

**INTERNATIONAL BUSINESS TRANSACTIONS
LAW 6261 CLASS 24549
UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW
PROFESSOR WENTONG ZHENG
FALL 2024**

SYLLABUS

(Updated Aug 2, 2024)

Course Information

Credit: 3

Class meeting time and place: Tue/Thu, 9:00-10:25 pm, Classroom: HH 382

Office hours: Tue/Thu, 12:00-1:00 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.

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, Fifth 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 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 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).

Class Participation

You will be assigned to a panel of students who will be “on call” for one—and only one—week in the semester. 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. I reserve my right to adjust your final grade based on your class participation record (see also Grading).

Final Examination

Date: December 12, 2024

The final exam for this course will be a three-hour open book exam consisting of ten short-answer questions and two essay questions. Your performance in the final exam will account for 100 percent of your final grade.

Grading

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

Final Exam: 100%

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

As explained above in Class Participation, I reserve the right to adjust your final grade based on your class participation 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:

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 <https://www.law.ufl.edu/life-at-uf-law/office-of-student-affairs/current-students/uf-law-student-handbook-and-academic-policies>.

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.

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.

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.bluera.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.

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.

Dates	Topic	Assignment	Class Panel
Aug. 20	Introduction	CB 1-35; skim the entire casebook	
Module I: International Sales of Goods			
Aug. 22	Overview of International Sales	CB 63-79; NQ 1-2 on p. 80.	
Aug. 27	Commercial Terms (I)	CB 81-92; supplemental materials	
Aug. 29	Commercial Terms (II); Document of Title	CB 93-97; 98-103	
Sept. 3	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.	
Sept. 5	Bills of Lading as Affreightment Contracts (II)	CB 129-140	
Sept. 10	Letter of Credit Overview	CB 225-281; Statutes: UCP 600 arts. 1, 2, 4, 14, 15, 16, UCC 5-116	
Sept. 12	The Fraud Exception; Standby Letter of Credit	CB 285-310; Statutes: UCC 5-109	
Sept. 17	Letter of Credit Fraud	Supplemental materials	
Sept. 19	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	
Sept. 24	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	
Sept. 26	International Sales Contract Formation (II)	Continued from Sept. 24.	
Module II: Government Regulation of International Business			
Oct. 1	Export Control; International Economic Law	CB 149-155, 48-61; supplemental materials	
Oct. 3	Customs Matters	CB 155-181	

Oct. 8	FCPA	CB 460-483; supplemental materials	
Module III: Non-Establishment Forms of International Business			
Oct. 10	Agency and Distributorships (I)	CB 317-332 (stop before “Local and Regional Legal Requirements”); supplemental sales agency agreement.	
Oct. 15	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.	
Oct. 17	Technology Transfer and Licensing (I)	Statutes: Paris Convention, Patent Cooperation Treaty, Berne Convention, TRIPs (skim); CB 346-361; CB 622-628.	
Oct. 22	Technology Transfer and Licensing (II)	CB 362-374; supplemental reading.	
Oct. 24	Gray Market Goods and Parallel Imports	CB 639-658.	
Oct. 29	Franchising	CB 375-388.	
Module IV: Foreign Direct Investment			
Oct. 31	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).	
Nov. 5	Transactional Aspects of FDI	CB 484-487, 520-555.	
Module V: International Dispute Resolution			
Nov. 7	Introduction; International Arbitration (I)	Statutes: New York Convention (skim); CB 661-679 (stop before “Note on Expanding Grounds to Vacate Arbitration Awards”), 671-674.	
Nov. 12	International Arbitration (II)	Statutes: ICC Rules of Arbitration; CB 675 (start with Section B)-686; NQ 1-3 on CB 681.	
Nov. 14	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	