

BOOKS RECEIVED*

ABA Section of International Law and Practice Publications

The International Lawyer's Deskbook

Edited by Lucinda A. Low, Patrick M. Norton, and Daniel M. Drory. Washington, D.C.: American Bar Association, 1996, pp. xvi, 410, \$75.00/Section Members, \$85.00/Nonmembers of the Section (pb) [ISBN 1-57073-166-7].

Lawyers in every field of practice are increasingly confronted with unfamiliar international legal issues. This deskbook guides both the international expert and the general practitioner through the maze of U.S., foreign, and international rules that apply to international transactions and disputes. Chapters written by experts in twenty-five fields provide an overview of each subject area followed by an up-to-date bibliography of the most important materials in the field. The book also includes sources at U.S. government and international agencies that can provide prompt, practical assistance.

General Publications

Bilateral Investment Treaties

By Rudolf Dolzer and Margrete Stevens. Norwell, Massachusetts: Martinus Nijhoff Publishers, 1995, pp. v, 326, \$124.00 [ISBN 90-411-0065-2].

This book presents all of the elements of modern bilateral investment treaties (BITs) and explains what the main problems are. BIT provisions are examined, with particular emphasis on treatment, expropriation, and dispute settlement. The authors show the uniformity in modern investment treaties and

*Prepared (except for General Publications—Series) by Ashley W. Warren, J.D., 1996, Southern Methodist University; 1995-96 Comments Editor, Southern Methodist University School of Law Student Editorial Board, *The International Lawyer*.

thereby clearly establish that the significance of these treaties does not lie only in the extensive network of rights and obligations of their respective parties. Additionally, the authors emphasize the importance of the contribution of these treaties to an emerging international acceptance of common standards for foreign investment.

Democracy, Market Economy, and the Law. Legal, Economic, and Political Problems of Transition to Democracy

Edited by Werner F. Ebke and Detlev F. Vagts. Heidelberg, Germany: Verlag Recht und Wirtschaft GmbH, 1995, pp. xxviii, 401, DM 190.00, SwF 176.70, \$137.00 (approx.) [ISBN 3-8005-1154-1].

In this volume, the editors gathered the papers presented at an international symposium on legal, economic, and political problems of transition to democracy. The symposium compared several episodes and discussed their similarities. The authors are leading experts able to illustrate the scope of the field in illuminating ways. While the emphasis is on Germany in particular and Europe in general, some chapters deal with Africa, Asia, and South America.

Dispute Resolution Methods

Edited by Dennis Campbell & Susan Cotter. London, England: Graham & Trotman Limited, 1994, pp. xi, 455, \$167.00 [ISBN 1-85966-180-7].

This book deals with the rise of alternate dispute resolution (ADR) in selected countries, showing that, in some cases, ADR systems are highly advanced while, in others, they are fairly primitive. The book discusses the most prominent of these methods, including arbitration, mediation, and conciliation, as well as others, such as minitrials, valuations, and dispute review boards. The contributors examine the procedures involved in raising each of the methods, their suitability to certain types of cases, their pros and cons, and their future viability. The authors draw a detailed picture of the present status of ADR within their respective jurisdictions, describing its applicability to both domestic and international conflicts, personal and commercial disputes, and present and future trends. This work also includes a chapter devoted entirely to International Fast-Track Commercial Arbitration. In this section, the contributors describe how international commercial contracts may include fast-track clauses to ensure that disputes are resolved rapidly and efficiently. The authors discuss the future for such clauses in individual countries and give a comparative analysis of several models.

The Europeanization of America

By Thomas C. Fischer. Durham, North Carolina: Carolina Academic Press, 1995, pp. xiv, 342, \$49.95 [ISBN 0-89089-751-4].

Subtitled "What Every American Should Know About the European Union," this book provides a comprehensive examination of events in Europe and the European Community's progress toward union from legal, economic, and public policy perspectives. In large part, the author focuses on the European Union's potential impact on the U.S. economy until the turn of the century by explaining and analyzing the European Union's long-term goals and its potential to achieve them. Overall, the author provides an appreciation of how the evolution toward a united Europe will affect U.S. economic success and reviews the opportunities and threats to U.S. business that may result from such a union.

An Historical Introduction to Western Constitutional Law

By R.C. van Caenegem. New York, New York: Cambridge University Press, 1995, pp. ix, 295, \$64.95 [ISBN 0-521-47115-X].

This book addresses questions regarding the best form of constitutional organization. Through a historical perspective, different models of constitutional government are analyzed, assessing why some models succeeded and others failed. The narrative begins in the early Middle Ages and concludes with contemporary debates, taking as its focus the main European countries, the United States, and the former Soviet Union. Attention is devoted to the rise of the rule of law, and of constitutional, parliamentary, and federal forms of government. In addition, the book highlights the Anglo-American contribution to present-day liberal democracy and emphasizes liberal democracy's rejection by twentieth century totalitarian regimes. Finally, the epilogue focuses on the future of liberal democracy as a universal model.

International Securities Law Handbook

Edited by Karl-Eduard von der Heydt and Stanley Keller. London, England: Graham & Trotman Limited, 1995, pp. vii, 284, \$195.00 [ISBN 1-85966-171-8].

This handbook presents, in summary form, the key elements of securities law and regulations in twenty national jurisdictions and seven U.S. state jurisdictions. The book also includes an overview of the U.S. Blue Sky

process for clearing the issuance and sale of securities with the U.S. state regulatory agencies in all states where securities are to be sold.

International Technology Transfers

Edited by Harry Rubin. London, England: Graham & Trotman Limited, 1995, pp. xix, 377, \$145.00 [ISBN 1-85966-175-0].

The contributing authors of this book set forth a practical framework for the analysis of cross-border technology transactions and warn parties to technology transfers of the salient issues they should systematically confront and resolve as they structure and implement their transaction. The following topics are covered: intellectual property regimes; proprietary rights' safeguards for technology; the legal and business implications of different technology transfer structures, including direct end-use sale or licensing, contractual strategic alliances, joint ventures, and other transfer structures; contractual allocation of rights and obligations in transferred technology; tax structures and tax implications; conflicts of law, choice of law, and dispute resolution; and security interests and bankruptcy in the technology context. The final chapter of the book examines the impact of complexity and change, which are increasingly characterizing international technology transfers, and describes complex technology transfer structures such as cooperative research ventures, strategic outsourcing, and incubators. Additionally, the book provides practical drafting and negotiation advice, as well as a discussion of many issues confronting key technology exporting and importing jurisdictions, including in the European Union, the United States, Latin America, China, and Japan.

The Internationalisation of International Arbitration: The LCIA Centenary Conference

Edited by Martin Hunter et al. London, England: Graham & Trotman Limited, 1995, pp. x, 184, \$195.00 [ISBN 1-85966-107-6].

Included in this book are the papers presented at the Centenary Conference celebrating the foundation of the London Court of International Arbitration in 1893. Leading international experts on commercial arbitration identify what can usefully be derived from the past to meet future challenges, opportunities, and problems facing international arbitration. Central to this volume is the question of how international arbitration can successfully respond to a changing world over the next century.

Multinational Enterprises and the Law

By Peter Muchlinski. Cambridge, Massachusetts: Blackwell Publishers, Inc., 1995, pp. lv, 648, £75.00 (pb) [ISBN 0-631-17311-0].

This volume is a contemporary and complete account of the various techniques used to regulate multinational enterprises (MNEs) at national, regional, and international levels. The book draws on numerous case studies from both developed and developing states to unite theory and current practice. Part One discusses the conceptual background to MNE regulation, the legal and business structures that MNEs have evolved, the relations of MNEs to states, and the development of regulatory structures. Part Two examines the limits of national and regional jurisdiction in regulating MNEs, including restrictions on entry and establishment, investment promotion, the impact of the Uruguay Round, and post-entry controls in the fields of tax, company, unit trust, and labor law. Part Three focuses on the contribution of international law and organizations to the regulation of MNEs, including renegotiation and expropriation, CSID, MIGA, and bilateral investment treaties.

The Peaceful Management of Transboundary Resources

Edited by Gerald H. Blake et al. London, England: Graham & Trotman Limited, 1995, pp. xiii, 506, \$145.00 [ISBN 1-85966-173-4].

This volume is the outcome of a conference held at St. Aidan's College in Durham in April of 1994. The papers present ideas about how natural resources that cross international boundaries can be managed as effectively and peacefully as possible. Four resources are considered: hydrocarbons and minerals, fisheries, shared water resources, and the natural environment. The contributors examine the problems faced by governments and institutions and suggest ideas for progress in this critical area.

Policies and Strategies to Combat Drugs in Europe

Edited by Georges Estievenart. Norwell, Massachusetts: Martinus Nijhoff Publishers, 1995, pp. ix, 411, \$225.00 [ISBN 0-7923-3336-5].

This volume arose from a European Scientific Seminar on "Strategies and Policies to Combat Drugs," organized by the Commission of the European Communities at the European University Institute in Florence, Italy, in December of 1993. The seminar addressed the full range of issues associated

with the drug problem. This book includes a wide-ranging exchange of views and ideas as well as varied contributions and approaches to drug policies at international, European, national, and local levels. Also included is a discussion of the possibilities of a comprehensive drug strategy within the framework of the European Union.

Pollution from Offshore Installations

By Maria Gavouneli. London, England: Graham & Trotman Limited, 1995, pp. xix, 282, \$110.00 [ISBN 1-85966-186-6].

This publication examines present laws to control pollution caused by offshore installations. Part One concentrates on the presence of offshore platforms in the marine environment and their polluting activities. Part Two focuses on the specific conventional rules that operate within a general framework of environmental protection. The final chapter discusses new approaches to the ongoing battle for the preservation of natural resources and the creation of a cleaner environment.

Practitioner's Guide to the Convention on Contracts for the International Sale of Goods and the Uniform Commercial Code

By Henry Gabriel. New York, New York: Oceana Publications, Inc., 1994, pp. 276, \$75.00 [ISBN 0-379-21206-4].

At the time of this book's publication in 1994, forty-seven countries ratified, accepted, approved, or acceded to the Convention on Contracts for the International Sale of Goods (CISG). Professor Gabriel sets forth the provisions of each CISG article. Following the text of each article, he adds his own overview and comparison to Uniform Commercial Code (UCC) provisions.

Protection of Human Rights in Poland and European Communities

Edited by Leszek Leszczyński. Lublin, Poland: Maria Curie-Skłodowska University Press, 1995, pp. 236, Zł 10.00 (plus Zł 18.00 shipping) [ISBN 83-227-0784-3].

The sixteen essays (some in English, some in French) in this book derive from an international conference on the protection of human rights held at

Maria Curie-Sklodowska University in Lublin, Poland, in cooperation with the Faculty of Law, Economy, and Management of the University of Valenciennes in France. The various authors address the rights adopted in the European states and the European Union. The essays addressing Poland analyze institutional guarantees protecting citizens' rights.

Structuring International Co-operation Between Enterprises

By K. Byttebier and A. Verroken. London, England: Graham & Trotman Limited, 1995, pp. xix, 184, \$105.00 [ISBN 1-85966-106-8].

This study presents both a theoretical and a practical analysis of the ways in which independent enterprises cooperate internationally, particularly by means of binational, horizontal groups of companies. The first part of the book gives a comprehensive account of the legal and economic rationale behind the internationalization of enterprises and of the various legal techniques employed in structuring international cooperation. The second part presents an in-depth practical analysis of international cooperation by means of a binational, horizontal group of companies and includes detailed case studies of both successful and unsuccessful groups. The authors focus on the legal and economic advantages and disadvantages of horizontal group companies and conclude that the formation of horizontal groups of companies is mainly determined by the economic motive of the partners to stay as independent as possible in a stable cooperation structure.

Taxation of Mineral Enterprises

Edited by James M. Otto. London, England: Graham & Trotman Limited, 1994, pp. xiii, 384, \$127.00 [ISBN 1-85966-105-X].

In the past decade, over a quarter of the world's nations have either enacted new mining legislation or are in the process of drafting new or revised legislation. This legislation generally changes the fiscal regime. This volume focuses on the practical evolution of modern mining tax policy. The first part of the book discusses taxation of mineral enterprises, while the latter part provides examples of actual taxation systems and methods.

The United Nations and Human Rights: 1945-1995

Developed by the United Nations. New York, New York: United Nations Department of Public Information, 1995, pp. 510, \$29.95 (pb) [ISBN 92-1-100560-4].

This publication is a comprehensive account of the United Nations' work since 1945 to create a culture of human rights throughout the world. This book features more than one hundred key documents illustrating the Organization's multifaceted role as fact-finder, monitor, adviser, forum of appeal, and global conscience. The documents include the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights, and the International Covenant on Economic, Social, and Political Rights; international conventions on genocide, torture, racial discrimination, apartheid, and women's rights, refugees, children, and migrant workers; the Vienna Declaration and Programme of Action of the World Conference on Human Rights; and documents relating to indigenous peoples, the right to development, and operations in El Salvador, Guatemala, Haiti, and Mozambique.

United Nations Convention on the Law of the Sea 1982: A Commentary

Edited by Satya N. Nandan and Shabtai Rosenne. Norwell, Massachusetts: Martinus Nijhoff Publishers, 1995, pp. ix, 680, \$295.00 [ISBN 90-411-0035-0].

This is the third volume in a series providing a comprehensive analysis of the development of each provision of the 1982 United Nations Convention on the Law of the Sea. The third volume covers articles 86 to 132 of the 1982 Convention. These articles address the issue of states' rights and jurisdiction in maritime areas beyond the limits of national jurisdiction (with the exception of the international seabed area), as well as the regime for islands in enclosed and semi-enclosed seas with the access of landlocked states to and from the sea.

General Publications—Series

Law & Practice of International Finance

By Philip R. Wood. Andover, Hampshire, U.K.: Sweet & Maxwell, Ltd., 1995, 6 volumes, \$540.00, £335.00 per set.

Editor's Note

Professor Philip Wood (Visiting Professor of International Financial Law at the Centre for Commercial Law Studies, University of London and Head of the Banking Department of the London and international law firm of Allen & Overy) is recognized as the first "systematizer" of international financial law and one of the most astute scholarly commentators and publicists in this now burgeoning area of law. His 1980 classic work on *Law and Practice of International Finance* has eight reprints and his other pathbreaking works on set-off and on subordination are universally acclaimed by academics and practitioners.

Professor Wood's six-volume series can only be described as a monumental scholarly effort, which has produced a collection on international financial law commentaries without peer, certainly a mandatory addition to the library of any serious academic or practitioner working in the area. Students, on a more limited budget, would find volumes 1 (*Comparative Financial Law*) and 4 (*International Loan, Bonds and Securities Regulations*) of particular value.

Professor Wood is a proponent of melding fundamental legal principles with the practical requirements of a high-level financial law practice. Added to this blend is a broad but essential comparative overlay drawn from the author's years of practice, research, and teaching. Also, the author demonstrates not only mastery of the private law aspects of the field but also of the increasing public law regulatory and private and public international law dimensions.

This series, in one sense, could be described as pioneering; however, this description might connote wrongly a certain notion of primitiveness in approach. Clearly, primitiveness is not the case, as this series is a highly sophisticated and comprehensive presentation and analysis of international financial law.

A brilliant effort. Hats off, once again, to Professor Wood! While other fine works exist in the area, Professor Wood's series clearly must reign supreme.

Volume 1: Comparative Financial Law

Pp. xvii, 415, \$120.00, £75.00 [ISBN 0-421-54280-2].

This volume classifies and provides a snap-shot summary of financial law in nearly all the jurisdictions in the world—more than 300 of them. The world's jurisdictions are divided into nine main groups and the key features of each group are summarized. The result is an essential quick guide to global financial law on the basis of criteria developed in later books in the series. This volume is the first to provide a universal review of this type. As stated by the author: "Comparative law is of an unquestionable importance. International transactions span borders and, in view of the amounts at stake, it is essential to plot the laws of the world jurisdictions, or at least to know more or less what to expect." An appendix contains the text of European conventions on applicable contractual law and on jurisdiction.

Volume 2: Principles of International Insolvency

Pp. xix, 391, \$105.00, £75.00 [ISBN 0-421-54290-X].

This volume presents an original and pathbreaking study of substantive bankruptcy law in the major jurisdictions of the world in international financial transactions. As the author astutely observes: "Insolvency law is the root of commercial and financial law . . . the most crucial indicator of the attitudes of a legal system [toward financial law] and arguably the most important of all commercial legal disciplines." The main focus is on corporate insolvency rather than the bankruptcy of individuals. The work contains a classification and a scaling of global jurisdictions according to pro-debtor/pro-creditor criteria and a discussion of the bankruptcy ladder of payments.

Volume 3: Comparative Law of Security and Guarantees

Pp. xxi, 575, \$120.00, £75.00 [ISBN 0-421-54320-5].

This volume, the longest book in the series, sets forth an international and comparative survey of the law of security, a statement of the fundamentals of security, and a scaling of jurisdictions around the world according to their attitude to the role of security as a protection against insolvency. The volume includes a comparison of floating and universal business charges in England, Scandinavia, South America, Russia, and the United States. This book also includes a review of fiduciary transfers in Germanic countries and of various business and equipment charges elsewhere. A valuable appendix contains checklists about security and outlines of security agreements, ship finance documents for six of the main international jurisdictions, guarantee forms, and a guarantee checklist.

Volume 4: International Loans, Bonds and Securities Regulation

Pp. xxi, 561, \$120.00, £75.00 [ISBN 0-421-54310-8].

This volume, the second in size, is largely practical, covering term loan agreements (including financial terms, warranties, covenants, defaults, increased cost, and other market clauses), loan syndications, loan transfers, and participations. Usual clauses are summarized and their purpose explained, and suggestions are made as to negotiated solutions. The volume contains several chapters on international bond issues and reviews of convert-

ible issue and issues of Eurocommercial paper and medium term notes. The book also includes a review of bond trustees and bondholder representation on a comparative basis with references to numerous countries. The book also contains chapters on formal legal opinions, with detailed advice and commentaries on the practice and sample forms. Several chapters cover international securities regulation in the context of debt issues with summaries of the law in Britain, the United States, Canada, Continental Europe, Japan, and elsewhere. The volume also summarizes bank regulation and capital adequacy, including the Basle Agreement. The appendix contains outline summaries of documents, precedents, advice on negotiation, and variation of standard clauses.

Volume 5: Title Finance, Derivatives, Securitisations, Set-off and Netting

Pp. xix, 307, \$105.00, £65.00 [ISBN 0-421-54270-5].

This volume mainly covers applied financial law. The volume contains a review of title finance and recharacterization problems, including a discussion of finance leases (with a summary of an aircraft lease), sale and repurchase agreements, and stock borrowing. Detailed and closely written chapters deal with the techniques of securitization, including comparative references to the law in the United States, France, Japan, Germany, and elsewhere. The book provides a worldwide study of set-off and netting. Finally, the book contains a succinct review of swaps and derivatives that simplifies the subject and avoids jargon. The volume also contains summaries of documents.

Volume 6: Project Finance, Subordinated Debt and State Loans

Pp. xix, 307, \$105.00, £65.00 [ISBN 0-421-54300-0].

This volume opens with a concentrated and economical review of the techniques and structures for international project finance, packing a large amount of detail into a short space. This overview includes discussions of project risk, project contracts, sponsor support, and security. The text is amplified by an appendix containing extensive outlines of the main project finance documentation, notably a credit agreement, completion guarantee, equity agreement, direct agreement, intercreditor agreement, and notes. The second section has chapters on subordinated debt, with reviews of mezzanine

finance and subordinated capital issues together with notes on the law in the United States, Japan, Germany, Scandinavia, France, and elsewhere. The final section contains a detailed review of the law and practice of state loans and sovereign immunity, including the state immunity position in numerous countries around the world and legislation in Britain, the United States, Singapore, Canada, Australia, and elsewhere.

CD-ROMs

Nuremberg War Crimes Trials On-Line

Volume 1: Aristarchus International Law Database Series. Seattle, Washington: Aristarchus Knowledge Industries, 1995, \$395.00 [available from Aristarchus Knowledge Industries, P.O. Box 45610, Seattle, WA 98105; 1-800-435-8221].

This CD-ROM presents the Nuremberg War Crimes Trials in a fully searchable format. The database includes 70 full-text volumes comprising 18,928 bibliographic units, including 126,897 pages. The volumes include the International Military Tribunal, Nazi Conspiracy and Aggression, the Nuremberg Military Tribunal, and the Final Report to the Secretary of the Army by Telford Taylor.

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