Class sessions: Room 164  
9:00 a.m.-10:15 a.m., Tuesdays and Thursdays  
Teacher: Vanessa Oqueli-Riera  
Email: vanessa.oqueli@garciabodan.com  
Phone: 618 571-1938  
Textbook: International Business Transactions, Problems, Cases, Materials  
Office Hours: Tuesdays, Thursdays 10:30-11:45 a.m. or by appointment  

Course Description:  
The International Business Transaction Course aims to explain the students the difference between private and public transactions. It will focus and introduce students to the transactions conducted between private citizens and corporations in different countries and analyze the legal and cultural aspects that involve doing business internationally (advantages and disadvantages, risks), as well as the international forums and institutions. In the course of this study we will review the different forms of international business: Agency and distributorships, technology transfer, contract manufacturing and franchising as well as direct investment, and we will learn and practice some skills needed by international business lawyers, particularly contract negotiation and drafting.

Learning Objectives: By the end of this course, I expect students will be able to:
1. Recognize various types of international business transactions.
2. Understand the role and challenges of an international lawyer.
3. Understand not only the legal aspects but the cultural differences that are inherent to international transactions.
4. Learn about the international rules that govern international transactions.

Required Reading:  
The reading assignments for this course will be drawn from Chow & Schoenbaum, International Business Transactions: Problems, Cases and Materials (Aspen 3rd Edition. 2015). Some additional readings may be distributed in class or placed on reserve in the library.

Workload Expectations:  
The American Bar Association standards for accrediting law schools contain a formula for calculating the amount of work that constitutes one credit hour. According to ABA Standard 310(b)(1), “a “credit hour” is an amount of work that reasonably approximates: (1) not less than one hour of classroom or direct faculty instruction and two hours of out-of-class student work per week for fifteen weeks, or the equivalent amount of work over a different amount of time. This is a 3-credit hour class, meaning that we will spend two 1 hour 15-minute blocks of time together each week (a 150-minute block each Tuesday and Thursday). The amount of assigned reading and out of class preparation should take you about 3 hours for each class session and 6 hours for the week. All told, applying the ABA standard to the number of credits offered for this class, you should plan on spending a total of 9 hours per week (3 in class and 6 preparing for class) on course-related work.

Evaluation:  
Your grade will be based on the following factors:
- 2 individual case analyses 10 points each
- 1 group case analysis-presentation 15 points
- Mid-term Essay 30%
- Final examination- drafting a contract 30%
- Class participation 5 points.

The grades of students who have elected to take this course with S/U grading will be converted by the Registrar according to the following scale: 2.1 or greater = Satisfactory; below 2.1 = Unsatisfactory. Only students who receive a satisfactory grade will earn academic credit for the

**Collaboration and Plagiarism:**
In this class, there will be some assignments where collaboration is allowed and even encouraged and others where it is not. As a general rule, other than graded assignments, you are allowed to discuss assignments with any other student currently in the class, but you are not allowed to rely on any written materials from any other person.

Plagiarizing another's work, in whole or in part, is a violation of the Honor Code and can lead to serious penalties, including expulsion. An Honor Code investigation must also be reported to the Bar Examiners, even if you are cleared of any violation. The Honor Code defines plagiarism as:

> passing off another’s ideas, words, or work as one’s own, including written, oral, multimedia, or other work, either word for word or in substance, unless the student author credits the original author and identifies the original author’s work with quotation marks, footnotes, or other appropriate designation in such a way as to make clear the true author of the work.

**Emergency Procedure:**
Southern Illinois University Carbondale is committed to providing a safe and healthy environment for study and work. Because some health and safety circumstances are beyond our control, we ask that you become familiar with the SIUC Emergency Response Plan and Building Emergency Response Team (BERT) program. Emergency response information is available on posters in buildings on campus, available on BERT’s website at [www.bert.siu.edu](http://www.bert.siu.edu), Department of Safety’s website [www.dps.siu.edu](http://www.dps.siu.edu) (disaster drop down) and in Emergency Response Guideline pamphlet. Know how to respond to each type of emergency.

Instructors will provide guidance and direction to students in the classroom in the event of an emergency affecting your location. It is important that you follow these instructions and stay with your instructor during an evacuation or sheltering emergency. The Building Emergency Response Team will provide assistance to your instructor in evacuating the building or sheltering within the facility.

If you have any questions about emergency procedures, please contact Judi Ray ([judiray@siu.edu](mailto:judiray@siu.edu)).

**Disability Policy**
Disability Support Services provides the required academic and programmatic support services to students with permanent and temporary disabilities. DSS provides centralized coordination and referral services. To utilize DSS services, students must come to the DSS to open cases. The process involves interviews, reviews of student-supplied documentation, and completion of Disability Accommodation Agreements. [http://disabilityservices.siu.edu/](http://disabilityservices.siu.edu/). Upon completion of a Disability Accommodation Agreement with DSS, students should bring the agreement to the School of Law Registrar’s Office to ensure the School of Law provides the proper classroom and examination accommodations.

**Saluki Cares**
The purpose of Saluki Cares is to develop, facilitate and coordinate a university-wide program of care and support for students in any type of distress—physical, emotional, financial, or personal. By working closely with faculty, staff, students and their families, SIU will continue to display a culture of care and demonstrate to
our students and their families that they are an important part of the community. For Information on Saluki Cares: (618) 453-5714, or siucares@siu.edu, http://salukicares.siu.edu/index.html. At the School of Law, Assistant Dean Judi Ray is also available to help students access university resources. Her email is judiray@siu.edu, and her phone number is 618-453-3135.

Class Attendance and Preparation:
You are expected to attend classes on a regular basis and be on time. Absences in excess of six (6) classes will be dealt with in accordance with the law school rules and are likely to result in a grade reduction or withdrawal from the course. Attendance will be taken daily. You are responsible for making sure you sign in each day and for keeping track of your absences. If you enter the room after the class has begun, you may not sign the attendance sheet. Your signature on the attendance sheet constitutes a representation that you have read the assigned material and are prepared to discuss it in an intelligent fashion.

If you are unprepared for class but would like to attend and receive the benefit of the class discussion: (1) do not sign the attendance sheet; (2) give me a note at the start of class with your name and the date. A day of “noting out” counts as one of your permitted absences.

Classroom Etiquette:
Please be courteous to the others in the classroom by keeping distractions to a minimum, turning off any noise-making devices, and giving the class your full attention. You are welcome to use laptops in the classroom for note-taking and other authorized tasks. However, other uses of technological devices are likely to be distracting and possibly even offensive to other persons in the classroom and are therefore prohibited. If I believe there is a problem with improper usage of laptops or other electronic devices in class, I reserve the right to ban them. If it is absolutely necessary for you to leave the classroom while class is in session, please do not disrupt the class upon entering or exiting the room.

TWEN (The West Education Network):
You should register for this course on TWEN as soon as possible and no later than the first week of classes. The syllabus and reading assignments are or will be posted on TWEN, as well as other relevant information. You will be expected to check TWEN each week and are responsible for any materials posted on TWEN. I will also periodically send class-related e-mails to the address you list on TWEN, so be sure you list an e-mail address that you check regularly.

Tentative schedule:
This is the proposed schedule for the semester. It may have some variations over the course of the semester depending on the discussions/questions that we are involved in. Any change will be included and posted on a revised Syllabus. For each class I have included the reading assignment from our text, we will analyze the suggested reading assignments and discuss notes, questions and problems.

Day 1. Tuesday August 21.
Welcome! Introduction.
Chow & Schoenbaum Background Considerations, Role of Counsel, Cultural Issues, Growth of International Business, Modern Forms, New Developments, (pp. 1-22). Consider problems 1-1 to 1-5

Day 2. Thursday August 23.
The Legal Framework of International Business Transactions. Relationship of sources of International Law to Domestic Law. Chow & Schoenbaum (pp 22-33). Consider problem 1-6 and 1-8
Day 3. Tuesday August 28.

Day 4. Thursday August 30.
Overview of the International Sale, Commercial Terms, Chow & Schoenbaum (pp 49-77). Consider problems from 2-1 to 2-3

Day 5. Tuesday September 04.
Interpretation of Commercial Terms, Contracts of Affreightment and the Bill of Lading Chow & Schoenbaum (pp 78-101). Consider problems from 2-4 to 2-6

Day 6. Thursday September 06.
Contracts of Affreightment and the Bill of Lading, Chow & Schoenbaum (pp. 101-121)

Day 7. Tuesday September 11.
Insurance and Export Trade Matters, Import Trade Matters, Chow & Schoenbaum (pp. 121-148). Consider problems 2-9, 2-10. Group case analysis. Provide answers and considerations-in class presentation to problems 2-15, 2-16

Day 8. Thursday September 13.
Import Cases, Chow & Schoenbaum (pp. 148-163). Consider problems 2-18, 2-19

Chapter 3: The Sales Contract
Choice of Law, CISG, Other Issues Related to Scope; Formation of the Contract Chow & Schoenbaum (pp. 165-199). Consider problems 3-2, 3-5, 3-7

Formation of the Contract cont’d, Payment by Buyer and Excuse, Remedies, Chow & Schoenbaum (pp. 199-224). Consider problems 3-10, 3-14, 3-15

Day 11. Tuesday September 25.
Chapter 4: The Letter of Credit
Consider problems 4-1, 4-7

Day 12. Thursday September 27.
Fraud, Standby Letters of Credit, Chow & Schoenbaum (pp 253-281). Due date Mid Term Essay

Day 13. Tuesday October 2.
Chapter 5: Non-Establishment Forms of Business
Introduction, Distribution Agreement, Local and Regional Laws, Chow & Schoenbaum (pp 283-307)

Day 14. Thursday October 04.
Technology Transfer and Licensing, Chow & Schoenbaum (pp. 307-322)
Day 15. Tuesday October 09.
Patent Licensing Agreement, Business Format Franchising, Chow & Schoenbaum (pp. 322-347)

Day 16. Thursday October 11
Chapter 6: Foreign Direct Investment
Decision to Invest, Traditional International Investment Law, Chow & Schoenbaum (pp. 349-362)

Day 17 Tuesday October 16
Multilateral and Bilateral Investment Treaties, NAFTA, WTO, Chow & Schoenbaum (pp. 362-398)

Day 18 Thursday October 18
Foreign Corrupt Practices Act, pp. 399-413 (skipping Problem 6-7), Chow & Schoenbaum

Day 19 Tuesday October 23
FCPA cont’d, Chow & Schoenbaum (pp. 413-423) (including Problem 6-7)

Day 20 Thursday October 25
Investment Outline and Four Freedoms in the EU, Chow & Schoenbaum (pp. 423-433)

Day 21 Tuesday October 30
Establishment, EU Competition Law, Chow & Schoenbaum (pp. 433-445) (skipping Problem 6-12)

Day 22 Thursday November 1st
EU Competition Law cont’d, Chow & Schoenbaum pp. 445-457 (including Problem 6-12)

Day 23 Tuesday November 06
FDI in China, Chow & Schoenbaum (pp. 457-468)

Day 24 Thursday November 08
FDI in China cont’d, Chow & Schoenbaum pp. (469-492)

Day 25 Tuesday November 13
FDI in Brazil, Chow & Schoenbaum (pp. 493-523)

Day 26 Thursday November 15
FDI in Brazil cont’d, Chow & Schoenbaum (pp. 509-523)

Day 27 Tuesday November 27
Chapter 9: Corporate Social Responsibility
Introduction and Codes of Conduct, Codes of Conduct (pp. 713-737)

Day 28 Thursday November 29
Exporting Hazard and Liability for Industrial Accidents, Alien Tort Statute, Chow & Schoenbaum (pp. 737-766)

Final Examination