

# **INTERNATIONAL BUSINESS TRANSACTIONS: VEHICLES AND ELEMENTS**

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Class Hours: Monday 14:30 to 17:30

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## Course Description

In earlier days, a traditional form of export and import was the main vehicle of international trade, which enabled flow of goods across national boundaries. In this traditional form of trade, an exporter and an importer deal with each other as opposing party and each party tries to increase his own benefit at the cost of the other party.

In today's global market, however, they have realized that cooperation and alliance between business entities located in different parts of the world would not only facilitate flow of goods, but also enable flow of technology and capital, which would in turn provide opportunities which were not available before and would enlarge the entire pie of benefits beyond those available during the simple buy-sell model period.

In general, a business corporation in the global market takes one form of the following legal vehicles: i) sales representative agreement, ii) distribution agreement, iii) license agreement, iv) joint venture and v) merger and acquisition.

This course will review and discuss the structure, main business bases, and key elements of each of the above legal vehicles.

## Course Outline

Each class will start with introduction and discussion of relevant topics. Then, every student is expected to participate in discussion of issues and questions. In case studies, students will be formed into two or more groups and each group will represent each party to a business arrangement or a neutral party. There will be a mid-term report in place of mid-term examination.

## Textbook and Course Material

Textbook and Course Material will be prepared and provided by the professor and will be available for purchase from SNU.

## Evaluation

- Class participation: 60%
- Mid-term report: 20%
- Final exam: 20%

## Course Schedule

- Class 1. Introduction
- a. International Businessman
  - b. Various Forms of International Legal Arrangements
- Class 2.
- a. Sales Representative Agreement
  - b. Distribution Agreement
- Class 3. License Agreement I
- a. License Agreement
  - b. Technology License Agreement
- Class 4. License Agreement II
- a. Trademark License Agreement
  - b. Biotech License Agreement
- Class 5. License Agreement III
- a. Trademark License Agreement v. Distribution Agreement
  - b. Technology License Agreement v. Manufacturing Agreement
- Class 6. Joint Venture I
- a. Joint Venture v. Strategic Alliance
  - b. Joint Venture Agreement
  - c. Strategic Alliance Agreement
- Class 7. Joint Venture II
- a. Shareholder Agreement
  - b. Articles of Incorporation and By-Laws
  - c. Concession Agreement

- Class 8. Joint Venture III  
Case Study
- Class 9. M&A I  
a. M&A Process Line  
b. Letter of Intent  
c. Summary of Terms
- Class 10. M&A II  
Due Diligence
- Class 11. M&A III  
Purchase Agreement
- Class 12. M&A IV  
Case Study
- Class 13. General  
a. Definitions  
b. General Provisions  
c. International Dispute Resolution