**University of Baltimore School of Law**

**Spring 2011**

**Course**: International Business Transactions

LAW Code: 728

Section 512

**Instructor**: Craig Martin

410-873-4192
cmartin2@ubalt.edu (preferred)

Office Hours**: Monday and Wednesday 1500-1630 hrs;** orby appointment

**Days/Time:** Tuesday and Thursday – 1:30 – 2:45 p.m.

**Location:**  Room 206

**Course Description**:

This course is designed to give students a broad overview of the law — domestic, foreign and international — governing international business transactions. There are no prerequisites. We begin by learning some basic principles and looking at several issues that are crucial to understanding most kinds international transactions: the role of international lawyers, international dispute resolution, relevant principles of international law, the place of international law in the U.S. legal system, and the extraterritorial application of domestic law.

These introductory sessions will be followed by eight problems, each focused on a different type of transaction: transnational sales, agency and distributorship agreements, licensing of intellectual property, foreign direct investment, mergers and acquisitions, joint ventures, development/concession agreements, and international debt instruments. Most of the problems focus on a sample agreement and related transaction documentation. Along the way, we shall look at some of the principal kinds of regulation, foreign and domestic, that apply to each, including antitrust law, securities law, tax law, and the foreign corrupt practices act.

The classes for the latter half of the course, in which we are examining the problems, will require significant class participation in terms of discussion and join analysis of the problems. We may spend longer on some problems than others.

**Course Materials:**

The materials are **Vagts, Dodge, and Koh, Transnational Business Problems (4th ed. 2008) (VDK)**. In addition, several handout materials may be distributed through the course portal on TWEN during the course.

**Course Objectives and Outcomes**:

This course is designed to give students a broad overview of the law — domestic, foreign and international — governing international business transactions.

**Grades:**

Grade for the course will be based on participation (15%), and a final 3 hour open-book exam (85%).

**Assignments/Participation:**

The problem portion of the course will involve considerable class discussion and debate of the issues under examination each week. Students are expected to be familiar with the material for each class, and to be able to engage the issues on the basis of those readings.

A number of students will be identified the week before as being the team to take the lead on the problem to be examined the following week. They should be particularly prepared to lead the discussion on the problem.

**Attendance**:

Class attendance is a primary obligation of each student whose right to continued enrollment in the course and to take the examination is conditioned upon a record of attendance satisfactory to the professor. A student who exceeds the maximum allowable allowances as illustrated below [Attendance Policy: <http://law.ubalt.edu/template.cfm?page=267> ] may be compelled to withdraw from the course, or may be barred from sitting for the final exam. Students who are forced to withdraw for exceeding the allowed absences may receive a grade of WA (withdrawal due to excessive absences) or a grade of WF.

**Course Web Page:**

This course has a WESTLAW - TWEN webpage that links to this syllabus, announcements, any class assignments, and other class materials. There will also be the option for online discussion of the issues under examination in the class.

**Computers**

Students may use laptop computers for the purposes of taking notes, or referring to notes prepared for class.

During the problem phase of the course, listening, thinking, and engaging in discussion will be far more helpful than taking notes, and minimum use of laptops will be encouraged.

**The use of laptops for accessing social-networking sites, checking email, or otherwise surfing the internet, is forbidden, and may lead to the loss of privileges to use laptops.**

**Class Cancellation**

If the instructor must cancel a class, notices will be sent to students via email and posted on the classroom door. If there is inclement weather, students should visit the University of Baltimore web page or call the University's Snow Closing Line at (410) 837-4201. If the University is not closed, students should presume that classes are running on the normal schedule.

**Academic Integrity:**

Students are obligated to refrain from acts that they know or, under the circumstances, have reason to know will impair the academic integrity of the University and/or the School of Law. Violations of academic integrity include, but are not limited to: cheating; plagiarism; misuse of library materials; use of another’s book or study materials without consent; unapproved multiple submissions; material misrepresentation of one’s academic history or standing; misrepresentation of any academic matter; intentionally giving another student false or inaccurate information about class requirements; inappropriate discussion of exams; and misrepresenting or falsifying class attendance reports. [Reference to School of Law Honor Code <http://law.ubalt.edu/template.cfm?page=477> ]

**Disability Policy**

If you are a student with a documented disability who requires an academic accommodation, please contact Karyn Schulz, Interim Director of Disability Support Services at 410-837-4141 or via email at kschulz@ubalt.edu.

**Course Plan**

The following is a rough guide to the pace at which the material will be covered. It may be adjusted as the course progresses. More specific reading assignments will be provided each week in advance. References are to the text, Vagts, Dodge, and Koh, *Transnational Business Problems*, 4th ed. (2008).

**Class 1** – Introduction: Transnational Lawyering.

Reading: Chapter I (A).

**Class 2 –** International Dispute Resolution – US and Foreign Courts.

 Reading: Chapter I (B) (1-4).

**Class 3** – International Dispute Resolution – Arbitration.

 Reading: Chapter I(B)(5).

**Class 4** – Transnational Law: Transnational law and Customary Int’l Law.

 Reading: Chapter II (A & B).

**Class 5** – Transnational Law, Treaties, and Extraterritorial Application of Antidiscrimination Law.

 Reading: Chapter II (C & D(1)).

**Class 6** – Transnational Law: Extraterritorial Application of Anti-trust Law.

 Reading: Chapter II (D)(2).

**Class 7** – World Economic Environment: Intro and Trade.

 Reading: Chapter III (A & B).

**Class 8** – World Economic Environment – Trade & Monetary System.

 Reading Chapter III (B & C).

**Class 9** – Corporate Actors: The Nationality of Corporations and Foreign Corporations.

 Reading: Chapter IV (A & B).

**Class 10** – Corporate Actors: The Multinational Enterprise

 Reading Chapter IV (C).

**Class 11** – International Tax:

 Reading: portions of Chapter V.

**Class 12** – Wrapping up theory, discussion, and preparation for problems.

**Class 13 & 14** – Problem 1 - Transnational Sales

 Reading: Problem 1.

**Class 15 & 16** – Problem 2 – Agency and Distribution Agreements

 Reading: Problem 2.

**Class 17 & 18** – Problem 3 – Licensing Agreement

 Reading: Problem 3.

**Class 19 & 20** – Problem 4 – Establishment of an Operation Abroad.

 Reading: Problem 4.

**Class 21 & 22** – Problem 5 – Mergers and Acquisitions.

 Reading: Problem 5.

**Class 23 & 24** – Problem 6 – International Joint Ventures.

 Reading: Problem 6.

**Class 25 & 26** – Problem 7 – Development Agreements.

 Reading: Problem 7.

**Class 27 & 28** – Problem 8 – International Debt Instruments.

 Reading: Problem 8.