

**INTERNATIONAL BUSINESS TRANSACTIONS
UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW
SPRING 2026 SYLLABUS – LAW 6261 – 3 CREDITS**

Professor Wentong Zheng
Office: Holland Hall 312M
Office Phone: 352-273-0936
Email: wtzheng@law.ufl.edu
Office Hours: Mon/Wed, 12:00-1:00 pm

MEETING TIME: Mon/Wed, 1:15 -2:40 pm

LOCATION: HH285D

COURSE DESCRIPTION AND OBJECTIVES:

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.

STUDENT LEARNING OUTCOMES:

At the end of this course, students should be able to:

- 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.
- Understand the business aspects of the above transactions, including their motives, risks, and rewards.
- Improve the transaction skills required for international business transactions, including negotiation and contract drafting.
- Be cognizant of the main risks to international business posed by government regulations.
- Be familiar with the main legal issues involved in the settlements of international business disputes through international arbitration or litigation.

REQUIRED READING MATERIALS:

International Business Transactions: Problems, Cases, and Materials

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

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

Please be sure to register for the Canvas course and have any required materials with you in print or easily accessible electronic form in class. You are responsible for checking your Canvas page and the e-mail connected to the page on a regular basis for any class announcements or adjustments.

CLASS ATTENDANCE POLICY

Attendance in class is required by both the ABA and the Law School. Attendance will be taken at each class meeting beginning with the second class. Students are allowed four (4) absences during the course of the semester. If you expect your total number of absences to exceed four (4), please 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 one level (A to A-, A- 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 two levels (A to B+, A- to B, and so on). The law school's policy on attendance can be found [here](#).

CLASS PARTICIPATION

You will be assigned to a panel of students who will be “on call” for one—and only one—week. The panel schedule can be found in **Class Schedule** below. Please make sure that you are prepared for class discussions during your assigned week. Inadequate class participation when you are on call may result in your final grade being lowered by one level (A to A-, A- to B+, and so on). You are encouraged to participate in class discussions even if you are not on call. I reserve the right to increase your final grade by one level (A- to A, B+ to A-, and so on) if you maintain an outstanding class participation record throughout the semester.

FINAL EXAM

The final exam for this course will be a three-hour open-book exam consisting of ten short-answer questions and two essay questions. You are allowed to bring any print or electronic materials to the exam room. You will NOT have internet access during the exam.

GRADING

Your final grade for this course will be determined by your performance in the final exam, with possible adjustments on accounts of your class attendance and class participation records (see **Class Attendance** and **Class Participation** above respectively).

UF ACADEMIC POLICIES AND RESOURCES:

Other information about UF academic policies and resources can be found at [this link](#).

COMPLIANCE WITH UF HONOR CODE:

Academic honesty and integrity are fundamental values of the University community. Students should be sure that they understand the UF Law Honor Code located [here](#). The UF Law Honor Code also prohibits use of artificial intelligence, including, but not limited to, ChatGPT and Harvey, to assist in completing quizzes, exams, papers, or other assessments unless expressly authorized by the professor to do so.

INFORMATION ON UF LAW GRADING POLICIES:

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:

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

The law school grading policy is available [here](#).

OBSERVANCE OF RELIGIOUS HOLIDAYS:

UF Law respects students' [observance of religious holidays](#).

- Students, upon prior notification to their instructors, shall be excused from class or other scheduled academic activity to observe a religious holy day of their faith.
- Students shall be permitted a reasonable amount of time to make up the material or activities covered in their absence.
- Students shall not be penalized due to absence from class or other scheduled academic activity because of religious observances.

EXAM DELAYS AND ACCOMMODATIONS:

The law school policy on exam delays and accommodations can be found [here](#).

STATEMENT RELATED TO ACCOMMODATIONS FOR STUDENTS WITH DISABILITIES

Students requesting accommodations for disabilities must first register with the Disability Resource Center (<https://disability.ufl.edu/>). Once registered, students will receive an accommodation letter, which must be presented to the Assistant Dean for Student Affairs (Assistant Dean Brian Mitchell). Students with disabilities should follow this procedure as early as possible in the semester. It is important for students to share their accommodation letter with their instructor and discuss their access needs as early as possible in the semester. Students may access information about various resources on the UF Law Student Resources Canvas page, available at <https://ufl.instructure.com/courses/427635>.

STUDENT COURSE EVALUATIONS

Students are expected to provide professional and respectful feedback on the quality of instruction in this course by completing course evaluations online via GatorEvals. Click [here](#) for guidance on how to give feedback in a professional and respectful manner. Students will be notified when the evaluation period opens and may complete evaluations through the email they receive from GatorEvals, in their Canvas

course menu under GatorEvals, or via <https://ufl.bluer.com/ufl/>. Summaries of course evaluation results are available to students [here](#).

RECORDINGS OF CLASS

Students are allowed to record video or audio of class lectures. However, the purposes for which these recordings may be used are strictly controlled. The only allowable purposes are (1) for personal educational use, (2) in connection with a complaint to the university, or (3) as evidence in, or in preparation for, a criminal or civil proceeding. All other purposes are prohibited. Specifically, students may not publish recorded lectures without the written consent of the instructor. A “class lecture” is an educational presentation intended to inform or teach enrolled students about a particular subject, including any instructor-led discussions that form part of the presentation, and delivered by any instructor hired or appointed by the University, or by a guest instructor, as part of a University of Florida course. A class lecture does not include lab sessions, student presentations, clinical presentations such as patient history, academic exercises involving solely student participation, assessments (quizzes, tests, exams), field trips, private conversations between students in the class or between a student and the faculty or guest lecturer during a class session. Publication without permission of the instructor is prohibited. To “publish” means to share, transmit, circulate, distribute, or provide access to a recording, regardless of format or medium, to another person (or persons), including but not limited to another student within the same class section. Additionally, a recording, or transcript of a recording, is considered published if it is posted on or uploaded to, in whole or in part, any media platform, including but not limited to social media, book, magazine, newspaper, leaflet, or third-party note/tutoring services. A student who publishes a recording without written consent may be subject to a civil cause of action instituted by a person injured by the publication and/or discipline under UF Regulation 4.040 Student Honor and Student Conduct Code.

ABA OUT-OF-CLASS HOURS REQUIREMENTS: ABA Standard 310 requires that students devote 120 minutes to out-of-class preparation for every “classroom hour” of in-class instruction. Each weekly class is approximately 3 hours in length, requiring at least 6 hours of preparation outside of class including reading the assigned materials and working on assigned problems.

COURSE SCHEDULE OF TOPICS AND ASSIGNMENTS

This syllabus is offered as a guide to the direction of the course. Our pace will depend in part on the level of interest and the level of difficulty of each section and is subject to change.

Dates	Topic	Reading Assignments	Class Panel Members
Jan. 21	Introduction	CB 1-35; skim the entire casebook	
Module I: International Sales of Goods			
Jan. 26	Overview of International Sales	CB 63-79; NQ 1-2 on p. 80.	
Jan. 28	Commercial Terms (I)	CB 81-92; supplemental materials	
Feb. 2	Commercial Terms (II); Document of Title	CB 93-97; 98-103	
Feb. 4	Bills of Lading as Affreightment Contracts (I)	CB 107-15 (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.	

Feb. 9	Bills of Lading as Affreightment Contracts (II)	CB 129-140	
Feb. 11	Letter of Credit Overview	CB 255-281; Statutes: UCP 600 arts. 1, 2, 4, 14, 15, 16, UCC 5-116	
Feb. 16	The Fraud Exception; Standby Letter of Credit	CB 285-310; Statutes: UCC 5-109	
Feb. 18	CISG	CB 187-206 (stop before UNCITRAL CLOUT Case 131); Problem 3-2 on p. 200; Statutes: CISG arts. 1, 2, 6, 10, 95; supplemental materials	
Feb. 23	Letter of Credit Fraud	Supplemental materials	
Feb. 25	International Sales Contract Formation (I)	CB 215-232, NQ 2 on pp. 227-208; Statutes: CISG arts. 14-16, 18, 19; UCC 2-205, 2-206, 207	
Mar. 2	International Sales Contract Formation (II)	Continued from Sept. 24.	
Module II: Government Regulation of International Business			
Mar. 4	Export Control; International Economic Law	CB 149-155, 48-61; supplemental materials	
Mar. 9	Customs Matters	CB 156-181	
Mar. 11	FCPA	CB 460-483; supplemental materials	
Module III: Non-Establishment Forms of International Business			
Mar. 23	Agency and Distributorships (I)	CB 317-332 (stop before “Local and Regional Legal Requirements”); supplemental sales agency agreement.	
Mar. 25	Agency and Distributorships (II)	CB 335 (start with Section B)-342; “Note on Key Elements of the EU Rules on Vertical Restraints” on CB 342-344.	
Mar. 30	Technology Transfer and Licensing (I)	Statutes: Paris Convention, Patent Cooperation Treaty, Berne Convention, TRIPs (skim); CB 346-361; CB 622-628.	
Apr. 1	Technology Transfer and Licensing (II)	CB 362-374; supplemental reading.	
Apr. 6	Gray Market Goods and Parallel Imports	CB 639-658.	
Apr. 8	Franchising	CB 375-388.	
Module IV: Foreign Direct Investment			
Apr. 13	FDI: Overview	CB 391-405; NQ 1-3 on CB 405-406; CB 407-445; “Note on Enforcement of ICSID Awards” on CB 447-449; Statutes: US-Argentina	

		Bilateral Investment Treaty (skim), ICSID Rules (skim).	
Apr. 15	Transactional Aspects of FDI	CB 484-487, 520-555.	
Module V: International Dispute Resolution			
Apr. 20	Introduction; International Arbitration (I)	Statutes: New York Convention (skim); CB 661-679 (stop before “Note on Expanding Grounds to Vacate Arbitration Awards”), 671- 674.	
Apr. 22	International Arbitration (II)	Statutes: ICC Rules of Arbitration; CB 675 (start with Section B)-686; NQ 1-3 on CB 681.	
Apr. 27	Choice of Forum; review	CB 698 (start with Section C)-708; “Note on the Hague Convention on Choice of Court Agreements” on CB 710-712; Sample Exam Questions	