

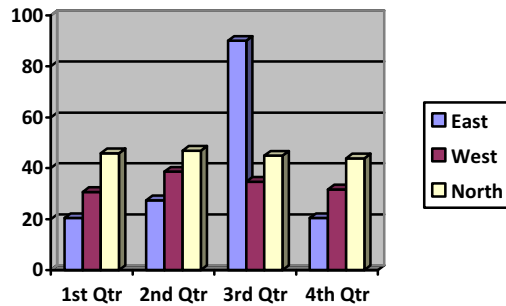
INTERNATIONAL BUSINESS TRANSACTIONS

Professor Lee

Spring 2011

3 credits

T Th 3:45-5pm



SYLLABUS

Course Objectives

To introduce you to the work performed by lawyers in international business transactions, and to ground you in the specific skills and knowledge needed to negotiate multinational transactions.

Coverage

International and several domestic regulatory frameworks for foreign trade and investment. Focus on distributorships, franchises, and joint venture vehicles for direct foreign investment. Negotiating strategies for multinational transactions. Specific coverage of the business and legal contexts of Europe, China, and Japan.

Materials

The majority of the assignments are from the 2d edition of Chow & Schoenbaum, International Business Transactions (Aspen, 2010). Page numbers below refer to this text. The casebook readings are supplemented by materials and links posted on our electronic blackboard, including two review exercises which are designed to help you review the material for the examination. The review exercises provide opportunities to identify and solve the problems faced by lawyers on international business transactions.

Professor Lee's Office Hours and Contact Information

Feel free to drop by my office to discuss the course material anytime. I will post office hours, and I am also happy to discuss the course material with you in the classroom after class. If you prefer, make an appointment with me in advance.

Grading and Expectations

Your grade ordinarily will be based 100% on a final examination or research paper. The

examination comprises one or more hypothetical international business transactions and several questions about what a specified lawyer should do. In all your responses, support your answers with details from the course materials and citations to your sources. You will have three hours to complete the examination, and it will be open-book, meaning that you can consult any written materials, published or not. Your objectives will be to,

- 1) demonstrate what you learned from the textbook International Business Transactions, the in-class lectures and discussions, and the review exercises. To best accomplish this, use details from these materials to illustrate the points you make in your argument;
- 2) demonstrate your ability to apply that material and analyze it in a persuasive and original way.

If you choose to write a research paper instead, choose a topic related to something in the syllabus. I would like to meet with you to help you define the scope of your topic and identify sources and strategies for your research. Follow these guidelines for the organization of the results of your project:

Structure and Organization:

- 1) **Heading:** Your name, date, “Professor Lee’s International Business Transactions class,” “Research Paper,” a title of your choosing that summarizes your main argument.
- 2) **Introduction:** Choose an overarching conclusion or argument, state that upfront, then follow it with a summary of the main points that comprise your conclusion or argument.
- 3) **Body:** Several titled sections containing detailed support. Entitle each section with a phrase summarizing the point that you are supporting in that section. Use complete paragraphs to make up each section.
- 4) **Conclusion:** Summarize your main points and remind the reader how they add up to the conclusion you draw.

Citation:

Cite fully to all sources you use, including the textbook and the lectures. Include author’s full name, title of the publication, journal (if any), publisher (if book), year of publication, and page number(s). For websites, cite not just to the website, but also to the page of the site where you found the material and the date you found it. Put your citations in to footnotes at the bottom of the page. Where your source cites to another source, cite to that too.

Length:

about 25 pages, including footnotes. Number the pages. Margins and font are up

to you.

You will get much more out of this course if you prepare the reading assignments before the class period in which we are due to cover them, including the problems. At the end of each period, Professor Lee will announce what is likely to be covered during the next meeting. Do your best to volunteer to participate in discussions and to respond when invited to join in. The format of the class promotes active learning through your input into our discussions and exercises. To that end, put aside all distractions and open yourself up to our discussion. It helps if you stay seated for the duration of the class period once class begins to minimize disruptions to the rest of the class, and if you refrain from using your electronic devices for anything other than the collective task at hand. I reserve the right to add or deduct points from your grade to reflect the level of your effort.

Topics and Assignments

- I. Introduction (weeks 1 and 2).
1-23, Problems 1-1, 1-3, 1-4, 1-5.
23-50, Problems 1-7, 1-8, 1-9.

- II. International Trade (weeks 3-6).
Simple Trade Transactions, 51-78, Problems 2-1, 2-2, 2-3.
Distributorships, 297-320, Problems 5-1, 5-2, 5-3, 5-4, 5-5, 5-6.

- III. Technology Transfer (weeks 7-8).
Licensing, 322-350, Problems 5-7, 5-8, 5-9, 5-10.
Franchising, 350-364, Problems 5-11, 5-12.

- IV. Foreign Direct Investment (weeks 9-11).
Introduction, 365-373, Problem 6-1.
Legal Aspects.
 - 1. Investment and the World Trade Organization, 417-420.
 - 2. Corruption, 420-433, Problems 6-4, 6-5, 6-6, 6-7, 6-8.Transnational Aspects, 444-447.
 - 1. Europe, 448-463, Problems 6-9, 6-10, 6-11.
 - 2. China, 482-518, Problems 6-13, 6-14, 6-15, 6-16, 6-17, 6-18.Financial Aspects, lecture.
 - 1. Countertrade.
 - 2. Currency Controls.
 - 3. Transfer Pricing.Negotiation, lecture.

- V. Intellectual Property Rights (week 12).
Piracy and Counterfeiting, 553-581,
Problems 7-1, 7-2, 7-3, 7-4, 7-5.
TRIPS, 581-597.

Gray-Market Goods and Parallel Imports, 597-606.

VI. Dispute Resolution (week 13).

Introduction, 613-619.

Arbitration, 619-627.

Choice of Forum, 645-654.

Choice of Law, 657-664.

VII. Review (week 13).

Review exercises for the examination, based on material posted on the electronic blackboard and the above readings.