

**INTERNATIONAL BUSINESS TRANSACTIONS
LAW 6261 CLASS 26320
UNIVERSITY OF FLORIDA LEVIN COLLEGE OF LAW
PROFESSOR WENTONG ZHENG
FALL 2023**

SYLLABUS

(Updated Aug. 7, 2023)

Course Information

Credits: 2

Class meeting time and place: Tue/Thu, 3:15-4:10 pm, Classroom: HH-270

Office hours: Tue/Thu, 1:00-2:00 pm or by appointment

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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, 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, 2023)

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

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 three (3) absences with no negative consequences. Provided that your total number of absences does not exceed three (3), 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 three (3), 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 three (3) 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).

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.

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.

Final Examination

Date: December 14, 2023

The final exam for this course will be a three-hour open book exam consisting of five (5) short answer questions and two (2) essay questions.

Grading

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

Final Exam: 100 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.

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.

UF Levin College of Law Standard Policies

Other information about UF Levin College of Law policies, including compliance with the UF Honor Code, Grading, Accommodations, Class Recordings, and Course Evaluations can be found at this link: <https://ufl.instructure.com/courses/427635/files/74674656?wrap=1>.

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 11-19 (stop before Section IV), 26 (start with Section V)-37, 48-61.
Module I: International Sale of Goods		
Aug. 24	Overview of International Sale Transactions	CB 63-79; “Note on Trade Financing” on CB 65-67.
Aug. 29	Commercial Terms I	CB 81-92; supplemental reading.
Aug. 31	Commercial Terms II	CB 93-97; NQ 1-3 on CB 97-98.
Sep. 5	Bill of Lading as Document of Title	CB 98-103; NQ 1-7 on CB 103-106.
Sep. 7	Letter of Credit Overview; Independence Principle	Statutes: UCP 600 arts. 1, 2, 4, UCC 5-116; CB 255-271); NQ 1-2 on CB 266-267; NQ 2-4 on CB 271-272.
Sep. 12	Letter of Credit: Strict Compliance	Statutes: UCP 600 arts. 14-16; CB 272-281; NQ 1-2 on CB 281-282.
Sep. 14	Cancelled	
Sep. 19	Letter of Credit: Fraud (I)	Statutes: UCC 5-109; CB 285-298; NQ 1-3 on CB 298; supplemental reading.
Sep. 20 (makeup)	Letter of Credit: Fraud (II); Standby Letter of Credit	Supplemental reading; CB 299-310 (stop before the Harris case).
Sep. 21	CISG (I)	Statutes: CISG arts. 1, 10, 95; CB 187-199; NQ 1-4 on CB 199-200.
Sep. 26	CISG (II)	Statutes: CISG arts. 1(2), 2(a), 6; Prob. 3-2 on CB 200; CB 202-206 (stop before CLOUT Case 131); St. Paul. Guardian Ins. Co. v. Neuromed Med. Sys. & Support GmbH (supplemental reading).
Sep. 28	Customs Matters (I)	CB 156 (start with Section B)-167.
Oct. 3	Customs Matters (II)	CB 169-174, 179-181.
Module II: Non-Establishment Forms of International Business		
Oct. 5	Agency and Distributorships (I)	CB 317-332; supplemental sales agency agreement.
Oct. 10	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. 12	Technology Transfer and Licensing (I)	Statutes: Paris Convention, Patent Cooperation Treaty, Berne Convention, TRIPs (skim); CB 346-361; CB 622-628.
Oct. 17	Technology Transfer and Licensing (II)	CB 362-374; supplemental reading.
Oct. 19	Gray Market Goods and Parallel Imports	CB 639-658.
Module III: Foreign Direct Investment		
Oct. 24	Introduction; Traditional Framework for Protecting FDI	CB 391-405; NQ 1-3 on CB 405-406.
Oct. 26	Multilateral and Bilateral Treaties	Statutes: US-Argentina Bilateral Investment Treaty (skim), ICSID Rules (skim); CB 407-445; “Note on Enforcement of ICSID Awards” on CB 447-449.
Oct. 31	Transactional Aspects of FDI	CB 484-487, 520-555.
Nov. 2	FCPA	CB 460-483.
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. 9	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	CB 698 (start with Section C)-708; “Note on the Hague Convention on Choice of Court Agreements” on CB 710-712.
Nov. 16	Review	Sample Exam Questions