International Business Transactions

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Course Syllabus

Course Objectives: This course will address private international business transactions including cultural concerns in cross boarder transacting, the modern forms and patterns of transacting, Conflicts of Law, the International Sale of Goods, the primary payment model employed, foreign direct investment, policing foreign corrupt practices, dispute resolution, and corporate social responsibility. A problems based textbook and teaching methodology that requires consistent student preparation and participation for class sessions will expose students to both transactional and litigation issues faced by business owners, planners, and attorneys.

(Unless otherwise indicated, problems appearing in a designated page range are included in the assignment.)

Chapter 1: Introduction (Session 1)

1. Background Considerations, Role of Counsel, Cultural Issues, pp. 1-12  
 2. Growth of International Business, Modern Forms, New Developments, pp. 12-23

3. Legal Framework for International Business, pp. 23-34

4. International Economic Law, pp. 34-50

Chapter 2: International Sale of Goods (Sessions 2, 3, & 4)

1. Overview of the International Sale, pp. 51-68  
 2. Commercial Terms, pp. 68-78  
 3. Interpretation of Commercial Terms, pp. 78-90  
 4. Contract of Affreightment, Bills of Lading, pp. 90-107

5. Contract of Affreightment, Bills of Lading, pp. 107-120

6. Bill of Lading and Marine Insurance, pp. 120-132

7. Export Trade Matters, pp. 132-143

8. Import Trade Matters, pp. 143-157  
 9. Import Cases, pp. 157-173

Chapter 3: The Sales Contract (Session 5)

1. Choice of Law, CISG, pp. 175-186   
 2. Other Issues Related to Scope, pp. 186-196  
 3. Formation of the Contract, pp. 197-219  
 4. Rejection and Excuse, pp. 219-229  
 5. Remedies, pp. 229-234

Chapter 4: The Letter of Credit (Sessions 6 & 7)

1. Overview, pp. 235-242  
 2. Independence Principle, pp. 242-251

3. Strict Compliance, pp. 251-264  
 4. Fraud, pp. 264-280  
 5. Standby Letters of Credit, pp. 281-296

Chapter 5: Non-Establishment Forms of Business (Session 7 continued, Session 8\*)

1. Introduction, Distribution Agreement, pp. 297-310

2. Local and Regional Laws, pp. 310-322  
 3. Technology Transfer and Licensing, pp. 322-337

4. Patent Licensing Agreement, \*pp. 337-350 (Session 8)

5. Business Format Franchising, pp. 350-364

Chapter 6: Foreign Direct Investment (Session 8 continued, Sessions 9, 10 & 11)

1. Decision to Invest, Traditional International Investment Law, pp. 365-380

2. Multilateral and Bilateral Investment Treaties, \*pp. 381-408 (Session 9)

3. NAFTA, WTO, pp. 408-420

4. Foreign Corrupt Practices Act, pp. 420-444 (Session 10)

5. FDI in China, pp. 482-518 (Session 11)

Chapter 8: Dispute Resolution (Sessions 12 & 13)

1. Introduction and Arbitration, pp. 613-628

2. Enforcing the Agreement to Arbitrate, pp. 628-644  
 3. Litigation, pp. 644-657  
 4. Choice of Law, pp. 657-665

5. Jurisdiction, pp. 665-680 (Session 13)  
 6. Sovereign Immunity and Act of State, pp. 680-692  
 7. International Comity and Service of Process, pp. 692-701  
 8. Recognition and Enforcement of Judgments, pp. 725-35

Chapter 9: Corporate Social Responsibility (Session 14)

1. Introduction and Codes of Conduct, pp. 737-751

2. Codes of Conduct, pp. 751-763

3. Exporting Hazard and Liability for Industrial Accidents, pp. 763-781

4. Alien Tort Statute, pp. 781-794