INTRODUCTION

This course focuses on international business transactions, that is, on the formation and enforcement of agreements between private commercial parties with a particular emphasis on issues that arise in a transnational setting. The course will proceed from basic transactions for the purchase and sale of goods, to more complicated technology transfer and licensing agreements, and ultimately to joint venture and foreign direct investment agreements. The course focuses on the “micro” perspective of the private business actor, rather than the “macro” or public policy perspective of the regulator. Topics addressed in the course include the Convention on the International Sale of Goods (“CISG”), letters of credit and documentary sales transactions, agency and distribution contracts, technology transfers through licensing and other agreements, and the regulation and protection of foreign direct investments, especially in the context of expropriations.

MATERIALS

The casebook for this course is DANIEL C.K. CHOW & THOMAS J. SCHOENBAUM, INTERNATIONAL BUSINESS TRANSACTIONS: PROBLEMS, CASES AND MATERIALS (3rd Ed., 2015). There is also a required DOCUMENTS SUPPLEMENT (2015) for this Third Edition of the casebook. In addition, supplemental reading may be assigned and posted in .pdf form on CANVAS.
COURSE OBJECTIVES

This course aims to:

- Provide you with an understanding of how certain treaties and other rules governing private business transactions facilitate trade and investment activity in a cross border context
- Deepen your understanding of trade and investment law as a framework for private economic transactions
- Improve your abilities to read and interpret complex commercial statutes and treaties
- Help you identify future trends in the law of international business transactions

COURSE POLICIES AND EXAMINATION

There will be an open-book final examination for this class at the end of the quarter, which will consist of 4-6 short answer problems and which is worth 85% of your grade. You may consult your course textbook, your class notes our outlines you prepare, any other handouts or resources posted on the course website. You may not use any commercial study guides or study aides that are not your own work product. You will receive practice exam questions towards the end of the course as well as a “care package” which lists the statutory or treaty sections you will be responsible for knowing on the final examination.

The remaining 15% of your grade will be based on participation in our classroom discussions. In addition to general participation, you will be asked serve as an in-class “expert” twice during the quarter: This requires you to be prepared to lead class discussion and to be able to answer questions relating to the assigned problems in the textbook. Sign-ups for the expert sessions will be offered through signupgenius.com, through a link to be provided via CANVAS. You will need to prepare written answers to the problems and to send them to the instructor no later than 8 p.m. the night before class. You will receive participation credit if you make a good faith effort to complete the problems even if your answers are incorrect. A “good faith” effort means that you take the time to answer the problems fully, and provide references to relevant treaty or statute sections.

Regardless of whether or not you are designated as an “expert” for a given day, it is your responsibility to be prepared to analyze and discuss each of the problems in the assigned reading. Also, where appropriate, please be sure to look up relevant statutory and documentary materials referenced in the assigned reading in your documentary supplement.

I also reserve the right to adjust a student’s grade upward or downward based on participation in and attendance in class. The law school’s grading policy is available at http://www.law.washington.edu/students/academics/Grading.aspx

ACCESS AND ACCOMMODATION

Your experience in this class is important to me. If you have already established accommodations with Disability Resources for Students (DRS), please communicate your approved accommodations to me at your earliest convenience so we can discuss your needs. If you have not yet established services through DRS, but have a temporary health condition or permanent disability that requires
accommodations (conditions include but not limited to; mental health, attention-related, learning, vision, hearing, physical or health impacts), you are welcome to contact DRS at 011 Mary Gates Hall or 206-543-8924 or uwdrs@uw.edu or disability.uw.edu. DRS offers resources and coordinates reasonable accommodations for students with disabilities and/or temporary health conditions. Reasonable accommodations are established through an interactive process between you, your instructor(s) and DRS. It is the policy and practice of the University of Washington to create inclusive and accessible learning environments consistent with federal and state law.

STUDENT LEARNING TECHNOLOGIES (UW-IT) SUPPORT

Contact help@uw.edu or 206-221-5000 for UW NetID and general networking support. UW-IT maintains a help desk at the Odegaard Undergraduate Library.

RESEARCH SERVICES LIBRARIANS

The Research Services librarians are legal research experts who are dedicated to helping students with research questions, database training, locating academic resources, etc. Visit the library’s UW Law Students page (Links to an external site.)Links to an external site, for more information about their services generally. To get help, you can email the Research Services librarians directly at lawref@uw.edu. You are also welcome to visit the Reference Office on L1 to speak with the Research Services librarian on duty. If you have a detailed research question or would prefer to meet privately with a librarian, you may set up an appointment.
# SCHEDULE OF READINGS

(SUBJECT TO CHANGE & SUPPLEMENTATION)

<table>
<thead>
<tr>
<th>CLASS AND DATE</th>
<th>DESCRIPTION</th>
<th>CASEBOOK READING</th>
<th>CASEBOOK PROBLEMS</th>
<th>DOC. SUPP.</th>
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| Class 1  
Tuesday, April 2 | Intro to IBT  
- Growth of International Business  
Legal Framework for International Business  
-Sources of International Business Law | pp. 1-33 |  |  |
| Class 2  
Thursday, April 4 | The International Sales Transaction 1  
Overview of the International Sales Transaction  
-Expectation of the parties  
The International Context | pp. 49-59 | Notes and questions 1-3, p. 57 |  |
| Class 3  
Tuesday, April 9 | The International Sales Transaction 2  
-The Bill of Lading  
-ICC Incoterms | pp. 60-77 | 2-1 through 2-3 | Pomerene Act, selected provisions, pp. 215-219 |
| Thursday, April 11 | ***No Class*** | | | |
| Class 4  
Tuesday, April 16 | The International Sales Transaction 3  
-Interpretation of Commercial Terms  
-Documents of Title | pp. 78-89 | 2-4 through 2-6 | |
| Class 5  
Thursday, April 18 | CISG 1  
-Choice of law in international sales  
<table>
<thead>
<tr>
<th>Class</th>
<th>Date</th>
<th>Topic</th>
<th>Pages</th>
<th>Text References</th>
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<td>6</td>
<td>Tuesday, April 23</td>
<td>CISG 2 - Contractual Formation</td>
<td>pp. 189-206</td>
<td>CISG Arts. 14-24; pp. 3-5</td>
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<td>7</td>
<td>Thursday, April 25</td>
<td>CISG 3 - Performance - Remedies</td>
<td>pp. 206-213, 220-225</td>
<td>CISG Arts. 25-88 (pp. 5-16)</td>
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<td>Tuesday, April 30</td>
<td>Letters of Credit 1 - Sources of Letter of Credit Law - Letter of Credit Basics - The Independence Principle</td>
<td>pp. 225-241</td>
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<td>9</td>
<td>Thursday, May 2</td>
<td>Letters of Credit 2 - Strict Compliance - Fraud Exception (Part 1)</td>
<td>pp. 241-251, 253-257</td>
<td>4-8 through 4-11</td>
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<td>10</td>
<td>Tuesday, May 7</td>
<td>Letters of Credit 3 - Fraud Exception (Part 2) - Standby Letters of Credit</td>
<td>pp. 258-281</td>
<td>4-12 through 4-14</td>
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<td>Thursday, May 9</td>
<td>Non-Establishment Forms 1 - Beyond the Sales Transaction - Agency and Distributorships - Control - Termination Issues - Intellectual Property Issues</td>
<td>pp. 283-296</td>
<td>5-1 through 5-3</td>
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<td>Tuesday, May 14</td>
<td>Non-Establishment Forms 2 - Local and Regional Legal Requirements - Antitrust and Competition Issues</td>
<td>pp. 296-307</td>
<td>5-4 through 5-6</td>
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<td>13</td>
<td>Thursday, May 16</td>
<td>Non-Establishment Forms 3 - Technology Transfer and Licensing - Patent License Agreements</td>
<td>pp. 307-334</td>
<td>5-7 through 5-10</td>
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| Class 14 | Non-Establishment Forms 4  
|          | - Franchising  
|          | Direct Investment 1  
|          | - The Decision to Invest  
|          | - Forms of Direct Investment | pp. 334-357 | 5-11 and 5-12 |
| TBD      | OPTIONAL: Review Session  
|          | - Practice Exam Discussion  
|          | - Preparing for the Final Exam | | Take the Practice Exam! |
| Class 15 | Direct Investment 2  
|          | - Global Trends in International Direct Investment  
|          | - Introduction to International Investment Law  
|          | - Multilateral and Bilateral Investment Treaties | pp. 357-386 | 6-1 and 6-2 | ICSID Convention, Arts. 25-28, 36-47, 64, 67-75 (pp. 137-150, passim). Model BIT, Arts. 2-7, 18, 24-27, and Annex B (pp. 303-326, passim). |
| Exam     | FINAL EXAM | | | | |