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# Establishing a Distribution System in the European Union: Selected Sources: Bibliography

Anne L. Abramson

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## BIBLIOGRAPHY

### ESTABLISHING A DISTRIBUTION SYSTEM IN THE EUROPEAN UNION: SELECTED SOURCES

Anne L. Abramson<sup>†</sup>

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An ample and growing body of literature discusses the European Union (E.U.),<sup>1</sup> its political and economic dimensions, and its

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<sup>†</sup> Reference Librarian, John Marshall Law School Library. B.A., International Relations, Stanford University, 1982; J.D., Northwestern University School of Law, 1985; M.L.S., Southern Connecticut State University, 1993.

1. The current name of this association of European countries is the Euro-

numerous laws. This Bibliography does not track all of this information. Rather, it focuses on the much smaller number of books and articles that will help the U.S. attorney who has one specific goal in mind: advising U.S. clients who wish to distribute goods in the E.U. member states. This Bibliography aims to gather as much practical and specific information as possible while giving the U.S. practitioner some perspective on the E.U. legal system as a whole.

Many aspects of distributing goods in a European country are not governed by E.U. law at all, but by the national law of that country. To terminate a distributorship, for example, one may need to comply with the national employment law of a member state. The U.S. attorney must keep in mind this complex mix of E.U. and national law, both of which may govern distribution arrangements.

### I. INTRODUCTION TO THE E.U. LEGAL SYSTEM

To research distribution options in the E.U. member states, one must have some familiarity with the E.U. legal system. The E.U. legal system nearly rivals our own in complexity. The two systems, however, operate very differently. For example, it is relatively easy for an Illinois attorney to learn the sources of Connecticut law because our state and federal governments are, for the most part, parallel structures. While parallels can be drawn between the U.S. and E.U. systems, such parallels are limited.

A major feature of our system is the concept of federalism, which denotes the division between federal and state government. Our federal government possesses those powers enumerated in our Constitution, while reserving all other powers to the states pursuant to the Tenth Amendment.<sup>2</sup> Like our federal government, the E.U. is an overarching structure, and the laws it enacts are the laws of the land in all the member states. The national laws of the member states are ever present, however, and the E.U. relies on the legal structures of each state to implement E.U. law.

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pean Union, or E.U. The E.U. formerly was known by various names, such as the European Economic Community (EEC) or European Communities (E.C.). These acronyms are used interchangeably herein, depending upon the date of the work reviewed.

2. See U.S. CONST. amend. X.

The E.U. is a "supranational" organization.<sup>3</sup> Pursuant to several treaties, in particular the Treaty of Rome or EEC Treaty,<sup>4</sup> the member countries of the E.U. ceded to this supranational organization some of their sovereignty and, hence, authority to govern in certain areas.<sup>5</sup> E.U. law, like U.S. federal law, tends to regulate areas that cross state boundaries. Such areas include competition law (what we know as antitrust law), environmental law, and customs and tariffs.<sup>6</sup>

The treaties of the E.U. member states are known as E.U. "primary legislation."<sup>7</sup> The founding treaties of the E.U., and particularly the EEC Treaty, function as the constitution of the E.U.<sup>8</sup> Like our Constitution, the treaties dictate the areas subject to E.U. regulation. Our Constitution creates the three branches of government and their respective functions: executive, legislative, and judicial.<sup>9</sup> Similarly, the EEC Treaty establishes the four major institutions of the E.U. and their respective powers: European Parliament, Council of the European Union, European Commission, and European Court of Justice.<sup>10</sup> The powers of these institutions do not fit neatly into executive, legislative, and judicial categories, however, and they often overlap. This can be confusing to the U.S. attorney first encountering E.U. law. Like our administrative agencies, some of these institutions appear to have all three powers.<sup>11</sup>

The European Commission is the institution which most resembles the executive branch. It enforces E.U. legislation.<sup>12</sup> One of its more important enforcement roles is in the competition or

3. See Thomas H. Reynolds, *The European Communities: Function, Structure, Legal Research* (Legal Resource Communications 1993) (defining a supranational organization as one "made up of limited numbers of sovereign nations that have ceded a specified portion of their sovereignty to an overall administrative or controlling body").

4. See Treaty Establishing the European Economic Community, Mar. 25, 1957, 298 U.N.T.S. 3 [hereinafter EEC Treaty].

5. See Case 6/64, *Costa v. Ente Nazionale Pev L'Energia Elettrica*, 1964 E.C.R. 585, 1964 C.M.L.R. 425 (1969).

6. See Timothy Kearley, *An American Researcher's Guide to European Communities Law and Legal Literature*, 75 L. LIBR. J. 52, 70 (1982); Reynolds, *supra* note 3.

7. See Kearley, *supra* note 6, at 71; Reynolds, *supra* note 3.

8. See Kearley, *supra* note 6, at 71; Reynolds, *supra* note 3.

9. See U.S. CONST. arts. I-III.

10. See EEC Treaty, *supra* note 4, art. 4.

11. See Kearley, *supra* note 6, at 59-67 (explaining the various powers and duties of the numerous entities created under the treaties).

12. See Kearley, *supra* note 6, at 62-63; Reynolds, *supra* note 3.

antitrust arena, where it functions as the E.U. tribunal on such matters.<sup>13</sup> The Commission also has a legislative role in that it researches and proposes legislation. The Council of the European Union has the main legislative power. It actually passes legislation. However, it generally cannot initiate legislation. It must respond to the proposals submitted to it by the Commission.<sup>14</sup> The U.S. practitioner will be most concerned with the pronouncements of the Council and Commission, as they generate most E.U. legislation. This legislation is called secondary or ordinary legislation.

E.U. legislation falls into a rough hierarchy of importance. At the top are regulations, which apply directly in the member states. Regulations must be published to be enforceable. Regulations have general application and are binding in their entirety. In contrast, directives are binding as to the result. Directives help unify national law in the member states so that it conforms to E.U. standards. The member states choose how best to implement the directives through their own national legal systems. Decisions, in contrast to both regulations and directives, are not generally applicable. Decisions are binding only on the specific parties to whom they are addressed. Decisions may address one or more member states or one or more legal or natural persons. Other pronouncements from the E.U. institutions, such as recommendations and opinions, are not binding but have persuasive authority.<sup>15</sup>

The European Court of Justice, like the United States Supreme Court, is the highest court in the E.U. system.<sup>16</sup> Its jurisdiction is defined by the EEC Treaty and extends to actions against the member states and other E.U. institutions.<sup>17</sup> It interprets E.U. treaty provisions and operates as a check on the power of the E.U. institutions.<sup>18</sup> The court also decides cases involving E.U. law, which are referred to it by the national courts of the member states.<sup>19</sup> The Court of First Instance was established to handle the

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13. See DOMINIK LASOK, *LAW AND INSTITUTIONS OF THE EUROPEAN UNION* 569 (6th ed. 1994); Reynolds, *supra* note 3.

14. See Kearley, *supra* note 6, at 61-62; Reynolds, *supra* note 3.

15. See EEC Treaty, *supra* note 4, art. 189; JOSEPHINE STEINER, *TEXTBOOK ON EEC LAW* 20-21 (3d ed. 1993); Christine A. Corcos, *EEC Law: A Practical Guide*, 22 *CASE W. RES. J. INT'L L.* 195, 220 (1990).

16. See Kearley, *supra* note 6, at 64-65 (describing the powers of the Court of Justice).

17. See LASOK, *supra* note 13, at 252.

18. See Kearley, *supra* note 6, at 64-65; Reynolds, *supra* note 3.

19. See Reynolds, *supra* note 3.

growing number of mundane disputes and free the Court of Justice to focus on cases of broader significance.<sup>20</sup> As its name suggests, this court first hears many E.U.-related disputes, including competition matters.<sup>21</sup> Decisions from the Court of First Instance may be appealed to the Court of Justice on issues of law only.<sup>22</sup> Thus, a European Commission decision on a competition matter may be appealed to the Court of First Instance and ultimately to the European Court of Justice.<sup>23</sup> The case law from these courts is becoming increasingly important as a source of E.U. law.<sup>24</sup> The national courts of the member states are bound to follow the decisions of the European Court of Justice on issues of European law.

For further information regarding the legal system of the E.U., consider the following texts:

TREVOR C. HARTLEY, *THE FOUNDATIONS OF EUROPEAN COMMUNITY LAW: AN INTRODUCTION TO THE CONSTITUTIONAL AND ADMINISTRATIVE LAW OF THE EUROPEAN COMMUNITY* (3d ed. 1994).

DOMINIK LASOK, *LAW AND INSTITUTIONS OF THE EUROPEAN UNION* (6th ed. 1994).

P.S.R.F. MATHIJSEN, *A GUIDE TO EUROPEAN UNION LAW* (6th ed. 1995).

JOSEPHINE STEINER, *TEXTBOOK ON EEC LAW* (3d ed. 1993).

P.J.G. KAPTEYN P. & VERLOREN VAN THEMAAT, *INTRODUCTION TO THE LAW OF THE EUROPEAN COMMUNITIES AFTER THE COMING INTO FORCE OF THE SINGLE EUROPEAN ACT* (Laurence W. Gormley ed., 2d ed. 1989).

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20. See TREVOR C. HARTLEY, *THE FOUNDATIONS OF EUROPEAN COMMUNITY LAW: AN INTRODUCTION TO THE CONSTITUTIONAL AND ADMINISTRATIVE LAW OF THE EUROPEAN COMMUNITY* 63 (3d ed. 1994).

21. See LASOK, *supra* note 13, at 278.

22. See *id.*

23. See RICHARD WHISH, *COMPETITION LAW* 32-33 (3d ed. 1993).

24. See Reynolds, *supra* note 3.

## II. OFFICIAL PUBLICATIONS OF E.U. LEGISLATION AND CASES

### A. *Legislation: O.J.*

OFFICIAL JOURNAL OF THE EUROPEAN COMMUNITIES (English ed.).

The official source for E.U. legislation is the *Official Journal of the European Communities* (O.J.). U.S. practitioners may find this publication particularly foreign. The O.J. resembles the official gazette common in most civil law countries, in which all governmental action is reported.<sup>25</sup> Our closest approximation might be the *Federal Register*, which reports federal agency action. Attorneys who regularly practice E.U. law rely on the O.J. as a current awareness tool, much as attorneys who practice in regulatory areas rely on the *Federal Register*. Like the *Federal Register*, the O.J. is an official publication mechanism. The EEC Treaty specifies acts, such as regulations, which are required to be published.

The O.J. is published daily. The Legislation-L series contains all legislation that is binding. Part I of the L series contains acts for which publication is obligatory (i.e., regulations). Part II of the L series contains acts for which publication is not obligatory. All regulations are published in the O.J. Most, but not all, directives and decisions also are published in the O.J. The Communications-C series contains nonbinding communications from the E.U. institutions, such as recommendations and opinions, nonbinding resolutions, and court decisions.

The O.J. includes monthly and annual (cumulative) indexes. The Analytical Index is a subject index. It can be difficult to use, because the index terms come from the Eurovoc thesaurus and may be unfamiliar to U.S. attorneys. Another drawback is that the index does not cover the materials in the C series, except for Court of Justice decisions. The Methodological Index lists documents based on their form (i.e., regulation, directive, et cetera). Regulations are numbered by Community initials/number/year.<sup>26</sup> Directives (of the Council of the European Union or the European Commission), decisions, resolutions and recommendations are numbered year/number/Community initials.<sup>27</sup> This is a handy tool when the cite of a document is known.

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25. See Kearley, *supra* note 6, at 75-76.

26. A citation to a regulation or directive would be cited (EEC) 222/89.

27. For example, a citation to a decision, resolution, or recommendation would be cited 92/38/EEC.

The Directory of Community Legislation in Force is a key to using the L section of the O.J. The main volume is organized into broad subject headings and lists legislation chronologically within each subject. Under the principal citation, all modifications with O.J. references are given. A companion volume contains a numerical listing and brief topical index. This tool gives quick access to the complete history of an E.U. act. It comes the closest to codifying, at least in index form, the E.U. legislation published in the O.J. The Directory and the Monthly and Annual Indexes provide some subject access to the contents of the O.J.

The O.J. also is available electronically through LEXIS and Westlaw. LEXIS and Westlaw obtain the information directly from the E.U.'s own CELEX database. When searching this database online, the researcher is not limited to a prepared index or other finding tool. By constructing a search, the researcher in effect can create his or her own customized index to the material.

### B. Cases: E.C.R.

REPORT OF CASES BEFORE THE COURT OF JUSTICE OF THE EUROPEAN COMMUNITIES (1954-).

This official publication commonly is known as the European Court Reports or E.C.R. Publication of cases in the E.C.R. runs several years after the cases are decided. Therefore, it is less than ideal for researching current cases. Still, the researcher will want to cite to it if possible.

## III. COMMERCIAL SERVICES THAT PUBLISH E.U. LEGISLATION AND CASES

Even with the indexes and directory described above, working with the *Official Journal* is almost as unwieldy as trying to find current U.S. agency regulations in the *Federal Register*. On-line access helps a great deal and is further discussed below. Alternative sources for E.U. primary and secondary legislation are the looseleaf publications described below.

### A. General Services Publishing E.U. Legislation and Cases

ENCYCLOPEDIA OF EUROPEAN COMMUNITY LAW (K.R. Simmonds ed., 1973).

The *Encyclopedia of European Community Law* is not an encyclo-



pedia at all but a looseleaf set with a British emphasis. Volume A comes in two binders that cover United Kingdom (U.K.) law as affected by E.U. law. Volume B is comprised of three binders. The binders contain the basic E.U. treaties together with their annexes, protocols, further agreements and a number of treaties between the E.U. and non-member states. Comprised of eight binders, Volume C contains E.U. secondary legislation, including regulations, decisions, and directives issued by the Council of the European Union and the European Commission. The materials are arranged by subject (i.e., competition, movement of goods, tax, transport, and the environment). A checklist of legislation and a subject index to Volume C are found in the last volume. This set comes closest to providing a complete, organized collection of E.U. primary and secondary legislation. However, it is prohibitively expensive for most libraries and can be difficult to locate.

European Union Law Reporter (CCH) (1961-) (published as *Common Market Reporter* until March 1997).

The EEC Treaty provides the outline for the *European Union Law Reporter*. Each article of the treaty is set forth, followed by relevant regulations and directives, CCH commentary, and digests of Commission decisions and rulings of the European Court of Justice. The last volume of the set contains texts of related treaties. It also contains "checklists," which consist of a list of addresses, a description of the structure of the E.U. institutions, a progress of cases table, and a selective bibliography. There is also a list of pending legislation. It is a convenient place to find the major primary and secondary legislation. However, it is not necessarily as current a source as the O.J. itself, whether in print or on-line.

Doing Business in Europe, European Union Law Reporter (CCH) (1962-).

This work is available with the *European Union Law Reporter* as a separate publication. It is a two-volume looseleaf service consisting of commentary, arranged on a country-by-country basis. It discusses all areas of E.U. business activity and legal systems, including employment, tax and company law, industrial and intellectual property, competition rules, and consumer protection. This summary of E.U. business and law serves as an excellent starting point for research.

## B. Cases

European Community Cases (CCH) (1989-).

The *European Community Cases* (CEC) is the case reporting service included with the *European Union Law Reporter* discussed above.<sup>28</sup> It contains the full text of selected cases from the European Court of Justice, Court of First Instance, and Commission decisions of a quasi-judicial nature.

Common Market Law Reports (1962-).

In addition to the CCH publication discussed above, the *Common Market Law Reports* (C.M.L.R.) includes E.U. cases.

## C. Specific Subject: Competition

Because one of its central aims is to create an integrated common market, the E.U. stringently regulates competition throughout the member states. As a result, a vast body of E.U. competition law exists, including many decisions and cases. Competition is such an important and large topic in E.U. law that one can find specialized looseleaves and case reporters which focus on this area. The U.S. practitioner will be especially concerned about E.U. competition law, as it applies to all distribution arrangements in Europe.

EC Competition Law Reporter (CCH) (Ivo Van Bael & Jean-Francois Bellis eds., 1994).

This is a one-volume looseleaf service that examines E.C. competition law and policy, supported by relevant texts. It includes legislation, citations to cases, and commentary regarding basic principles of E.C. competition law, explaining how those principles apply to certain practices and types of agreements. A separately tabbed section on distribution and vertical agreements is of particular interest.

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28. See *supra* Part III.A.

C.M.L.R. Antitrust Reports (The European Law Centre at Sweet & Maxwell, 1991-).

This subset of *Common Market Law Reports*<sup>29</sup> focuses on competition case law, including relevant Commission decisions. The cases are published in pamphlets, together with much useful information about the status of pending cases, new cases filed, and Commission proceedings. The front and back cover of each pamphlet lists its contents. Each pamphlet also contains an index. These pamphlets are bound annually and include an annual cumulative index.

#### IV. BOOKS ON INTERNATIONAL DISTRIBUTION: EUROPE

A secondary source on a specific topic, such as a book or article, is often a better starting point for research than E.U. legislation itself. Many such books and especially the looseleaf title discussed below, *International Agency and Distribution Agreements*, contain forms that are particularly useful to the practitioner.

COMMERCIAL AGENCY AND DISTRIBUTION AGREEMENTS: LAW AND PRACTICE IN THE MEMBER STATES OF THE EUROPEAN COMMUNITY AND THE EUROPEAN FREE TRADE ASSOCIATION (Geert Bogaet & Ulrich Lohman eds., 2d ed. 1993).

The contributing authors to this publication are members of AIJA, an international association of young lawyers throughout Europe. The aim of their book is to set out the law and practice in the member states and the most important members of the European Free Trade Agreement (EFTA). The consistent outline of each chapter enables readers easily to find the specific information they seek and to make comparisons from country to country. Each chapter covers aspects of commercial agency, distributorship, and franchise agreements. This publication is of great use to the new or seasoned international practitioner.

DISTRIBUTORSHIPS, AGENCY, AND FRANCHISING IN AN INTERNATIONAL ARENA: EUROPE, THE UNITED STATES, JAPAN, AND LATIN AMERICA (Dennis Campbell & Louis Lafili eds., 1990).

This book is based on reports made at a 1989 conference. Chapters include "Toward a Standard European Community

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29. See *supra* Part III.B.

Agency Contract?" and "An American Perspective on Franchising as an Entry Strategy to the European Communities." The appendices contain form franchising and agency agreements.

GUIDE TO DRAFTING INTERNATIONAL DISTRIBUTORSHIP AGREEMENTS (Int'l Chamber of Commerce ed., 1988).

The International Chamber of Commerce (ICC) authors this succinct and practical guide. The guide deals with distributorship agreements in which resellers organize the distribution of manufacturers' products in a given territory. By contrast, principals and commercial agents seek to negotiate and conclude sales contracts in the name of the principal.

THE ICC MODEL COMMERCIAL AGENCY CONTRACT (Int'l Chamber of Commerce ed., 1991).

Also from the ICC, this model helps the exporter organize the means by which goods are distributed in a foreign country.

INTERNATIONAL AGENCY AND DISTRIBUTION AGREEMENTS (Thomas F. Clasen ed., 1990-).

This invaluable looseleaf set contains four binders, one of which is devoted entirely to Europe. It attempts to give the practitioner all the tools needed to advise smaller companies wishing to export their products without setting up foreign operations. The tools include a comprehensive analysis of issues from the supplier's perspective, basic forms for contract drafting, and a bibliography of resources for additional information. An analysis of local laws affecting distribution, authored by experienced practitioners, a bibliography of commentaries on local law, and translations of relevant laws are of particular value. Discussion of tax, antitrust, and intellectual property issues is brief. The editors provide an outline of only the salient issues in those topic areas, rather than a definitive treatment. As such, it is an ideal starting point for the practitioner. Although an effort is made to provide current information, the researcher is advised to update research beyond the information provided in the set.

ROBERTO BALDI, *DISTRIBUTORSHIP, FRANCHISING, AGENCY, COMMUNITY AND NATIONAL LAWS AND PRACTICE IN THE EEC* (Anna Maria Fulgoni trans., 1987).

This book discusses the emergence of commercial intermediaries operating in the EEC and the field of commercial distribution law with a view toward harmonization of the laws of the member states. The appendices contain translations of principal member states' laws governing distribution relationships.

## V. ARTICLES ON INTERNATIONAL DISTRIBUTION

### A. *Indexes*

Articles provide an excellent source for finding useful advice from practicing international lawyers. Cites to relevant articles can be found in the print and on-line indexes. Listed below are indexes that primarily cover U.S. journals. Most are familiar to U.S. attorneys.

CURRENT LAW INDEX (1980-).

INDEX TO LEGAL PERIODICALS (1926-1994).

INDEX TO LEGAL PERIODICALS & BOOKS (1994-).

CURRENT INDEX TO LEGAL PERIODICALS (1989-).

One should not overlook other less familiar indexes that cover journal literature outside the United States. These indexes are currently available only in print. As with most print indexes, one must scan one or more subject headings in each volume, one volume at a time, to find a particular article. While this may be somewhat tedious and time-consuming, it is worth the effort. One can use these indexes to find gems that one would not find otherwise. It may be difficult to locate the articles themselves in a law library that does not contain extensive international holdings, but interlibrary loan services may be available at local libraries and some articles may even be available on-line.

EUROPEAN LEGAL JOURNALS INDEX (1993-).

The *European Legal Journals Index* identifies journal titles published in Europe in English. It complements the *Legal Journals Index*, which is the United Kingdom's index to its own law journal literature.

## LEGAL JOURNALS INDEX (1986-).

Full-text searching of articles on-line is a research technique that one can use in addition to the indexes. LEXIS' Legal News library (LEGNEW) and Westlaw's LEGALNP database contain full text of U.S. legal news articles. Many law review articles are also on-line in group databases such as LEXIS' LAWREV library or ALLREV file and Westlaw's JLR database. Articles from international law reviews are in the INTLAW library, INTLR file on LEXIS and the INT-TP database on Westlaw.

*B. Selected Articles*

The following is a list of selected articles found through research in the above indexes. These articles may be of interest to the U.S. practitioner.

Jacqueline Daunt & Richard Kemp, *Establishing Software Distribution in the European Economic Community (EEC)*, 5 CAL. INT'L PRAC. 52 (1994).

This is a wonderfully practical article authored by a U.S. attorney and a U.K. attorney. In this article, the authors describe the typical life cycle of a software distribution arrangement. This work covers every arrangement, from the company that appoints an agent to enter the market to the company that establishes a subsidiary once it is more mature. The authors also give an overview of intellectual property and other contractual concerns. The article includes an authorized company reseller agreement as an exhibit. This article is a rare find.

Edward F. Glynn, Jr., *Distribution Under EEC Law (38th Annual Meeting of the A.B.A. Section of Antitrust Law 1990)*, 59 ANTITRUST L.J. 473 (1990).

This article compares E.U. and U.S. law governing competition in the distribution field. It provides good explanations and helpful examples.

Robert T. Jones, *Practical Aspects of Commercial Agency and Distribution Agreements in European Community*, 27 BUS. LAW. 543 (1972).

This article is somewhat dated as it predates some important E.U. regulations. Nonetheless, it deals with important, basic issues,

including elements of typical distribution agreements and features of domestic law of member states.

Ralph B. Lake, *International Agency and Distributorship Agreements*, 20 DENV. J. INT'L L. & POL'Y 193 (1991) (book review).

This article provides an excellent comparison of three leading publications on distribution arrangements in Europe.

Emmanuel P. Mastromanolis, *Insights from U.S. Antitrust Law on Exclusive and Restricted Territorial Distribution: The Creation of a New Legal Standard for European Union Competition Law*, 15 U. PA. J. INT'L BUS. L. 559 (1995).

This article takes a scholarly macroeconomic approach in discussing E.U. distribution. It offers a helpful discussion of E.U. policy and relevant decisions by the European Commission and the European Court of Justice.

George L. Bustin & Randall D. Costa, *Commercial Ventures Invoke "Competitive" Laws: The Use of Distributors and Sales Agents in Europe Is Subject to E.U. and National Antitrust Laws*, NAT'L L.J., Sept. 4, 1995, at C6.

This article provides excellent practical advice for the U.S. attorney regarding distributors and commercial agents, and the E.U. legislation and policy that apply to each. It also contains helpful footnotes that provide references to official sources.

Paul Egerton-Vernon, *Special Agents*, GAZETTE, Mar. 31, 1993, at 24 (Law Society (Great Britain)).

This article is a succinct description by a U.K. attorney on the important distinction between agency and distribution agreements within the E.C. It also contains references to the most relevant E.U. legislation and cases. This article is another rare find.

Ulrich Lohmann, *Ententes Cordiales: European Distribution Agreements Have Much in Common with Their American Counterparts – But Beware the Differences*, L.A. LAW., Sept. 1994.

An in-depth news article from the perspective of an experienced international practitioner, this article is a case study on software distribution in the European market.

## VI. BOOKS ON E.U. COMPETITION LAW

As discussed earlier, competition law is a vast area of E.U. law. An extensive amount of literature covers this subject. The books listed below discuss E.U. distribution arrangements in the context of competition law.

CHRISTOPHER BELLAMY & GRAHAM CHILD, *COMMON MARKET LAW OF COMPETITION* (Vivien Rose ed., 4th ed. 1993).

This book offers a thorough discussion of competition law. Chapter 7 covers vertical agreements affecting distribution or supply. Extensive appendices reproduce relevant treaty provisions, block exemptions, notices, and other secondary legislation.

FRANK L. FINE, *MERGERS AND JOINT VENTURES IN EUROPE: THE LAW AND POLICY OF THE EEC* (2d ed. 1994).

This recent work discusses distribution arrangements in chapter 13, entitled "Specialization Agreements." It contains examples of prohibited terms and sample language.

VALENTINE KORAH, *AN INTRODUCTORY GUIDE TO EC COMPETITION LAW AND PRACTICE* (5th ed. 1994).

This concrete and concise guidebook provides students and entrepreneurs with a survey of the complex E.U. competition laws. The author, a noted expert in the field, recognizes the importance and applicability of these laws to increasing numbers of businesses operating or merely exporting to the E.U. Chapter 8 covers distribution agreements.

VALENTINE KORAH & WARWICK A. ROTHNIE, *EXCLUSIVE DISTRIBUTION AND THE EEC COMPETITION RULES: REGULATIONS 1983/83 & 1984/83* (2d ed. 1992).

This book focuses on distribution agreements. The regulations referenced in the book's title are extremely relevant in this regard, because they grant an exemption to certain exclusive distribution agreements which would otherwise infringe upon article 85(1) of the EEC Treaty. The authors begin their book with a discussion of business and economic considerations and then provide in-depth analysis of article 85 of the EEC Treaty and the regulatory scheme applicable to exclusive distribution and exclusive purchasing arrangements.



RICHARD WHISH, *COMPETITION LAW* (3d ed. 1993).

This is the leading text on E.U. competition law. The author writes from the U.K. perspective and covers U.K. as well as E.U. competition law. The author also compares E.U. competition law with U.S. antitrust law. Chapter 17 on vertical restraints deals with distribution, including regulation 1983/83. This work is extremely detailed and thorough. It may seem a bit imposing, but it is full of excellent explanations and practical advice. The many tables, including the table of E.U. legislation referenced in the text and the index, are superb.

#### VII. BOOKS ON BUSINESS ORGANIZATIONS IN THE E.U.

For those practitioners wishing to expand their knowledge beyond distribution arrangements to business operations in Europe, the following books are helpful.

*ACQUIRING COMPANIES AND BUSINESSES IN EUROPE* (Nigel Carrington & Beatrix Pessoa de Araujo eds., 1994).

This work succinctly outlines structural, legal, tax, and employment considerations affected by E.U. law. It is billed as "essential 'first step' reading for businesses looking to expand or merge within Europe."

*BUSINESS LAW IN EUROPE: LEGAL, TAX AND LABOUR ASPECTS OF BUSINESS OPERATIONS IN THE EUROPEAN COMMUNITY COUNTRIES AND SWITZERLAND* (Maarten J. Ellis & Paul M. Storm eds., 1990-).

This single-volume looseleaf provides accessible, concise, and accurate information for those doing business in the E.U. Based on the earlier edition, *Branches and Subsidiaries in the European Common Market*, this edition provides a more in-depth treatment of E.U. issues, with expanded coverage of subjects and countries.

*COMPANY LAW IN EUROPE* (Richard Thomas ed., 1990-).

This work succinctly addresses relevant E.U. issues, including types of companies, incorporation, management, and administration. It also contains information regarding foreign exchange regulation, publicly available information, acquisitions, joint ventures, and investment regulations. National experts wrote each chapter. The work includes a chapter on E.C. company law.

EUROPEAN COMPANY & FINANCIAL LAW: EUROPEAN COMMUNITY LAW-TEXT COLLECTION (Klaus J. Hopt & Eddy Wymeersch eds., 2d ed. 1994).

This work contains the unabridged, original English text of E.C. directives, recommendations, proposals, and other primary sources on company law, enterprise law, capital movements, banking law, insurance law, stock exchange, and securities law. The material proceeds chronologically. This source offers a handy working tool for lawyers, public officials, and universities.

RALPH H. FOLSUM & MICHEL P. CLOES, EUROPEAN UNION BUSINESS LAW: A GUIDE TO LAW AND PRACTICE HANDBOOK (1995).

This annual guide to law and practice, together with its companion sourcebook, are directed at the U.S. practitioner. The sourcebook serves as a convenient deskbook for the texts of foundational treaties, business legislation, and litigation materials.

JULIAN MAITLAND-WALKER, GUIDE TO EUROPEAN COMPANY LAWS (1993).

This guide provides a basic outline of corporate laws throughout the E.C. and EFTA countries for companies wishing to expand into Europe. It informs these companies of the permitted commercial enterprises available, the role of subsidiaries or branches, how each company must operate as prescribed by national laws, and the costs involved. Leading company law specialists authored this work.

JOINT VENTURES IN EUROPE (Ashurst Morris et al. eds., 1991).

This collaborative work focuses on the widespread use of joint ventures in the E.C. It offers a practical guide to the selection and use of differing joint venture structures in France, Germany, Italy, the Netherlands, Spain, Switzerland, and the United Kingdom. It also contains a chapter on E.C. competition laws as they pertain to joint ventures.

SETTING UP A COMPANY IN THE EUROPEAN COMMUNITY: A COUNTRY BY COUNTRY GUIDE (Brebner & Co., Int'l Div. 1989).

This work provides a succinct survey regarding company formation and administration in the member states. It focuses on two forms of primary interest to the foreign investor: private and pub-

lic companies. It also refers to E.U. efforts to create cross-frontier business standards.

### VIII. ON-LINE SERVICES

Information about E.U. activities often appears on-line before it is available in print sources. However, much crucial E.U. legislation relating to distribution arrangements predates on-line coverage. To find those materials, one may need to resort to the *Official Journal* or the commercial looseleaf services discussed at the beginning of this Bibliography.

#### A. LEXIS

CELEX is the official database of the E.U. It is available through LEXIS in the EURCOM library, ECLAW file. It contains E.U. legislation from 1980, E.U. treaties from 1979, and other primary legal materials of the E.U. The CASES file contains European Court of Justice cases from 1954.

An excellent alternative to the sometimes difficult CELEX database is the Spicers Centre for Europe E.U. information database (SPICER), which is also available in the EURCOM library. SPICER contains abstracts from official documentation emanating from the European Commission and other Community institutions, as well as a range of quasi-official and press sources. Many materials are available through SPICER within a week of publication, affording current coverage of E.U. affairs. One can use SPICER quite effectively to find cites to E.U. documents and then use those cites to locate full text in CELEX or other sources.

The EUROCOM file contains news from many different sources, including *EuroWatch* and *Business Guide to EC Initiatives*. LEXIS also offers an entire Europe library (EUROPE) which contains a multitude of files. The files are too numerous to describe individually. Generally, they fall into several main categories, including full-text European news, European business analysis and country information, European company information, and legal and regulatory information. This last category includes the *American Journal of International Law* (AJIL), *Basic Documents of International Economic Law* (BDIEL) and *International Legal Materials* (ILM).

### B. *Westlaw*

CELEX, as it appears on Westlaw, combines the contents of many sources, including E.U. treaties and legislation since 1979, cases decided by the European Court of Justice since 1954, and documentation from the European Parliament since 1979.

Westlaw also provides access to specialized Dialog databases, including Euromonitor Market Research (EMR), Kompass Europe (KOMPASS-WE), and Trade & Industry (TRD&IND). EMR contains the full text of market analysis reports on consumer goods and services in the European market. Each report discusses consumption, prices, brands, promotion, distribution, market sectors, and other topics. KOMPASS-E is a database of business information for approximately 300,000 European companies, with an emphasis on manufacturing, industrial, and associated service sectors. TRD&IND contains index entries and abstracts of articles from many European trade journals. Westlaw also provides access to several sources of European news, including the *Wall Street Journal Europe* (WSJ-EURO) and *European Update* (EURUPDATE). *European Update* reports on a wide range of business and legal issues and industries in the E.U.

EURONEWS is a large group database on Westlaw which contains articles from several European newspapers, including the *Wall Street Journal Europe*. It is useful for researching E.U. topics that have been in the news recently. Unlike the SPICER file discussed above, however, it is sometimes difficult to obtain cites to primary materials from news databases like EURONEWS.

## IX. ORGANIZATIONS

Numerous organizations deal with European trade issues. There are many business-specific trade associations located in Europe, including organizations of retailers, wholesalers, and direct sellers, to name a few examples. The two organizations listed below are basic contacts to have on hand. Please see the selected directories or internet sites described below for more extensive contact information.

European-American Chamber of Commerce in the United States  
40 West 57th Street, 31st Floor  
New York, NY 10019-4092  
Telephone: (212) 315-2196; fax: (212) 315-2183

This organization consists of American and European corporations, as well as member chambers concerned with trade and economic issues affecting trade across the Atlantic. It works to enhance awareness of new opportunities available to American and European businesses. It also represents corporations engaged in transatlantic trade and provides information about the single European market.

European American Business Council  
2300 M Street N.W., 3d Floor  
Washington, D.C. 20037-1434  
Telephone: (202) 862-9500

This organization is an essential entry in the Rolodex<sup>®</sup> of any international practitioner.

#### A. *Directories*

THE ARTHUR ANDERSEN EUROPEAN COMMUNITY SOURCEBOOK (Iain P.A. Stitt et al. eds., 1991).

This source contains much essential information for the business person wishing to enter the European market, including valuable contact information.

DIRECTORY OF EUROPEAN INSTITUTIONS (Gerhard Hitzler ed., 1991).

#### B. *Selected Internet Sites*

An increasing number of organizations, including some of the E.U. institutions themselves, have established sites on the Internet. Below is a small selection of major sites you may wish to explore. The E.U., an E.U. institution, or some other reputable organization sponsors these sites. Although the number of sites is increasing, many sites are of questionable value or reliability. A few, for example, purport to help U.S. businesses set up distribution channels in Europe. Some distributors have even set up their own websites. Those sites are not included below. In addition, the ad-

addresses (Uniform Resource Locators or URLs) of sites can change over time. If you do not find this site at the address given, try to search for it using any of your favorite search engines.

*Europa* (visited Apr. 12, 1997) <<http://europa.eu.int/>>.

Europa Homepage. This www server offers information about the E.U.'s goals and policies. The European Commission runs *Europa*, which resulted from the common effort of all E.U. institutions, and provides information about each E.U. institution. Some links available at the *Europa* site include publications, on-line services, statistics, and a citizen's guide to major topics. This is an official E.U. site.

*Information Market Europe* (last modified Mar. 23, 1997) <<http://www2.echo.lu/>>.

The site of *Information Market Europe* is provided by the European Commission Host Organization (ECHO). ECHO is a non-commercial host that offers free access to more than twenty databases in all Community languages. This site links to E.U. programs, activities, information points, and services. It also includes the site of "I'm-Europe," which was created to facilitate the European electronic communication services market and multimedia industries.

*European Union Internet Resources* (last modified Mar. 21, 1997) <<http://www.lib.berkeley.edu/GSSI/eu.html>>.

This site is a goldmine. It provides a multitude of links to almost any E.U.-related site that one would want to visit, including the ones above. Sites at research universities like this one tend to be extremely thorough in their coverage and, therefore, especially useful to the researcher.

