Discovering Mr. Cook

Margaret A. Leary
University of Michigan Law School, mleary@umich.edu

Available at: https://repository.law.umich.edu/articles/1700

Follow this and additional works at: https://repository.law.umich.edu/articles
Part of the Legal Biography Commons, and the Legal Education Commons

Recommended Citation

This Article is brought to you for free and open access by the Faculty Scholarship at University of Michigan Law School Scholarship Repository. It has been accepted for inclusion in Articles by an authorized administrator of University of Michigan Law School Scholarship Repository. For more information, please contact mlaw.repository@umich.edu.
Before I begin to tell you some of what I’ve learned as I’ve tried to discover Mr. [William W.] Cook, please ponder two questions: What are your feelings about the Law Quad buildings? Think, for example, of the first time you entered the Quad; studying in the Reading Room; seeing the snowy Quad for the first time; and socializing in the Dining Room. You probably have a flood of memories connected to these buildings. The Law School has outgrown them in many respects, but the buildings will always be inspirational.

Second, let me ask what you know about William W. Cook? How did he acquire the fortune he gave to the Law School? What law did he practice? Where, and when, did he live? I know that, before I undertook my research into Mr. Cook three years ago, I could say that I knew the buildings better than the man who gave us these cloistered, special buildings.

In brief, Mr. Cook gave the University of Michigan the Martha Cook Building, then the Lawyers Club, then the John P. Cook dorm (the dorms are named after his parents, Martha and John), then Legal Research, and finally Hutchins Hall. In 1933, the University valued the Law Quad buildings at $5.3 million. He also gave an endowment valued today at $44 million. Mr. Cook was an extraordinarily generous man.

His name isn’t before us every day, as it would be if it were the name of the school. I was very curious to know more about a man who would give so much yet insist his name not be put on a building, let alone an entire school.

I wanted to delve even deeper into “who was Mr. Cook” than had earlier writers about the Law School (Professor Alfred Conard, Elizabeth Gaspar Brown, Ilene Forsyth, and Kathryn Horste). I used archival resources as well as libraries, and dug deeply into the digital New York Times and Wall Street Journal. I found more. I want to tell you some of what I have learned about this man to whom we owe so much.
On June 3, 1930, the mercury climbed 25 degrees in the day, to 87. That whole spring was hot and dry. People were collapsing and dying from the heat. In a Victorian mansion on 80 acres in Port Chester, near Rye, New York, William W. Cook struggled to breathe. His lungs were weak from a decade of tuberculosis. People massed in record numbers on railroads and cars to head for Coney Island, the Rockaways, and Long Beach. Mr. Cook did not have that option. His breaths were short. His bones may have ached, had the disease spread beyond his lungs. He had the comforts of his estate and his faithful household helpers, but he could not escape the heat. He took great comfort from his loyal niece, daughter of his favorite brother (who had died in 1920); and from his friends (but his best friend had died in 1924). He had no wife, no children.

His greatest comfort was knowing that his fortune, about $12 million acquired through hard work as a lawyer and author, and shrewd investments, would go toward what he most valued: the preservation of American institutions by providing the best legal education and research.

As a broiling sun brought New York to 90 degrees, the hottest day of the year, Cook died, on June 4, 1930.

The New York Times covered his death and his will as they had his earlier gifts, with awe and respect. On June 13, 1930, the Times reported that Cook’s will added $12 million to his earlier gift of $3 million, and quoted University officials who said the gift would make the Law School “the wealthiest the world has ever known.” However, on April 17, 1931, a disturbing headline appeared: “Will sue to break W.W. Cook’s will.” It reported that Mrs. Ida O. Cook, divorced by the lawyer in 1898, had retained William Gibbs McAdoo to represent her.

The impact of the contest on the Law School building program was dramatic: Cook had written checks and set up trusts to pay for the buildings, but when he died the programs were in serious jeopardy. Before I disclose the outcome of the contest, I want to tell you more about Cook, his former wife Ida, and the lawsuit.

Who was William Wilson Cook?

Cook was born in Hillsdale, Michigan, in 1858. His father was a founder of Hillsdale and a successful businessman and banker. Cook briefly attended Hillsdale College, then earned bachelors and law degrees at Michigan in 1880 and 1882.

He went, then, to New York City, and worked for the Coudert law firm; and shortly after for John William Mackay in 1884, first as a law clerk, then eventually as personal lawyer and general counsel to the Mackay companies.

John W. Mackay lived from 1831–1902. He was born in Dublin, Ireland, came to the United States in 1840, and moved to California in 1851. Working first as a miner, he struck rich ore in the Comstock Lode in 1873 and accumulated a fortune. He “retired” to New York City in 1882, but almost immediately went into business again. He observed the difficulties of communication that were caused by Jay Gould and his Western Union telegraph company’s monopoly. With James Gordon Bennett, Mackay founded the Commercial Cable Company (1883) and laid two submarine cables to Europe (1884) to break the Gould monopoly in communications with Europe.

Then he organized Postal Telegraph Cable Company (1886) to lay land lines in the United States and break that Western Union monopoly. His son Clarence Hungerford Mackay (1874–1938) succeeded him in his interests, supervised completion of the first transpacific cable (1904), laid cables to southern Europe (1905), Cuba (1907), and more. The Mackay companies were the first to combine radio, cables, and telegraphs under one management (1928). And Cook created the corporate bodies for these activities.

Cook’s law practice was, then, primarily but not exclusively that of corporate counsel, rather than trial advocate. He was frequently of counsel on the briefs when cases were on appeal.

Cook’s name is associated, as counsel, in some 50 cases reported in Lexis and Westlaw, including two in 1919 in the United States Supreme Court, on one of which he worked with Charles Evans Hughes. Cook also worked on a couple of cases with Robert G. Ingersoll, the famous 19th Century agnostic orator.

Cook also represented the Mackay companies in congressional testimony. The issue before Congress related to cable lines to Cuba. From 1900 to 1902, Mackay and Cook tried to persuade Congress to declare invalid Western
Discovering Mr. Cook

Union's claim to an exclusive right to lay the cables. They did not prevail, but they did eventually lay cable lines to Cuba, when the monopoly expired. Cook's investments included Cuban railroads and a sugar refinery, both representative of the great importance of Cuba to U.S. political and economic interests especially right after the Spanish American War.

Equally important to his work as a corporate lawyer, Cook was a scholar and leading thinker and writer throughout his career, particularly on the law of corporations. His *Cook on Corporations* was the major treatise on this core topic from the time of the first edition in 1887, when Cook was only five years out of law school, to the last, eighth edition, in 1923. He designated the proceeds of the eighth edition to go to the Lawyers Club. Michigan's Professor Emeritus Alfred Conard says that Cook moved the focus of corporation law from the rights of corporations to the rights of stockholders within corporations, thus setting the pattern of modern corporate law; and that Cook's work is probably the most authoritative source of information on the development of corporation law in the decades just before and just after 1900.

Eighty years ago, in the last edition of *Cook on Corporations*, Cook — as Conard points out — made an observation that implied approval of shareholders derivative suits. Below, he writes about the weakness of stockholders in relation to directors of corporations:

"The expense, difficulty, and delays of litigation, the power and wealth of the guilty parties, the secrecy and skill of their methods, and the fact that the results of even a successful suit belong to the corporation, and not to the stockholders who sue, all tend to discourage the stockholders, and to encourage and protect the guilty parties."

Cook also wrote books and articles about telegraph law, railroad organization, the future of legal research, and American institutions and their preservation. In all, he wrote 14 books, 11 articles in the Michigan, Yale, Harvard, and American Bar Association law journals, and several pamphlets and proposed legislation relating to the organizations of railroads, for which he sought public control and low freight rates.

Cook was something of a club man. He belonged (but not until after his former father-in-law died) to the Union League Club. This probably influenced his appreciation of art and architecture, for the Union League was long associated with the Metropolitan Museum of Art, and was a major exhibition space for painting, tapestry, sculpture, and other art. He belonged to the Lawyers Club in Manhattan, long before he established another Lawyers Club in Ann Arbor.

Cook also belonged to the Blooming Grove Hunting and Fishing Club, in eastern Pennsylvania, where he owned land and a cottage, "Aladdin's", with another man who worked for Mackay. Of course, he founded our Lawyers Club, and he also helped set up a Physicians Club, with his own doctor as the president. He belonged to the New York Law Institute and the Association of the Bar of City of New York. Up until about 1902, he was actively involved in these latter two, serving on committees, for example.

However, Mr. Cook was very private, and increasingly so after about 1900. It is very difficult to get details about his life. He appears to have been active socially, mentioned in the Times as attending a party and engaging in professional activities, up until about the turn of the century. Then, he is more reclusive, or at least less apparent. I've found a few bits and pieces. For example, he wrote that Cornelia Otis Skinner was a "cherished friend" and that he was a "lifetime friend" of Clarence Mackay's first wife. He was a purported advisor to Mackay's daughter Ellin, who legend has it consulted Cook before she decided to marry Irving Berlin — a marriage opposed by her father who was a devout conservative Catholic. Cook advised her to follow her heart, even though her marriage caused a long break between Ellin and her father. Cook was a friend of W.T. Noonan, president of the Buffalo, Rochester, and Pittsburgh Railroad. Noonan's nephew Charles Francis graduated from the Michigan Law School in 1925, the year the Lawyers Club opened.
Like his father John Potter Cook, who had the finest house in Hillsdale, Mr. Cook sought fine architecture for himself. His Manhattan townhouse, built in 1911 on East 71st Street, was designed by York and Sawyer, the architects of the Law Quadrangle. At his Port Chester estate he made gracious plantings, with many unusual specimens and a tree-lined private road leading to the house. This, too, modeled what his Hillsdale family had done.

But I’ve been distracted from my story about the contest over William Cook’s will.

Who was Ida Olmstead Cook?
She was the daughter of Dwight Olmstead, a lawyer in New York City whose main endeavor was buying and selling land as the Manhattan population moved north. In this, he was frustrated by the complex land title system in the city, and worked hard and successfully to reform the registration system. He belonged to the Church of the Messiah, where Ida and William were married in February, 1889.

Ida was a niece, by marriage, of Theodore Dwight, one of the early deans of Columbia Law School, and there must have been family dinners at which William and Theodore were able to discuss the future of American legal education, a topic we know was of preeminent importance to both of them.

William worked long and hard to persuade her to marry, and to marry in the winter of 1889. The marriage doesn’t appear to have been a good one. That they lived with her family probably did not help, and during one of their four separations, Cook pleaded with her to return to him and promised to buy her a town house so they could live on their own. They made it through the Panic of 1893, but in 1894 they separated for good.

In 1898, Ida filed for divorce. She was in Wahpeton, North Dakota, and you may wonder why. For a brief time in the late 1890s, North Dakota was the divorce capital of the United States. Unlike the strict laws in New York, designed to discourage divorce, North Dakota laws had everything needed for a quick divorce: only three months residence; use of desertion as a ground; and use of personal service in another state to get jurisdiction over the defendant. Ida claimed Cook had deserted her in February 1894.

Cook cross claimed, did not dispute that divorce was appropriate, and asked that the divorce be granted to him, claiming she deserted him in January 1894. Papers “flew” back and forth by rail, and the court quickly granted a divorce to Mr. Cook. There was no alimony, no property, no children.

That they bothered to divorce was a bit unusual for the time. Many couples, finding that they just didn’t like each other, simply lived separately. Especially with no children or financial connections, divorce was not necessary unless one party wanted to marry someone else. But neither Will nor Ida ever remarried, and I can find no hint of any romance except with each other, before, during, or after the marriage.

Nature of the will contest
Ida went to North Dakota to get a divorce, and she got one. On what ground could she possibly, then, claim a “widow’s share” in Cook’s estate when he died?

Ida claimed that the North Dakota court did not have jurisdiction over her, since Cook had neither asked her to go to North Dakota nor accompanied her there, and had in fact made the legal claim, accepted by the court, that by going there she had deserted him. Under the law in effect in 1898, Ida claimed, a wife’s legal residence could only be where her husband is unless he gave permission for, or ordered her, to go elsewhere. If Ida was not, for legal purposes, a North Dakota resident, the court had not had jurisdiction over her. The divorce was invalid, so they were still married, her lawyers claimed.

If the divorce was invalid, a New York statute would come into play, which forbade a married person from giving more than half his estate to any entity other than his spouse. She claimed half his estate.

Was that a solid claim in 1930, based on the law in 1898? The court did not throw it out, and the University took it very seriously. Ida had well-known lawyers both in California and in New York, as did the University. There was no Office of General Counsel then, as there
Discovering Mr. Cook

is now. So Regent James O. Murfin, a Detroit lawyer, played a large role in making strategic decisions about how to deal with the lawsuit.

As evidence of how seriously the University took the suit, I offer this: The University asked a Harvard professor for his opinion about a hypothetical with the Cook facts. He wrote as an authority that Ida had no claim. This of course did not discourage her lawyers.

The two claimants, Ida and one of Cook’s nephews, had caught the University at a difficult time. First, Cook’s estate was largely in stocks and bonds, and in 1930 neither was going up in value. No one yet knew what the Depression would bring, but the University was fearful. Second, there was great difficulty for the University because the Legal Research Building, John Cook dorm, and Hutchins Hall were all under construction. While Cook was alive, he dispersed funds (usually by setting up trusts in which he was the trustee and the University the beneficiary). But after his death, that stopped. John Creighton (a 1910 graduate of the Law School), the successor trustee at National City Bank, would not even let the University have half of the interest income pending the outcome of the suit. At one point, the University had to get a loan from the construction company to continue work. Finally, near the end of 1931, a settlement was announced. The parties agreed that Ida would get $160,000 and the nephew $10,000 (in spite of a clause in the will that anyone who contested would get nothing). The University did not get its money until November 1932, about two years later than an undisputed estate would have been distributed. The University had to get a loan from the construction company to continue work.

Finally, near the end of 1931, a settlement was announced. The parties agreed that Ida would get $160,000 and the nephew $10,000 (in spite of a clause in the will that anyone who contested would get nothing). The University did not get its money until November 1932, about two years later than an undisputed estate would have been distributed. The University was able to finish all the buildings, using interest from the Cook endowment.

Cook’s dream did come true.

There is more of interest about Ida, who lived for many years in California. In the late 1930s, she accompanied her niece, Beatrice Borst, to a Midwestern university where Beatrice did graduate work in English. Beatrice went to the University of Michigan and brought Ida, along with Beatrice’ recently orphaned young niece and nephew, here to Ann Arbor.

Ida, who always referred to herself as Mrs. William Cook (although Mr. Cook, after 1898, always referred to himself as single — not divorced), lived in the Michigan Union — across the street from the Law Quad that Mr. Cook never saw — under a special exception to the “men only” rule. According to the Ann Arbor City Directory, Ida worked for a year as a clerk in a bakery on North Main Street. Beatrice, meantime, won the Hopwood Award in 1941 for her very autobiographical novel Nearer the Earth, which has a character much like Ida. Ida died in 1942, in Ann Arbor.

That Mr. Cook never saw any of the buildings for which he paid is one thing we all probably “know” about him. My research reveals four reasons for this, each supported by correspondence, interviews with relatives, or facts.

First, he didn’t want to spoil his dream, according to his lifetime friend Walter Sawyer, Hillsdale physician, and long-term Regent of the University.

Second, in his own words, he didn’t want to get tangled up in University politics. This claim is a bit disingenuous. The correspondence shows him a master at maneuvering people by correspondence from New York, or by talking to people who came to see him. His impact on University politics is a separate story.

Third, his reclusiveness after the turn of the century, and his own words, say that he didn’t want the publicity which would come from a trip to Ann Arbor because others would come after him for money.

Finally, the fact is that he was probably too sick with TB to travel far (he went only between his Manhattan townhouse and his Port Chester estate) by the time the first buildings, the Lawyers Club dormitory and dining hall, were done in 1925, and he died in 1930, before any other buildings were complete.

A word about Cook and the buildings

Cook insisted on very high quality, and he controlled every detail of the construction of the Lawyers Club. For example, he wrote or selected each of the inscriptions over the arches and in the dining room.
And listen to this, from a 1924 letter to his architects York and Sawyer, while the building was under construction:

"I was astonished to learn that without my knowledge or approval and at my expense you have placed ... at the top of gargoyles [in the arch leading into the Quad from South University] six heads of persons. ... Who suggested this and who selected them and who furnished the photographs and on what principle were the selections made and why was not I informed? ... I wish you to remove the secretary [Shirley Smith], who is not even a lawyer, and the dean [Henry Bates] who has had predecessors and will have successors. ... If new ones cannot be substituted later, let the gargoyles stand headless. I plan to stop schemes to clutter [the building] with gewgaws and destroy the classic and time hallowed impressions given by every part of the building."

A 1925 letter to President Marion Burton with copies to several others says:

"The Lawyers Club and dormitories. I don’t know who added those two words “and Dormitories” to the original name. ... I instinctively drew back when I first saw the words “and dormitories” ... The word “dormitory” is a useful word, but so is frying pan, toasting fork, and coal scuttle. Why advertise the bedrooms and spoil a dignified name? All large clubs have bedrooms but none of them mention that fact in their names. This caudal appendage is deplorable, abominable, intolerable, and altogether impossible. Away with it.

"P.S. All admire the stone but say nothing about the wondrous beauty of the architecture. Astonishing how the material overshadows the artistic. That building is York & Sawyer’s masterpiece."

Mr. Cook really cared about the buildings, and the Law School.

The Cook trusts now have a total value of about $44 million. William Cook was not nearly so rich as the men who employed him; not nearly so rich as the men who gave money to Duke, the University of Chicago, Carnegie-Mellon, or other private universities.

But by recognizing, and publicly articulating, that taxpayer support was not enough, and by giving his money to the public law school he loved, providing it with inspirational buildings and a research endowment, he single-handedly boosted Michigan from being a “state” school to being a school with an international influence. Many others, of course (Harry Hutchins, Henry Bates, and their successors as dean, as well as dozens of outstanding faculty and thousands of students) deserve credit for what this Law School is today. But William Cook truly laid the foundation: the foundation of buildings, and the foundation of a research endowment.

Here’s to Mr. Cook!

**Margaret A. Leary** is director of the Law Library and has been doing research for a biography of William W. Cook. From 1973 to 1981, she served as assistant director and from 1982 through 1984 as associate director of the Law Library. She received a B.A. from Cornell University, an M.A. from the University of Minnesota School of Library Science, and a J.D. from the William Mitchell College of Law. Leary has worked to build the comprehensive library collection to support current and future research in law and a wide range of disciplines. She has also developed strong services to support faculty research. The Law Library is known for its international law resources, which attract research scholars from around the world.