

INTERNATIONAL BUSINESS TRANSACTIONS

(ITGL-0359-051)

Spring 2025

Prof. JOSEFA SICARD-MIRABAL

Room 3-03 on Tuesdays

from 6:00 p.m. – 8:50 p.m.

(Syllabus is subject to change during the semester)

This course introduces students to laws that may touch upon and affect doing business in more than one country. The goals are to provide a core subject knowledge to students wanting to take only one international business law course and a solid foundation from which to pursue advanced topic-specific international law courses to students interested in international careers. The course is divided into two parts. Part I covers underlying legal concepts: Transnational lawyering by U.S. and foreign attorneys. Dispute resolution: issues of jurisdiction, enforcement, arbitration, discovery. Public international law: customary international law, treaties, and expropriation. Part II adopts a transactional approach. Students will examine legal issues within the context of fundamental international business transactions: transnational sales, agency and distribution agreements, licensing agreements, establishing an operation abroad, mergers and acquisitions, joint ventures and concession agreements. U.S. and EU antitrust law issues will be covered as they arise in many of these transactions.

The required text for the course is: **Transnational Business Problems Seventh Edition, Vagts, Dodge, Koh and Buxbaum**. Additional reading materials may be provided by the Professor. Students will be responsible for weekly reading assignments and class participation.

Class Attendance

Class attendance is mandatory. Participation will be a factor in grading, based upon consistent and active engagement in class discussions. You should notify me in advance if you are unable to attend class.

Final Examination

Students will have a final examination for this course. The examination is designed to test your knowledge and understanding of any material assigned for reading and any information discussed in class. The exam will be limited in time (4 hours).

Grading

Grades will be based on 1) Class participation throughout the semester (10%) and 2) Final exam (90%).

Professor office hours are held by appointment from 5:00-5:45 p.m. on Tuesdays throughout the semester. I will respond to email messages promptly. My email contact is:

jsicardmirabal@fordham.edu.

- Tuesday, January 21

Introduction: Transnational Lawyering: The Rules of Transnational Practice –Ethical Rules Governing Transnational Lawyers

Assignment: Chapter I.A-C

Suggested Readings: Civil Law/Common Law Traditions articles provided by the Professor.

- Tuesday, January 28

International Dispute Resolution: U.S. and Foreign Courts; Arbitration

Assignment: Chapter II.A-B

- Tuesday, February 4

Basic Introduction to Transnational Law: Customary International Law; Law of Treaties and Extraterritorial Application of National Law

Assignment: Chapter III.A-D

- Tuesday, February 11

Corporate Social Responsibility; Corporate Actors: Nationality of Corporations; Anti-Corruption Law; Codes of Conduct; Human Rights Litigation Against Corporations

Assignment: Chapter IV. A-D

Suggested Readings: Nottebohm case (Liechtenstein v. Guatemala) I.C.J.1955 <http://www.worldlii.org/int/cases/icj/1955/1.html>; Barcelona Traction, Light and Power Company LTD (Belgium v Spain) I.C.J. 1970

- Tuesday, February 18

Transnational Sales: Choice of law and Choice of Forum; Transportation and Financing; US Export Trade Regulation

Assignment: Problem 1.A-D

- Tuesday, February 25

Agency and Distributorship Agreements: Introduction; Term & Termination; Commercial Agent Regulation; Exclusivity

Assignment: Problem 2.A-C

- Tuesday, March 4

In-Class Exercise: The Professor will provide hypotheticals to be read and analyzed in class.

- Tuesday, March 11

Licensing Agreements: Introduction; Licensing Agreements: Developing Countries; Antitrust issues; Infringing and Gray Market Goods

Assignment: Problem 3.A-E

- Tuesday, March 25

Establishing an Operation Abroad: Choice of Form and Restrictions; Foreign Direct Investment; Investment Definition; International Taxation

Assignment: Problem 4.A, C

- Tuesday, April 1

Mergers and Acquisitions: Securities and Corporations Law; Mergers and Acquisitions: Anti-Trust Law; Exon-Florio and Privatization

Assignment: Problem 5. A-E

- Tuesday, April 8

International Joint Ventures

Assignment: Problem 6. A-E

- Tuesday, April 15

Concession Agreements; Legal Aspects; International Law on Breach or Repudiation; International Investment Protections

Assignment: Problem 7.A,C, and E. Suggested readings to be provided by the Professor.

- Tuesday, April 22

State Defenses

Assignment: The Professor will provide reading materials

- Tuesday, April 29

Practical Session and Review

The Professor will provide hypothetical cases which will be read and analyzed in class.

Final Examination

Thursday, May 8 , 2025 at 5:30pm