

**INTERNATIONAL BUSINESS TRANSACTIONS
LAW 6261 CLASS 28208
UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW
PROFESSOR WENTONG ZHENG
FALL 2022**

SYLLABUS

(Updated Aug. 3, 2022)

Course Information

Class meeting time and place: Mon/Tue/Thu, 1:15-2:10 pm, Classroom: HH-360
Office hours: Tue/Thu, 12:00-1:00 pm
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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, Fourth Edition, 2020)

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 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 twenty (20) 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. I reserve my right to adjust your final grade by one level based on your class participation performance.

Final Examination

Date: December 13, 2022

The final exam for this course will be a three-hour open book exam consisting of three essay questions. Your performance in the final exam will account for eighty (80) points in the calculation of your final grade. The law school policy on exam delays and accommodations can be found [here](#).

Grading

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

Class Participation: 20 points

Final Exam: 80 points

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

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.

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.ua.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.bluer.com/ufl/>. Summaries of course evaluation results are available to students at <https://gatorevals.ua.ufl.edu/public-results/>.

Class Recording Policy

The Office of Student Affairs will continue to record all classes via Mediasite in case students must miss class for health reasons. The Office of Student Affairs will determine when students may have access to these recordings, and the recordings will be password protected. These recordings will be retained only for a short period of time and it is the student's responsibility to contact the Office of Student Affairs as soon as possible after an absence.

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
Aug. 22	Overview; Legal Framework for International Business Transactions	CB 1-60.
Module I: International Sale of Goods		
Aug. 23	Overview of International Sale Transactions	CB 61-77; "Note on Trade Financing" on CB 64-65.
Aug. 25	Commercial Terms I	CB 79-89 (stop before Section D); supplemental reading.
Aug. 29	Commercial Terms II	CB 89-93 (stop before Section E); NQ 1-3 on CB 94.
Aug. 30	Bill of Lading as Document of Title	CB 94-98; NQ 1-7 on CB 98-101.
Sep. 1*	Class Simulation on International Sales	Class simulation assignments
Sep. 6	Bill of Lading as Contract of Affreightment (I)	CB 102-111; Statutes: Hague Rules arts. I, III:1, IV:1-3 & 5, V, VII, X.
Sep. 8	Bill of Lading as Contract of Affreightment (II)	Statutes: COGSA §§1300, 1301, 1303(1), 1304(1)-(3) & (5), 1307, 1312; Hague-Visby Rules arts. IV:5(a), X; Hamburg Rules art. 5.1; CB 124-142; NQ 1-2 on CB 131-132.
Sep. 12	Letter of Credit Overview; Independence Principle	Statutes: UCP 600 arts. 1, 2, 4, UCC 5-116; CB 243-257; NQ

		1-2 on CB 253-254; NQ 2-3 on CB 258.
Sep. 13	Letter of Credit: Strict Compliance	Statutes: UCP 600 arts. 14-16; CB 258-266; NQ 1-2 on CB 266-267.
Sep. 15	Letter of Credit: Fraud (I)	Statutes: UCC 5-109; CB 270-281; NQ 1-3 on CB 281-282; supplemental reading.
Sep. 19*	Class Simulation on Letter of Credit and Affreightment Contract	Class simulation assignments
Sep. 20	Letter of Credit: Fraud (II); Standby Letter of Credit	Supplemental reading; CB 282-292 (stop before the Harris case).
Sep. 22	Cancelled	
TBD (makeup)	CISG (I)	Statutes: CISG arts. 1, 10, 95; CB 181-191; NQ 1-4 on CB 191-192.
Sep. 26	CISG (II)	Statutes: CISG arts. 1(2), 2(a), 6; Prob. 3-2 on CB 192-193; CB 194-198 (stop before CLOUT Case 131); St. Paul. Guardian Ins. Co. v. Neuromed Med. Sys. & Support GmbH (supplemental reading).
Sep. 27	International Sales Contract Formation (I)	Statutes: CISG arts. 14-16, 18; UCC 2-205, 2-206; CB 206 (start with Section 5)-215.
Sep. 29	International Sales Contract Formation (II)	Statutes: CISG art. 19; UCC 2-207; NQ 2 on CB 217-218.
Oct. 3*	Class Simulation on International Sales Contract Formation	Class simulation assignments
Oct. 4	Customs Matters (I)	CB 149 (start with Section B)-163.
Oct. 6	Customs Matters (II)	CB 164-170 (stop before Section 2), CB 173-175.
Module III: Non-Establishment Forms of International Business		
Oct. 10	Agency and Distributorships (I)	CB 299-312; supplemental sales agency agreement.
Oct. 11	Agency and Distributorships (II)	CB 316 (start with Section B)-322; “Note on Key Elements of the EU Rules on Vertical Restraints” on CB 322-324.
Oct. 13*	Class Simulation on Distributorship Agreement	Class simulation assignments
Oct. 17	Technology Transfer and Licensing (I)	Statutes: Paris Convention, Patent Cooperation Treaty, Berne Convention, TRIPs (skim); CB 325-339; CB 586 (start with Section II)-590.
Oct. 18	Technology Transfer and Licensing (II)	CB 340-352; supplemental reading.

Oct. 20	Gray Market Goods and Parallel Imports (I)	CB 600 (start with Section III)-618.
Oct. 24	Gray Market Goods and Parallel Imports (II)	Supplemental reading.
Oct. 25	Franchising	CB 353-365; NQ 1-2 on CB 365.
Oct. 27*	Class Simulation on Licensing	Class simulation assignments
Module IV: Foreign Direct Investment		
Oct. 31	Introduction; Traditional Framework for Protecting FDI	CB 367-380; NQ 1-3 on CB 380-381.
Nov. 1	Multilateral and Bilateral Treaties	Statutes: US-Argentina Bilateral Investment Treaty (skim), ICSID Rules (skim); CB 382-417; “Note on Enforcement of ICSID Awards” on CB 418-420.
Nov. 3	Transactional Aspects of FDI	CB 458-461 (stop before Section B), CB 491-525.
Nov. 7*	Class Simulation on Foreign Direct Investment	Class simulation assignments
Nov. 8	FCPA	CB 434-457; supplemental reading.
Module V: International Dispute Resolution		
Nov. 10	Introduction; International Arbitration (I)	Statutes: New York Convention (skim); CB 619-629 (stop before “Note on Expanding Grounds to Vacate Arbitration Awards”).
Nov. 14	International Arbitration (II)	CB 629 (start with “Drafting the Arbitration Clause”)-632; NQ 1-3 on CB 632-633; Statutes: ICC Rules of Arbitration; supplemental reading.
Nov. 15	International Arbitration (III)	CB 633-644 (stop before the Stolt-Nielsen case).
Nov. 17	Choice of Forum	CB 654 (start with Section A)-663; “Note on the Hague Convention on Choice of Court Agreements” on CB 665-666.
Nov. 21	Review	Sample Exam Questions