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## Securities Law, by Harold S. Bloomenthal

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**SECURITIES LAW**, by Harold S. Bloomenthal. Colorado: Pruett Press, 1967. Pp. 640.

THIS book shows Professor Bloomenthal's phenomenal capacity for amassing detailed information and then packing the detail into a limited number of printed pages. Although a quasi case book designed for law school teaching, the book will be most useful to lawyers devoting most of their practice to securities matters and to members of the staffs of the Securities & Exchange Commission and State Blue Sky authorities whose experience is sufficient to trigger their minds so that they recognize the many ramifications of the concepts presented. Securities law necessarily is complex because of the inherent complexity of the securities industry from which the law emanates. Notwithstanding this complexity, this book, having only 617 narrative pages, gives detailed coverage to the entire subject, including practical suggestions from one having experience as an S.E.C. staff attorney, practicing attorney and academician. It covers not only the traditional problems involved in disclosure, registration and the avoidance of registration but a third is devoted to "The Federal Law of Corporations" which includes proxy regulation, insider trading and the emerging private litigation.

Existing conditions and practical considerations are explained as a matter of introduction and help to orient the uninitiated. Unfortunately, the sheer compaction of detail may impair the book's utility for a law student or an attorney who has had little securities experience. Many of the important securities terms are defined early in the book. However, most readers not only do not have complete retention but unless experienced, will not grasp the full meaning of the terms which could be more fully considered in a less compact work. Not having an understanding of the several problems connected with such words as "Underwriter," "Integration," "Control," or even "Issuer," the uninitiated reader may miss much of what is presented.

Initial skimming is usually good practice when doing any reading but skimming is a "must" for the law student or uninitiated attorney approaching this book. Further, the questions following the cases are designed as a check for

the reader to make sure that he has caught the concept for which the case was included. Unfortunately, many of the questions instead of giving the reader assurance as to what he should have learned, may confuse the reader who is not sure of the answer.

On the other hand, readers acquainted with the practical problems of the securities industry and who read the book slowly to permit reflection concerning the various concepts, should realize considerable intellectual exhilaration. The book not only serves as a review or method of checking to make sure that one has a grasp of the securities law, but it also presents different approaches for the unique handling of the ever new and changing problems created by the facile minds of those engaged in the securities industry.

The disadvantages of the case book method are present to a limited extent. The real life facts of most reported decisions are so numerous that the recitation of the often irrelevant facts impairs presentation of the fundamental problem. The utility of a reported decision is principally the illustration of an answer as distinguished from the presentation of a problem. For this reason, the case book system not only is subject to the criticism that it does not separate the wheat from the chaff, but in addition the case system obscures the answer because the reader, not having an understanding of the problem, doesn't recognize the answer. The book can only be classed as a quasi case book because much of the wheat in the decisions has been separated from the chaff. Still, as in most case books, the answer is often obscured because the reader is given the answer before he understands the problem. Piercing questions following most of the cases present detailed and sometimes deep problems which provide stimulating intellectual recreation of a type attractive to appellate lawyers. However, generally the book does not set forth the general problem before presenting the cases which provide the answers and as a result may confuse the uninitiated.

Careful reading reveals that the book is well organized but the layout hides the organization. The chapters and sections are set in heavy type, but with these exceptions, the layout provides little help to the reader. Footnotes are placed

at the end of each chapter rather than at the bottom of the page. Subsection headings are difficult to identify because they appear in the same type as the narrative. Cases can be identified because the caption is set in capital letters but no distinguishing form of type is used so that the reader realizes when he is no longer reading from the decision but is instead reading the author's narrative.

In addition to a table of contents and practical index, the book includes a table of cases and a table of Securities and Exchange Commission releases. The references are so abundant that it is not practical for one reading from cover to cover to fully explore each section. Further, as a case-book, much of the reading matter is excerpts from primary authority. There are many excerpts from the Special Study of the Securities Markets in addition to reported Decisions. The reader will marvel at the author's ability to edit existing authority in such a way that the train of thought is not interrupted.

Admittedly the book is primarily a training tool and not a collection of authorities such as are usually sought by an attorney when researching a legal problem. Still, it should be on the bookshelf of every attorney who devotes most of his practice to securities matters as well as both house counsel and general counsel for public companies. This is because a reading of the sections covering the several issues of a controversy should alert the practicing attorney to the many factors involved and unlike many books designed for law school use will suggest unique and optional approaches to the legal issues. The Securities Bar is indebted to Professor Bloomenthal.

Notwithstanding the introductory information designed to acquaint the reader with practical considerations, the law student or uninitiated may miss many of the concepts presented. In part this may be because of the author's flowing style which tends to lull a reader into thinking that what he is reading is simple. Actually, almost every sentence of the narrative is of significance and should be thoughtfully considered before passing to the next sentence. If the student will examine the table of contents and skim the entire book at the beginning of the course and then thoroughly digest

every concept before moving to the next, he should have a good grasp of securities law on completion of the course.

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