

Morgan, Lewis, & Bockius, LLP  
Counselors at Law  
1800 M Street, N.W.  
Washington, D.C. 20036-5869

202 467-7000  
Fax: 202-467-7175

Direct Dial  
A.A. Sommer, Jr.  
Counsel  
(202) 467-7250

May 19, 1998

Paul Gonson  
U.S. Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549

Dear Paul:

It was great participating with you at the dedication of the Louis Loss SEC Library. I don't know if there are archives that would memorialize this event, but in the event that there are, I am enclosing a copy of the remarks I made.

Best personal wishes,

Sincerely,

A.A. Sommer, Jr.

[handwritten response]

May 26, 1998

Al,  
I spoke with Jack Katz, the Commission's Secretary. He is developing an archive for the dedication. I have sent your remarks on to him.

Best regards,  
Paul

REMARKS OF A. A. SOMMER, JR.  
AT THE DEDICATION OF THE LOUIS LOSS LIBRARY  
AT THE SECURITIES AND EXCHANGE COMMISSION  
MAY 12, 1998

Margaret, Chairman Levitt, Commissioners and other guests:

I am deeply honored and privileged to be able to speak at this dedication of the SEC library to the memory of Louis Loss. Imagine what the SEC library was like when Lou came to the SEC for first-time in 1937. There were no treatises on securities law; there might have been a few volumes of SEC administrative decisions and rules, a smattering of law reviews with articles on securities laws, a few volumes containing the blue sky laws of the states; and that was about all. There wasn't even an area of law one could call "securities law". All the "securities law" that existed was summarized in a few pages in the typical corporate law case book or text where it was a sub-head under "shareholder voting" or "means of capitalizing the corporation."

Truly it was not until the appearance of Professor Loss' treatise, *Securities Regulation*, in 1951 that there came into being a field of law called "securities law". Lou Loss' genius brought together the learning, the law, the lore, the history of the effort in this country to regulate securities and created "securities law".

From 1951 on Professor Loss was the epitomization of that field of scholarship he had carved out. There is no really no need to recite all of the achievements of Lou's extraordinary academic career; we know them well they are parts of our experience and our being, but it is refreshing to remember them briefly: three editions of *Securities Regulation*, the uniform state securities law, the federal securities code, innumerable scholarly articles, countless lectures, all shaping the law not only in this country, but in innumerable countries all over the world. Not only was Lou the symbol of securities law in this country; he was that worldwide.

Those of us who knew Lou personally were accorded a unique and singular privilege. His scholarship, his personality, his warmth, his simple presence inspired us, guided us, raised us to new levels of expectation and achievement. I remember vividly one of the first meetings that discussed the possibility of a federal securities code. It was held at Northwestern University Law School and was presided over by Lou. At one point in the proceedings a gentleman behind me, clearly from the deep South, spoke up and said "Lou" -- and then, to explain the familiarity of his salutation, he continued, "you can't really regard yourself as the securities lawyer unless you call you Lou ..." Indeed it was almost a password to the inner circle of securities lawyers to be able to call Lou Lou. I know that the day when I felt audacious enough to substitute "Lou" for the customary "Professor Loss" was like graduation to a new level of academic achievement..

While Lou's academic and scholarly achievements are well recorded in volumes he wrote and in the articles he authored and in the lectures he delivered, perhaps the greatest

opportunity to see Lou now in all his dimensions is found in his charming little volume of memoirs entitled *Anecdotes of A Securities Lawyer*. In this slim volume we can learn of his decision to become a lawyer, the milestones in his career, his reflections on South Africa in the '60s, his ruminations about the federal securities code, his role in the historic Kaiser Fraser-Eaton battle -- all rendered with his typical grace, wit and candor. Believe me, those of you who have not read this little volume are in for a treat.

In paying tribute to Professor Loss extraordinary talents as teacher, writer and code maker, it is easy to lose sight of his great personal qualities. He had a dignity in all he did, but that dignity did not interfere with his wit, his charm and his warmth, his quickness. Once when Lou was arguing a case before the Second Circuit Court of Appeals one of the judges, August Hand, interrupted Lou's argument and said, no doubt with tongue in cheek, "Professor Loss, I looked at your treatise last night and in that you take a different position from the one you're advocating in this court. How do explain that?" Without missing a beat, Lou promptly responded, "Your honor, when I wrote the treatise I didn't have a client."

By a happy coincidence the American Law Institute is having its annual membership meeting in Washington this week. This brings back memories of the many, many hours, year after year, when Lou presided over the membership consideration of the federal securities code. For endless hours he patiently -- for the most part -- conducted arcane, sometimes annoyingly lengthy, discussions of the new code. Silly suggestions he would dispose up with a quick verbal flick. More serious but nonetheless lightweight suggestions he would blow down with his magnificent artillery -- his learning and his intellect. Then there would be the meritorious suggestion. Some of those he would suggest "we'll include in the comments;" others, real blockbusters, would earn the supreme accolade of acceptance by the master of a change in the black letter itself. If one were not personally involved in the process, and even if one were, it was entertainment of the first order to watch the master at work. It was like watching like watching Michelangelo carving David.

I can think of no greater tribute to Lou then the dedication of the SEC library to his memory. Through he did not author every book in the library, in a very real sense he is the spiritual author, or at least the inspiration, of virtually all that has been written about securities law, and he will continue to be the fountain, the inspiration, the source to which we will go time and again as we continue our never-ending quest to understand this enormously complex and intriguing area of law.

It is hard to believe that any scholar will ever achieve the unique preeminence which Lou achieved in securities law. He has many talented heirs who are following in his footsteps and achieving enormous things in their own right. However, it is no sleight to them to suggest that no one will ever scale the heights as Lou did.

New generations of dedicated SEC employees will pore over the books in this library. I hope every time one of them enters this library and uses it he or she will remember the enormous debt which he or she, and all of us who have gone before, and all who will

come later, owe to the remarkable genius who literally gave us “securities law.” It is not poetic license to suggest that the era of Lou Loss will continue to be felt and continue to influence the course of securities law for the rest of our lives and for many yet to come here and in many other lands. He was a unique creator and we’re all in some measure his creatures.