Course Information

Class meeting time and place: Mon/Tue/Wed, 1:00-1:50 pm, Classroom 345
Office hours: Mon/Tue/Wed 11:00 am-12:00 pm
Office: Holland Hall 312M
Phone: 352-273-0936
Email: wtzheng@law.ufl.edu

Course Description

No matter what you will want to do as a lawyer, you should know something about business transactions, and you should know something international. This is essentially why you should take this course. This course surveys legal issues arising from several of the most important forms of international business transactions, including international sales transactions, international technology transfer, international licensing and franchising, and foreign direct investment. This course will also discuss international dispute settlement, which is becoming increasingly important for every kind of international business transactions.

This course is designed for students with all levels of background in international business and all levels of interest in a career in international business transactions. You will still be encouraged to take this course even if you know next to nothing about international business or you know you want to become a human rights lawyer. That said, you should at least have a genuine intellectual interest in the topics we will discuss in the course. If you absolutely abhor subjects like sales and anything that comes with them, this course is probably not for you.

This course is a survey course—it discusses important legal concepts and principles in various areas but not in an in-depth way. Students who want to learn more about a particular area are welcome to talk to me about ways to do that. A by-product of the survey nature of this course is that it touches on many subjects that you have learned in law school so far. You will learn or re-learn contracts, international treaties, intellectual property, jurisdiction, and alternative dispute resolution, to name just a few—all in the international context.
Required Course Materials

International Business Transactions: Problems, Cases, and Materials

Course Website

You must register on the course’s website on The West Education Network (TWEN) at http://lawschool.westlaw.com/twen. If you are a law student and do not have a Westlaw account, please contact your student Westlaw representative. If you are not a law student, please ask me to register you as a guest user and I will obtain a temporary Westlaw account for you.

Class Attendance

I expect you to maintain a satisfactory record of class attendance. Beginning in the second week of the semester, you will be required to sign an attendance sheet for every class. However, I understand that circumstances beyond your control may cause you to miss classes. Therefore, each student is allowed to have four (4) absences with no negative consequences. Provided that your total number of absences does not exceed four (4), you do NOT have to notify me of the absences in advance or provide any justifications for them.

If you expect your total number of absences to exceed four (4), however, please do notify me in advance of the anticipated absences. If the circumstances causing the anticipated absences are extraordinary—a determination to be made by me alone—I may exempt you from the class attendance policy for the absences. Extraordinary circumstances include, but are not limited to, medical emergency (with doctor’s note), protracted illness (with doctor’s note), and job interviews (with interviewer’s note). Absences due to observance of religious holidays are exempted from the class attendance requirement, too.

If your total number of absences in the semester exceeds four (4) and you did not obtain advance approval from me, I reserve the right to lower your final grade by half a grade point (A lowered to A-, A- lowered to B+, and so on). If your total number of absences in the semester exceeds eight (8) and you did not obtain advance approval from me, I reserve the right to lower your final grade by one grade point (A lowered to B+, A- lowered to B, and so on).

Class Simulations

You will be required to participate in one class simulation over a hypothetical transaction or case. The class simulations will be between two opposing teams, and the size of the teams will depend on the final enrollment number for this course. The topics and formats of the class simulations and the students who will be conducting them will be announced at least one week in advance. Your performance in the class simulations will account for ten (10) points in the calculation of your final grade (see more details below in Grading).

Class Participation
You are expected to regularly participate in class discussions. Beginning in the second week of the semester, I will randomly call on students to participate in class discussions. Your performance in class participation will account for ten (10) points in the calculation of your final grade (see more details below in Grading).

**Final Examination**

The final exam for this course will be a three-hour open book exam consisting of three or four essay questions. Your performance in the final exam will account for ninety (90) points in the calculation of your final grade.

**Grading**

The composition of your final grade for this course is as follows:

- Class Participation: 10 points
- Class Simulation: 10 points
- Final Exam: 90 points

As explained above in Class Attendance, I reserve the right to adjust your final grade based on your class attendance record.

Generally, I will grant grade change requests only for calculation errors. Substantive review and re-grading of answers to specific questions will not be granted unless answers to ALL questions are reviewed and re-graded.

**Disability Accommodation**

Students with disabilities requesting accommodations should first register with the Disability Resource Center (352-392-8565, www.dso.ufl.edu/drc/) by providing appropriate documentation. Once registered, students will receive an accommodation letter which must be presented to the instructor when requesting accommodations. Students with disabilities should follow this procedure as early as possible in the semester.

**Class Schedule and Assignments**

The following table sets out the class schedule along with the assignment for each class. “CB” in the “Assignment” column stand for “Case Book.” Unless explicitly indicated, you are not responsible for reading the “Notes and Questions” and “Note on [fill in subject]” sections on the assigned pages. Both the schedule and the assignments are subject to change. It is essential that you register at the course website on TWEN so that you can download the most up-to-date assignment information.
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<tr>
<td>Jan. 4</td>
<td>Overview</td>
<td>CB 1-22.</td>
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<tr>
<td>Jan. 5</td>
<td>Legal Framework for International Business Transactions</td>
<td>CB 22-37 (stop before Section B).</td>
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<tr>
<td><strong>Module II: International Sale of Goods</strong></td>
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<tr>
<td>Jan. 6</td>
<td>Overview of International Sale Transactions (I)</td>
<td>CB 49-59</td>
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<td>Jan. 11</td>
<td>Overview of International Sale Transactions (II)</td>
<td>CB 60-65; NQ 1-2 on p. 65.</td>
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<td>Jan. 12</td>
<td>Commercial Terms (I)</td>
<td>CB 67-77</td>
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<tr>
<td>Jan. 13</td>
<td>Commercial Terms (II)</td>
<td>CB 78-82 (stop before Section E); NQ 1-3 on CB p. 82.</td>
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<tr>
<td>Jan. 19*</td>
<td>Class Simulation on International Sales</td>
<td>Class simulation assignments</td>
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<tr>
<td>Jan. 20</td>
<td>CISG (I)</td>
<td>CB 165-73; NQ 1-4 on CB 167-168; Note on the UNIDROIT Principles on CB 171; Statutes: CISG arts. 1, 10, 95.</td>
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<tr>
<td>Jan. 26</td>
<td>CISG (III)</td>
<td>Statutes: CISG arts. 14-16, 18; UCC 2-205, 2-206; CB 189 (start with Section 5)-198.</td>
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<td>Feb. 2</td>
<td>Bill of Lading as Document of Title</td>
<td>CB 82-87; NQ 1-9 on CB 87-89.</td>
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<tr>
<td>Feb. 3</td>
<td>Bill of Lading as Contract of Affreightment (I)</td>
<td>CB 89-97 (stop before the Kirby case); Statutes: Hague Rules arts. I, III:1, IV:1-3 &amp;5, V, VII, X.</td>
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<tr>
<td>Feb. 8*</td>
<td>Class Simulation on International Sales Contract Formation</td>
<td>Class simulation assignments</td>
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<tr>
<td>Feb. 9</td>
<td>Bill of Lading as Contract of Affreightment (II)</td>
<td>Statutes: UCP 600 arts. 1, 2, 4, UCC 5-116; CB 225-241 (stop before Section B); NQ 1-3 on CB 236; NQ 2-3 on CB 240-251.</td>
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<tr>
<td>Feb. 10</td>
<td>Bill of Lading as Contract of Affreightment (III)</td>
<td>CB 111-120.</td>
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<tr>
<td>Feb. 12 (Make-up class)</td>
<td>Letter of Credit Overview; Independence Principle</td>
<td>Statutes: UCP 600 arts. 14-16; CB 241-249; NQ 1-3 on CB 249-251.</td>
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<tr>
<td>Feb. 15</td>
<td>Letter of Credit: Strict Compliance</td>
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<tr>
<td>Date</td>
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<tr>
<td>Feb. 16</td>
<td>Letter of Credit: Fraud (I)</td>
<td>Statutes: UCC 5-109; CB 253-264; NQ 1-4 on CB 265; supplemental reading.</td>
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<tr>
<td>Feb. 17*</td>
<td>Class Simulation on Letter of Credit and Affreightment Contract</td>
<td>Class simulation assignments</td>
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<td>Feb. 19</td>
<td>Letter of Credit: Fraud (II); Standby Letter of Credit</td>
<td>Supplemental reading; CB 265-275 (stop before the Harris case); NQ 1-2 on CB 268-269.</td>
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<tr>
<td>Feb. 22</td>
<td>Cancelled</td>
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<td>Feb. 23</td>
<td>Cancelled</td>
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<td>Feb. 24</td>
<td>Cancelled</td>
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<tr>
<td>Feb. 26 (Make-up class)</td>
<td>Customs Matters (I)</td>
<td>CB 134 (start with Section B)-147.</td>
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<td>Mar. 7</td>
<td>Customs Matters (II)</td>
<td>CB 148-154 (stop before Section 2), 158-159.</td>
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### Module III: Non-Establishment Forms of International Business

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<td>Mar. 8</td>
<td>Agency and Distributorships (I)</td>
<td>CB 283-296 (stop before Section 1); supplemental sales agency agreement.</td>
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<tr>
<td>Mar. 9</td>
<td>Agency and Distributorships (II)</td>
<td>CB 300-306.</td>
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<td>Mar. 14*</td>
<td>Class Simulation on Distributorship Agreement</td>
<td>Class simulation assignments</td>
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<tr>
<td>Mar. 15</td>
<td>Technology Transfer and Licensing (I)</td>
<td>Statutes: Paris Convention, Patent Cooperation Treaty, Berne Convention, TRIPs (skim); CB 307-321</td>
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<td>Mar. 16</td>
<td>Technology Transfer and Licensing (II)</td>
<td>CB 322-333; supplemental reading.</td>
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### Module IV: Foreign Direct Investment

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<td>Introduction; Traditional Framework for Protecting FDI</td>
<td>CB 349-360; NQ 1-3 on CB 360-362.</td>
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<td>Mar. 28*</td>
<td>Class Simulation on Licensing</td>
<td>Class simulation assignments</td>
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<td>Apr. 4*</td>
<td>Class Simulation on Foreign Direct Investment</td>
<td>Class simulation assignments</td>
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<tr>
<td>Apr. 5</td>
<td>FCPA</td>
<td>CB 399-422; supplemental reading.</td>
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### Module V: International Dispute Resolution

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<td>Introduction; International Arbitration (I)</td>
<td>Statutes: New York Convention (skim); CB 587-597 (stop before “Note on Expanding</td>
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<tr>
<td>Date</td>
<td>Course Title</td>
<td>Notes</td>
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<td>Apr. 11</td>
<td>International Arbitration (II)</td>
<td>CB 597 (start with “Drafting the Arbitration Clause”)-600; Statutes: ICC Rules of Arbitration; supplemental reading.</td>
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<td>Apr. 12</td>
<td>International Arbitration (III)</td>
<td>CB 602-612 (stop before the Stolt-Nielsen case).</td>
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<td>Apr. 18</td>
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