INTERNATIONAL BUSINESS TRANSACTIONS FALL 2010

PROFESSOR ALLEN BLAIR

Office HoursContact InformationMondays11:00 – 12:00Phone: 651.523.2794

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Thursdays 2:30 – 4:00 Other Times By Appointment

Most of us will always live locally – in our own communities, states, countries. But globalization has meant that we are, at the same time, part of a global community. . . . This will entail more than just treating others with respect. It will entail thinking about what is fair: what, for instance, would a fair trade regime look like. . . . And it will entail thinking carefully about when we need to impose rules and regulations to make the global system work, and when we should respect national sovereignty, allowing each to make the decisions appropriate for themselves. ¹

Introduction

Navigating the maze of international business and trade can be exciting and challenging. The International Business Transactions course covers not a single legal subject but rather a collection of diverse and often novel legal issues cutting across many subject areas. Any given international business transaction ("IBT") might implicate numerous substantive legal subjects, including antitrust laws, consumer protection regulations, intellectual property laws, human rights laws (both domestic and international), contract laws, securities and banking laws, corporate regulations, environmental regulations, import and export regulations, and tax laws. Frequently, two or more differing legal regimes could govern a given transaction.

This course is an introduction, then, to a core subset of the many possible issues that relate to international business transactions. We will not deal, in depth, with any single issue, and we will not cover every conceivably relevant or important issue. Instead, our primary focus over the semester will be to answer the question: "What is it that a lawyer can do to assist her or his clients who are engaging in international business dealings?" To that end, we will be spending a lot of time thinking about the role of an international business lawyer in dealing with transactional, regulatory, litigation and treaty-based concerns on behalf of clients.

Required Texts

- Daniel C.K. Chow and Thomas J. Schoenbaum, International Business Transactions (2d ed. 2010) ("Casebook").
- Daniel C.K. Chow and Thomas J. Schoenbaum, International Business Transactions Document Supplement 2010-11 (2010) ("Supplement").
- Handouts on TWEN

¹ JOSEPH E. STIGLITZ, MAKING GLOBALIZATION WORK (2007).

Preparation and Participation

The course will ask you to put to work most of the skills and knowledge that you've learned in law school so far. Because IBT is not really a single subject, it will also require an investment of time from you. Unlike some classes where the pieces all fit together neatly, IBT involves a mosaic of often colorfully divergent pieces. You'll want to make sure that you are devoting time to this course as the semester progresses. Waiting until the end of the semester to try and put all of the pieces together would be a mistake.

For those of you who know me, you know that I tend not to lecture much. That said, this class will contain more lecture-like moments than my other classes. I expect and hope, though, that we will have many energetic and widely participatory discussions. After all, this is a pure elective, so I presume that you all have a strong interest in and excitement about the course. Ultimately, I expect that all of us will contribute to one another's learning. This last point requires, of course, that you engage respectfully and professionally with your colleagues and with me.

Fundamental Goals

In summary form, over the course of this semester, I expect you to learn to:

- Understand the role of international business lawyers in framing transactions, resolving disputes, implementing policy changes, and helping clients negotiate regulatory systems;
- Comprehend fundamental rules, processes, and conventions regulating international contracts;
- Comprehend a selected set of fundamental rules governing the world economic environment, including trade regulations and basic banking regulations and systems;
- Comprehend fundamental rules regulating international institutions and corporations, including rules of incorporation and jurisdictional rules;
- Ask pertinent legal and factual questions about a given international business transaction and consult and understand the appropriate sources of law that will help you answer those questions;
- Formulate and communicate situation-specific strategies and arguments to assist your clients;
 and
- Discuss and critically evaluate some of the theories and assumptions at the core of policy debates about globalization generally and international business transactions specifically.

Attendance

Missing more than three classes will constitute excessive absence for purposes of the Law School's attendance policy. If a conflict arises with a particular class, please let me know as soon as possible. I will endeavor to make reasonable accommodations to folks who have personal, religious, or other conflicts and let me know about such conflicts in a timely manner.

Computer Use

You may use laptop computers or other electronic devices in class to take notes and access course-related materials. You should not use your laptop or electronic devices for other purposes.

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TWEN

You will need to register for this course's page on TWEN as soon as possible. In addition to posting required handouts and Keynote (presentation) slides that I show in class, I will occasionally post non-mandatory supplemental materials that might interest you.

Grading and The Exam

Your grade this semester will be based on a final examination (60%), one short-answer quiz (20%), and one short paper (20%). Additionally, I reserve the right to bump grades up or down based on exceptional participation.

The Final Examination

The final examination will be a two-hour, semi-open book test – you may use your textbook, notes, and any handouts that I've provided to you. We will discuss the structure and format of the examination, as well as my expectations regarding the examination, in more detail as the semester progresses.

The Quiz

I will give one in-class and quiz during the semester. This will be a 45-minute, short-answer quiz.

This quiz is treated like the final exam. I cannot excuse you from taking it. If you have a conflict, you must seek a special accommodation from the Dean of Student and Multicultural Affairs. I will oppose any accommodation request unless: (a) you have a preexisting conflict and you have made arrangements with me in advance; or (b) you have a significant personal or family emergency and you contact me as expeditiously as possible.

Short Papers

Over the course of the semester, you will need to turn in one short paper (1,500 – 2,000 words). You will be able to choose a topic for this paper from several options, which will be made available to you during the first week of class. The paper will be due no later than December 6. (You will submit this paper electronically, in Word (.doc) format, to a TWEN electronic dropbox.)

Grade Bumps

I reserve the right to bump a final grade up or down one-half letter grade step for exceptional (either positive or negative) participation. Few, if any, grades will be bumped.

Reading Assignments and Schedule

We'll cover a significant portion of the textbook this year. Because different classes move at different paces, however, I am only providing assignments through September in this syllabus. I will distribute another group of assignments no later than September 20.

If we fall behind schedule, I will distribute revised assignment lists as soon as possible.

Also, please notice that I do not generally assign sections out of the Supplement. <u>You should, however, review the portions of the Supplement relevant to the assigned readings.</u>

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- 8/24 **Casebook 1-12**
 - **Handout Transnational Lawyering Intro and Two Cases**
- 8/26 Casebook 12 34
 - Handout Brief Primer on Sources of Public International Law
- 8/31 Casebook 34 50

In class, we'll discuss the materials briefly and then watch selected video clips from Commanding Heights: The Battle for the World's Economy

- 9/2 No Class -- Convocation
- 9/7 Casebook 51 83
- 9/9 Casebook 83 112
- 9/14 Casebook 112 132
- 9/16 Casebook 132 161
- 9/21 Casebook 161 183
 - Handout Political Economy of International Sales Laws
- 9/23 Casebook 183 208
- 9/28 Casebook 208 234
 - Focus on Problems 3-20, 3-21, 3-22, 3-23, and 3-24
- 9/30 Casebook 235 261
- 10/5 Casebook 261 284
 - Catch up if necessary.