**International Business Transactions**

**Law 6261 Section 075D**

**University of Florida Levin College of Law**

**Professor Wentong Zheng**

**Fall 2020**

**Syllabus**

(Updated Aug. 6, 2020)

**Course Information**

Class meeting time and place: Tue/Thu, 1:25-2:50 pm, Classroom: MLAC-106

Office hours: Tue/Thu, 9:30-10:30 am

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**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.

**Course Objectives**

After completing this course, students should be able to:

1. Understand the major legal issues arising from several main forms of international business transactions, including international sales, agency and distributorship agreements, technology licensing agreements, franchise agreements, and foreign direct investment.
2. Understand the business aspects of the above transactions, including their motives, risks, and rewards.
3. Improve the transaction skills required for international business transactions, including negotiation and contract drafting.
4. Be cognizant of the main risks to international business posed by government regulations.
5. Be familiar with the main legal issues involved in the settlements of international business disputes through international arbitration or litigation.

**Required Course Materials**

International Business Transactions: Problems, Cases, and Materials

By Daniel C.K. Chow and Thomas J. Schoenbaum (Aspen Publishers, 3rd Edition)

Statutes and supplemental materials will be posted separately on the course website.

**Course Workload**

It is anticipated that you will spend approximately 2 hours out of class reading and/or preparing for in class assignments for every 1 hour in class.

**Class Attendance**

Attendance is mandatory and you are expected to be on time. 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 two (2) absences with no negative consequences. Provided that your total number of absences does not exceed two (2), 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 two (2), 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 two (2) and you did not obtain advance approval from me, I reserve the right to lower your final grade by one level (A to A-, A- to B+, and so on). If your total number of absences in the semester exceeds six (6) and you did not obtain advance approval from me, I reserve the right to lower your final grade by two levels (A to B+, A- to B, and so on).

*If you will be participating in the class remotely, you are required to be on video in order to be counted as in attendance, and you are expected to be prepared to participate in class discussion on the same terms as students in the classroom.*

**Class Participation**

You will be assigned to a panel of three or four students who will be “on call” for one—and only one—week in the semester. The panel schedule will be distributed separately at the end of the first week. Please make sure that you are prepared for class discussions during your assigned week. You are encouraged to participate in class discussions even if you are not on call. 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**

Date: December 14, 2020, 8:30-11:30 am

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 (100) 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

Final Exam: 100 points

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

The Levin College of Law’s mean and mandatory distributions are posted on the College’s website and this class adheres to that posted grading policy. The following chart describes the specific letter grade/grade point equivalent in place:

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| --- | --- |
| Letter Grade | Point Equivalent |
| A (Excellent) | 4.0 |
| A- | 3.67 |
| B+ | 3.33 |
| B | 3.0 |
| B- | 2.67 |
| C+ | 2.33 |
| C (Satisfactory) | 2.0 |
| C- | 1.67 |
| D+ | 1.33 |
| D (Poor) | 1.0 |
| D- | 0.67 |
| E (Failure) | 0.0 |

The law school grading policy is available at: <http://www.law.ufl.edu/student-affairs/current-students/academic-policies#9>.

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.

## **Academic Honesty**

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Student Honor Code at <http://www.dso.ufl.edu/students.php>.

**Accommodation**

Students requesting accommodation for disabilities must first register with the Disability Resource Center (<http://www.dso.ufl.edu/drc/>). Once registered, students will receive an accommodation letter which must be presented to the Assistant Dean for Student Affairs (Dean Mitchell) when requesting accommodation. Students with disabilities should follow this procedure as early as possible in the semester.

## **Online Course Evaluation Process**

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Guidance on how to give feedback in a professional and respectful manner is available at <https://gatorevals.aa.ufl.edu/students/>. Students will be notified when the evaluation period opens and can complete evaluations through the email they receive from GatorEvals in their Canvas course menu under GatorEvals or via <https://ufl.bluera.com/ufl/>. Summaries of course evaluation results are available to students at <https://gatorevals.aa.ufl.edu/public-results/>.

**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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| Dates | Topic | Assignment | | Class Panel |
| Aug. 25 | Introduction | CB 1-33; skim the entire casebook | |  |
| **Module I: International Sales of Goods** | | | | |
| Aug. 27 | Overview of International Sales | CB 49-65; NQ 1-2 on p. 65. | |  |
| Sept. 1 | Commercial Terms (I) | CB 67-77; supplemental materials | |  |
| Sept. 3 | Commercial Terms (II) | CB 78-82 (stop before Section E) | |
| Sept. 8 | Bills of Lading (I) | CB 89-97 (stop before the Kirby case); Statutes: Hague Rules arts. I, III:1, IV:1-3 &5, V, VII, X; COGSA §§1300, 1301, 1303(1), 1304(1)-(3) & (5), 1307, 1312; Hague-Visby Rules arts. IV:5(a), X; Hamburg Rules art. 5.1. | |  |
| Sept. 10 | Bills of Lading (II) | CB 111-126 | |  |
| Sept. 15 | Letter of Credit Overview | CB 225-249; Statutes: UCP 600 arts. 1, 2, 4, 14, 15, 16, UCC 5-116 | |
| Sept. 17 | The Fraud Exception; Standby Letter of Credit | CB 253-275, NQ 1-2 on CB 268-269, supplemental materials; Statutes: UCC 5-109 | |  |
| Sept. 22 | Continued from Sept. 23 |  | |
| Sept. 24 | CISG | CB 165-182; Statutes: CISG arts. 1, 2, 6, 10, 95; supplemental materials | |  |
| Sept. 29 | International Sales Contract Formation (I) | CB 189-198, NQ on pp. 200-201; Statutes: CISG arts. 14-16, 18, 19; UCC 2-205, 2-206, 207 | |
| Oct. 1 | International Sales Contract Formation (II) | | Continued from Oct. 2 |  |
| **Module II: Government Regulation of International Business** | | | |
| Oct. 8 | Export Control; International Economic Law | CB 128-134, 33-46; supplemental materials | |
| Oct. 8 | Customs Matters | CB 134-159 | |  |
| Oct. 13 | FCPA | CB 399-422; supplemental materials | |
| **Module III: Non-Establishment Forms of International Business** | | | | |
| Oct. 15 | Agency and Distributorships (I) | CB 283-306 | |  |
| Oct. 20 | Agency and Distributorships (II) |  | |
| Oct. 22 | Technology Transfer and Licensing (I) | CB 307-333; Statutes: Paris Convention, Patent Cooperation Treaty, Berne Convention, TRIPs (skim) | |  |
| Oct. 27 | Technology Transfer and Licensing (II) | Supplemental materials | |
| Oct. 29 | Gray Market Goods and Parallel Imports | CB 566-584; supplemental materials | |  |
| Nov. 3 | Franchising | CB 334-346; NQ 1-2 on pp. 346-347; supplemental materials | |
| **Module IV: Foreign Direct Investment** | | | | |
| Nov. 5 | FDI: Overview | CB 349-385; “Note on Enforcement of ICSID Awards” on pp. 386-387; Statutes: US-Argentina Bilateral Investment Treaty (skim), ICSID Rules (skim) | |  |
| Nov. 10 | Transactional Aspects of FDI | CB 423-426, 464-490; | |  |
| **Module V: International Dispute Resolution** | | | |
| Nov. 12 | Introduction; International Arbitration (I) | CB 587-597; Statutes: New York Convention (skim) | |
| Nov. 17 | International Arbitration (II) | CB 597 (start with “Drafting the Arbitration Clause”)-612 (stop before the Stolt-Nielsen case); Statutes: ICC Rules of Arbitration | |  |
| Nov. 19 | International Litigation; Review | CB 621-640; Sample Exam Questions | |