney and client and (2) that enforcement of the subpoena would constitute an unreasonable search and seizure within the Fourth Amendment to the Constitution of the United States.

Silas Strawn was a man of the highest integrity in whom all who knew him, either personally or by reputation, had complete confidence. He approached the solution of all problems directly; he never favored or even considered any devious course. He was eminently fair in his judgments. As long as he lived, partners and associates alike accepted without question his decisions on all matters relating to the conduct of the firm's affairs.

He had tremendous energy and power of application to whatever task required his attention, a magnetic personality and a genius for making and holding friends. He was a kindly man and extremely generous, of both his time and his money. He gave liberally to charitable and educational organizations, and he also gave much in the aggregate to

Sampling the canapés at the reception preceding the Slade Lecture
individuals. By his financial assistance he made it possible for many a young man to obtain a college or law-school education.

One of his cardinal precepts was never to be idle, and it is one that he followed to the end of his life. He long preserved an expression of it in these words:

Time is the one thing that can never be retrieved. One may lose and regain a friend; one may lose and regain money; opportunity once spurned may come again; but the hours that are lost in idleness can never be brought back to be used in gainful pursuits.

But this did not mean that there should be no recreation; he considered recreation necessary, provided it did not interfere unreasonably with the performance of duty.

For nearly forty years his principal recreation was the game of golf. Although he took up the game in middle life, he became an excellent golfer, playing consistently in the eighties and occasionally getting below that range. In learning and playing that game, he exhibited the same ability to grasp the essentials and the same quality of precision and accuracy that were characteristic of him as a lawyer and executive. And he was as determined as when in his office to waste no time in his week-end play. He was also interested in and had knowledge of other games and sports and, in fact, of practically the entire range of human activities.

He was the ideal head of a law firm. While routine matters of administration were delegated to the office manager, whom he supervised, he personally employed the young lawyers, instructed them in their duties, and aided them in performing the work assigned to them. He also kept in constant touch with the matters that were being handled by the junior partners and the older associates in the firm. In fact, he was aware of everything of importance that was being done by anyone in the office at any particular time.

He believed in promptness and was always solicitous that every case or matter intrusted to the firm be handled
with the utmost possible expedition and at the same time
with accuracy and efficiency.

He often said, particularly to the newly employed asso-
ciates, something to this effect: "This office opens at nine
o'clock in the morning and closes at five o'clock in the
afternoon. But those are only the official office hours. Your
actual office hours will end only when your work is com-
pleted." This was as it should be. He himself was a tireless
worker, as his successful performance of every duty un-
taken by him clearly attests. He asked no one to do more
than he was doing himself.

He was a master of direct, concise English and sought by
instruction and example to teach the junior partners and
associates to meet that standard in all their written work.

Although he properly set exacting standards, he was
generous in his commendation of a creditable perform-
ance, and he was regarded with affection as well as esteem
by every lawyer and every employee in the firm.

By his character, his professional practice, and his
services to his community and to his country, Silas Strawn
exemplified in a high degree his idea of what a lawyer
should be.

The tribute of Lowell Thomas in a radio broadcast fol-
lowing Mr. Strawn's death on February 4, 1946, was most
fitting. In that he said, in part:

When a man in the public eye, or holding high public office,
passes from the scene, his going makes top headlines, while the
passing of a far greater man may go almost unnoted. I am thinking
of Silas Strawn, of Chicago—and of the world.

Although Silas Strawn was once head of the United States
Chamber of Commerce, head of the American Bar Association,
top figure in Montgomery Ward, trustee of the Carnegie Endow-
ment for International Peace, trustee of various universities and of
the great Field Museum, and a special representative of our gov-
ernment in various foreign countries—oh, yes, and even president
of the American Golf Association—I think of him as the ideal
lawyer.

To me he was one of the great men of our time. A farmer boy
who fought his way to the top and became a world figure—
devoting his life to unraveling difficult problems, local, national,
and international. He was my favorite American.