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Office

Hrs:

Tu/Th12:30-2:00 &

& by appointment

LEGL 4900/6900 ~ Fall 2009
International Legal Transactions for Business

COURSE DESCRIPTION: Study of laws, agreements, and institutions that affect international business transactions with particular emphasis on legal risk in global transactions, including sales contracts, major trade agreements, regulation of imports and exports, anti-trust law, intellectual property rights, labor and employment law, environmental law, as well as cultural, political, and ethical problems related to international legal transactions.

ADDITIONAL REQUIREMENTS FOR GRADUATE STUDENTS

Graduate students will write a research paper on a current international legal topic relevant to the issues considered in the course. In connection with this research, graduate students will be expected to read extensively on the topic and to consult with the instructor as they construct their reading list. Graduate students will also take an essay final exam in which they will be required to identify and discuss legal issues in a case study involving international legal transactions designed to test their ability to apply the legal concepts to business scenarios.

Required Prerequisites: LEGL 2700 or LEGL 2800H for undergraduate students

COURSE OBJECTIVES OR EXPECTED LEARNING OUTCOMES: To familiarize students with the legal and ethical considerations that affect international business transactions, to enable them to form an initial understanding of the international marketplace necessary to become informed leaders in the business community. To introduce students to legal issues in an international context, which is essential to engaging in effective risk management for multi-national corporations. To alert students to new issues in international law, especially those related to emerging technologies. To this end, emphasis will be placed on applying the law to current business news/events.

TOPICAL OUTLINE

Introduction to the International Law and Legal Transactions for business
International Law and Organizations
Sales Contracts and Excuses for Nonperformance
The Documentary Sale & Terms of Trade
Bank Collections, Trade Finance, and Letters of Credit
Resolution of International Disputes
National Lawmaking Powers and the Regulation of U.S. Trade
GATT and the WTO: Basic Principles
Regulating Import Competition and Unfair Trade
Laws Governing Access to Foreign Markets
Imports, Customs and Tariff Law
NAFTA
The EU and Other Regional Areas of Trade
Regulation of Exports
International Marketing Law
Licensing Agreements and the Protection of Intellectual Property
Political Risk: Nationalization, Expropriation & Other Takings
Labor and Employment Discrimination Law
Regulating the Competitive Environment

UGA's Honor Code & Academic Honesty - UGA Student Honor Code: "I will be academically honest in all of my academic work and will not tolerate academic dishonesty of others." *A Culture of Honesty*, the University's policy and procedures for handling cases of suspected dishonesty, can be found at www.uga.edu/ovpi. All students are responsible for maintaining the highest standards of honesty and integrity in every phase of their academic career. All academic work must meet the standards contained in "A Culture of Honesty." Students are responsible for informing themselves about those standards before performing any academic work. If you have any questions, please do not hesitate to ask me or to consult <http://www.uga.edu/ovpi/honesty/acadhon.htm> for more information about the UGA's policies.

I. THE LEGAL LANDSCAPE: INTERNATIONAL LAW AND LEGAL RISK IN GLOBAL TRANSACTIONS

Aug 18: Introduction to the Course: Legal Risk in Global Transactions

Sign up for an oral argument or presentation

Aug 20: Chapter 1 - Introduction to International Business (focus on the cases)

Cases: *First Flight 15, Dayan 18, Union Carbide 27, Gaskin 37, DIP SpA 47*

Aug 25: Chapter 2 - International Law and the World's Legal Systems

Cases: *Paquette Habana* 49, *Alvarez-Machain* 51 & *Renkel* 54, *Congo* 62, *Khaki* 79 and
ATCA: *Aguinda* 672 & *Roe* 656 **Turn in Index Cards by this date**

Aug 27: Chapter 19 - Political Risk: Nationalization, Expropriation & Privatization

Cases: *INA Corp.* 610, *Saudi Arabia* 615, *National Thermal* 620

Sept 1: DiscoveryTimes Documentary: *China Rises: Getting Rich*

II. INTERNATIONAL SALES TRANSACTIONS *Contract Negotiation Exercise* – **Sept 3-22**

Th 3: Chapter 3 - Resolution of International Commercial Disputes, Case: *Bremen* 91

Chapter 4 - Sales Contracts and Excuses for Nonperformance

Handout: Contract Negotiation assignment & formation of groups

Tu 8: Chapter 5 - The Documentary Sale & Terms of Trade

Chapter 7 - Bank Collections, Trade Finance, and Letters of Credit

Contract Negotiations in class (groups are encouraged to bring laptops)

Sept 22: Bring 2 copies of your full draft of the contract to class for a contract editing session/critique

Sept 24: **CONTRACTS DUE** at the beginning of class

Presentation (#1): Fraud in Action: Bernard Madoff's \$50+ Billion International Ponzi Scheme

III. REGULATION OF U.S TRADE AND MAJOR TRADE AGREEMENTS

Sept 29: Chapter 8 - National Lawmaking Powers and the Regulation of U.S. Trade

Oral Argument (#2): Should the U.S. ratify the pending FTA with Colombia?

Oct 1: **Journals Due** for Mid-Point Check *WITH A TABLE OF CONTENTS COVER SHEET*

LEGL 4900 Review Session (1st half) LEGL 6900 paper checkpoint (2nd half)

Oct 6: **MIDTERM EXAM / LEGL 6900 RESEARCH SESSION**

Oct 8: Chapter 9 - GATT and the WTO: Basic Principles Cases: *EC Bananas* 300 & 305

Presentation (#3): USA v. China – WTO Actions

Oct 13: Chapter 14 – NAFTA Cases: *Cross Border Trucking* 477, *Metalclad* 482, *Samsonite* 490

Trading Democracy PBS Documentary re: Chapter XI Expropriation under NAFTA

Oct 20: Chapter 15 - The EU and Other Regional Areas of Trade, Cases: *Commission* 501,

European Parliament 510, *National Farmer's Union* 513

Oct 22: **Oral Argument (#4): Should the EU be enlarged to include Turkey?**

Oct 27: DiscoveryTimes Documentary *China Rises: City of Dreams*

Oct 29: **Presentation (#5) China: The Rio Tinto Case**

Fall Break

IV. REGULATION OF IMPORTS AND EXPORTS

Nov 3: Chapter 11 - Regulating Import Competition and Unfair Trade, Cases: *Argentina Footware* 360,
Chilean Salmon 369, *Harley-Davidson* 362 & *European Steel* 377

Chapter 13 - Regulation of Exports

V. REGULATION OF THE INTERNATIONAL MARKETPLACE: THE IMPORTANCE OF NATIONAL LAW

Nov 5: Chapter 16 - International Marketing Law; Case: *Carbolic Smoke Ball* 537 & Case: FCPA 545

Presentation (#6): A Culture of Bribery: Siemens

Nov 10: Licensing Agreements and the Protection of Intellectual Property, Cases: *WIPO* 563, *Champagne* 567

Presentation (#7): Protecting “Champagne” worldwide

Nov 12: **Oral Argument (#8): Tiffany v. eBay: Is eBay doing enough to repress the sale of fakes?**

(2nd Cir. pending case)

Nov 17: Chapter 20 - Labor and Employment Discrimination Law – international differences

Nov 19: Chapter 22 - Regulating the Competitive Environment

The Art of the Steal – Discuss pp. 1-96

Thanksgiving Break

Dec 1: *The Art of the Steal* – Discuss pp. 97-318

Dec 3: *The Art of the Steal* – Discuss pp. 319-end

– **JOURNALS DUE at the beginning of class (staple or folder; no binders) WITH A TABLE OF CONTENTS COVER SHEET (FOR THE ENTIRE SEMESTER, NOTING WHICH ENTIRE ARE PRE & POST THE MIDPOINT)**

-- **LEGL 6900 PAPERS DUE by 5 p.m. in Dr. P's mailbox, 206 Brooks Hall (late papers will result in loss of points on a daily basis)**

FINAL EXAM: Tuesday, 15 December 8-11 a.m.

***Briefing Cases** - As you prepare the legal cases for class, you should note the following issues: 1) The case name, citation, date; 2) Parties (who is suing?); 3) Facts (what is the bottom line of the dispute?); 4) Procedural History (what happened in the courts before the decision in the text?); 5) Legal issue(s) (what questions is the court asked to decide?); 6) Prevailing party; 7) What is the court's holding? (i.e. basis for the decision); and 8) What practical points are raised that may apply to other firms?

LEGL 4900 Grading

Midterm Exam	25%
Final	30%
Presentation	20%
Contract Negot	10%
Journal & Part.	10%*

LEGL 6900 Grading

Presentation	20%
Research Paper	40%
Contract Negot	10%
Final Exam	20% (including an essay on Art of the Steal)
Journal & Part.	10% *

*Based on attendance, effective participation with discussions and presentations, journal/assignments & engagement with the class and groups.

The following scale will be used in this class:

A 94-100, A- 90-93.99, B+ 87-89.99, B 84-86.99, B- 80-83.99, C+ 77-79.99, C 74-76.99, C- 70-73.99, D 69.99-60, F 59.99 and lower.

The course syllabus is a general plan for the course; deviations announced to the class by the instructor may be necessary.

Class Requirements & Information

Texts and Technology

International Business Law and Its Environment 7th ed., Richard Schaffer, *et al.* (do not use an earlier edition)

The Art of the Steal: Inside the Sotheby's-Christies Auction House Scandal

The New York Times or the *Wall Street Journal*

Also highly suggested: *The Economist* (www.economist.com)

eLC - announcements, course information, chapter outlines, media links and grades

Conferences - Please feel free to stop by my office during office hours or to schedule a conference to discuss any concerns you might have about the course. You should also feel free to e-mail me any time. (Note your full name, LEGL 4900/6900)

Discussion/Journal/Attendance/Contract Negotiation/Class Participation Grade

1) Students are required to keep a **typed journal** of their thoughts about current international business law-related events as follows news (a paragraph or two per entry shall suffice):

- at least 1 entry per week about law-related international news (15)

- an entry about each oral argument and presentation (including a short entry about your own presentation) (8)

- an entry about each video/DVD (3)

Merely restating the facts of the news is not sufficient; you should add your thoughts and analysis to demonstrate understanding of the issue presented. For your individual news entries: clearly note the title, source of the news, and date of the article: e.g., *Tobacco-Industry Lawyers Call U.S. Claims "Dated" and "Stale,"* WALL ST. JOURNAL, 23 Sept. 2005. To the extent that you rely on outside sources in any other entries, these should be clearly documented.

2) Regular class **attendance** is essential. Roll will be taken every class. You are required to sign in on the day of class. I will not permit you to be counted present if you did not sign the roll. You can miss **two** classes without a penalty. Thereafter, for each class missed, your class participation grade will be reduced by 5 points. Note: Having someone else sign the roll for you and signing the roll for another are violations of the academic honesty code. **Even if absent, you are responsible for all material covered (exam material frequently will cover material from class) and all announcements.**

3) **Contract Negotiation & Oral arguments** – Lack of participation or “slacking” in connection with the group may result in a failing class participation grade as well as a lower assignment grade for the slacker. There will be no mercy.

Oral Arguments & Presentations - Students will work in groups prepare an oral arguments or presentations on selected topics. Oral arguments: One group will argue in favor of an issue and the other group will argue in opposition. Each presentation will last no longer than 20 minutes, and should include a brief explanation of the issue to form a foundation for the argument. The first argument may than have a brief 5-minute rebuttal. Presentations: a 20-minute informative presentation on the topic, followed by Q&A. For all arguments and presentations, presenters are encouraged to be professional and creative. Teams are required to 1) prepare an informative one-page handout for the class, 2) give Dr. P a hard copy of slides before the presentation begins; and 3) provide Dr. P with a typed list of sources before the presentation begins. Criteria for evaluation include: persuasiveness of the argument/overall substance of the presentation, clarity, organization, quality of sources used to support the argument, effective delivery of the argument and appropriate attire, and the ability to give knowledgeable on-your-feet responses to questions.

Exams - Students are expected to be present for all exams. LEGL 4900 Exams will consist of multiple choice questions and the final exam will contain cumulative questions on selected topics, as well as an essay on *The Art of the Steal*. LEGL 6900 Part I: The exam at the end of the term will consist of a hypothetical business scenario in which numerous legal issues are raised regarding a company=s international transactions. Students will be required to identify and briefly discuss issues raised in the hypothetical. Part II: Essay question on *The Art of the Steal*. Absent extreme, unavoidable, extenuating circumstances, **make-up exams are not given.** Any such requests for a make-up exam must be accompanied by written documentation from Student Affairs. All make-ups and extensions are at the instructor’s discretion.

Identification Photo/Information - I will hand out note cards on the first day of class. Please return the card to me:

Last Name, First “Prefer to be called”	Clear, recent photo	[Staple here]
Class #, time, semester, year		
Local Address & Local Phone #		
E-mail address		
Future Goals / Interests	<i>Please print clearly</i>	
International Travel/Academic/Work Experience		Concerns about the class

Oral Argument/Presentation Sign-Up Sheet Spring 2009 ~ LEGL 4900/6900

Presentation (#1): Fraud in Action: Bernard Madoff's \$50+ Billion International Ponzi Scheme

Presentation (#2): Should the U.S. ratify the pending FTA with Colombia? (Give Pros & Cons)

Oral Argument (#3): USA v. China – WTO Actions

USA

China

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Oral Argument (#4): Should the EU be enlarged to include Turkey?

Yes

No

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Presentation (#5) China: The Rio Tinto Case

Presentation (#6): A Culture of Bribery: Siemens

Presentation (#7): Protecting “Champagne” worldwide

**Oral Argument (#8): Tiffany v. eBay: Is eBay doing enough to repress the sale of fakes?
(2nd Cir. pending case)**

Yes

No

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