

Professor Jacob Katz Cogan
Office: Room 409
Telephone: 556-0105

Spring 2008
jacob.cogan@uc.edu

International Business Transactions

Summary: This course is intended to prepare students to represent clients in a variety of business transactions that contain international elements. The emphasis is on the formation and enforcement of agreements between private commercial parties and on the anticipation and recognition of issues that are peculiar to, or are especially prevalent in, international business. The course follows a sequence of increasingly complex transactions, from the isolated purchase and sale of goods, through sales through distributors and licensing, to foreign direct investment. Topics include: the formation of the basic commercial transaction; financing the international sale of goods; agency and distributorships; licensing of intellectual property; establishing and operating a foreign investment; corruption; and dispute settlement. Although discussed in summary, the international regulation of national trade laws, through the WTO and regional agreements such as the NAFTA, is the subject of a separate course on International Trade.

Materials: The required book for this course is Daniel C.K. Chow & Thomas J. Schoenbaum, *International Business Transactions: Problems, Cases, and Materials* (Aspen Publishers 2005). Texts of relevant documents can be found in the same authors' documents supplement, which I will distribute electronically.

Attendance: Regular class attendance is required. Unexcused absences will lower your grade, and excessive unexcused absences may result in your withdrawal from the course or exclusion from the final exam. Excused absences (e.g., illness, family emergency, religious observance) will not put you in such jeopardy. If you are seeking an excused absence, please give me a brief explanation in writing (by email).

Grading: Your grade will be based on a final exam and class participation. In considering class participation and its positive or negative impact on your final grade, I will take into account such things as: your level of preparation, as reflected in whether and how well you answer in class; your classroom performance generally (e.g., your willingness and ability to engage in classroom discussion in a considered and thoughtful manner); and attendance (e.g., excessive absences and/or tardiness). The class participation component will also depend on the successful completion of a number of assigned problems throughout the term.

Class Communications: I will make announcements in class and, occasionally, by email. When communicating by email, I will use your UC email address. You are responsible for checking your UC email regularly.

Office Hours: Mondays, 3PM-4PM. I am also available at other times by appointment.

Assignments

Chapter 1. Introduction

1. IBT Background: History, Forms, Current Developments, Cultural Concerns, and the Role of Counsel, pp. 1-27 (January 14)
2. IBT Legal Framework; International Economic Law, pp. 27-57 (January 17)

Chapter 2. The International Sale of Goods

3. Overview of the International Sales Transaction, pp. 59-75 (January 24)
4. Commercial Terms and Their Interpretation, pp. 75-93 (January 28)
5. Documents of Title; the Contract of Affreightment, pp. 96-107 (January 31)
6. The Bill of Lading; Marine Insurance, pp. 107-130 (February 4)
7. Export and Import Trade Matters, pp. 130-158 (February 7)
8. Import Trade Matters (cont.), Valuation, Rules of Origin, pp. 158-186 (February 11)

Chapter 3. The Sales Contract

9. Choice of Law; Introduction to the CISG, pp. 187-206 (February 14)
10. CISG: Interpreting the Convention, Contract Formation, pp. 206-227 (February 18)
11. CISG: Performance, Remedies, pp. 227-249 (February 21)

Chapter 4. The Letter of Credit

12. Overview, pp. 251-258 (February 25)
13. The Independence and Strict Compliance Principles, pp. 258-284 (February 28)
14. The Fraud Exception, pp. 284-303 (March 3)
15. Standby Letters of Credit, pp. 303-320 (March 6)

Chapter 5. Non-establishment Forms of Business

16. Introduction; Agency and Distributorships, pp. 321-348 (March 10)
17. Technology Transfer and Licensing, pp. 348-364 (March 13)
18. Patent License Agreement, pp. 364-377 (March 17)
19. Business Formal Licensing, pp. 377-392 (March 20)

Chapter 6. Foreign Direct Investment

20. The Decision to Invest; International Investment Law, pp. 393-404, 410-432 (March 31)
21. International Investment Law (cont.), pp. 432-442 (April 3)
22. Foreign Corrupt Practices Act, pp. 448-473 (April 7)
23. FDI in the EU, pp. 474-498 (April 14)
24. FDI in the EU (cont.); FDI in China, pp. 498-531 (April 17)
25. FDI in China (cont.), pp. 531-555 (April 21)

Chapter 8: Dispute Resolution

26. Litigation, pp. 657-677, 762-775 (April 24)
27. Arbitration, pp. 677-702 (April 28)

Note: We will not meet on January 21 (MLK Day), March 24 and 27 (Spring Break), and April 10 (I will be out of town). We will discuss a make-up date for the April 10th class, which will be used (depending on our progress during the term) either to catch-up on the assigned material or to review in preparation for the final exam.