Course and Objectives

The course examines laws related to the conduct of business across borders. Objectives include: 1) better comprehension of the significance of different sources of law affecting transnational businesses; 2) improved understanding of the lawyer’s role in counseling businesses operating across borders; and 3) increased facility with the use of international business law materials.

Administrative Items

Classes: Class will be held on Mondays and Wednesdays from 10:45 a.m. – 12:00 p.m.

Course Web Page on TWEN: You will need to enroll for the course on Westlaw’s TWEN. I will be using the TWEN course web page to convey information (e.g., assignments, schedule changes, etc.). Accordingly, you need to check the TWEN page regularly.

Class Performance: Regular, punctual class attendance and participation are course requirements along with the final examination. This includes attendance and participation in a separately scheduled negotiations exercise that will be discussed in class. I reserve the right to raise or lower grades by half a letter based on classroom performance.

Please record your presence on distributed attendance sheets. I will comply with the law school’s policy on attendance. Accordingly, if you miss more than 6 classes for any reason, you will have to explain all your absences to Dean Arrington and may receive no credit or a failing grade for the course.

Final Examination: There will be an open-book examination.

Text and Other Materials: The required text is Ronald A. Brand, Fundamentals of International Business Transactions (2000). I also assign readings from additional materials to supplement the required text.

You should get more out of the course – and a better understanding of international business law in general – by regularly reading the Financial Times, Wall Street Journal, and/or Economist.
Below are some reference materials that you may wish to consult during the semester:


*Barron’s Dictionary of Finance and Investment Terms*


**Contact Information and Office Hours:** My office is located in Room 337. My telephone number is (205) 348-1117, and my e-mail address is krosen@law.ua.edu. My scheduled office hours are Mondays and Wednesdays at 9:00 a.m. – 10:00 a.m. However, I am in the law school regularly, and you are welcome to come by my office to ask questions outside of scheduled office hours (although I may ask you to return at a mutually convenient time).

**Recording Devices:** The use of recording devices is prohibited without my prior permission.

**Accommodations:** Students with disabilities or special needs are encouraged to contact Claude Reeves Arrington, Associate Dean for Academic Affairs, at 205-348-2728 (carrington@law.ua.edu) so that any individual needs for support services can be evaluated and accommodated in a timely manner. Please let me know if I can be of assistance as well.

**Course Outline**

I. **Introduction**

   International law basics

   Contract history basics

II. **Basic sales transactions**

   Documentary sales transactions

   Nonperformance

   Remedies

   International sale of goods law
III. Beyond sales: Forms of business

Employees, agents, and distributors
Licensing and franchising
Branches and subsidiaries
Mergers and acquisitions and competition law
Joint ventures

IV. Finance

Letters of credit (sales revisited)
Financing Assistance: Export-Import Bank and development banking organizations
Raising capital and securities laws

V. Ethics

Ethics issues for the international attorney
Foreign Corrupt Practices Act
Other attorney conduct rules

VI. Dispute resolution

Choice of law
Choice of forum
Other international litigation issues

VII. The overlay of public international law and international politics

Expropriation, political risk, and insurance
ICSID arbitration
Sanctions and special issues

VIII. Future issues for foreign direct investment