

**Avoiding, Negotiating, and Mediating Disputes in Transnational Commerce**

**Guest lecturer:** Thomas J. Dawson, senior lawyer (USA) - thomasjdawson@mail.com

The course will begin with an oral agreement for the purchase and sale of specific goods between a buyer in the

United States and a seller in the Federal Republic of Germany.

Contract Law and the Laws of the UCC and the CISG will

be examined to harmonize conflicting principles in the contract of sale.  Improvisation, lecture, the drafting of a simple

contract, and a mock mediation make up the gravamen of the course.

The aim of the course is to learn to avoid conflicts of law and to resolve them when they do appear, through

negotiation and mediation, in the shadow of a trial or binding arbitration.

**Course outline**

The course begins with a lecture introducing the course and materials, and move to some exercises examining conflicting

statutes in the UCC and the CISG, with ways to resolve them.  We then move to an improvisation,.a telephone call

in which Dudley (the buyer) calls Hans (the seller) to discuss a purchase (cuckoo clocks).  The class takes notes

during this call to memorialize the terms of the purchase, and contracts for this are then drafted in a workshop

environment.  Alas, the enterprise then falls apart with the distribution of another hypothetical which gives rise to

an acrimonious phone call, also acted out while the class notes the elements of the disputes.

There follows a brief lecture on Arbitration and Mediation.  Then, again in a workshop environment, we stage a

mock mediation and settle the case.

**Assessment**

Multiple choice test followed by a brief essay. (Mr. Dawson often goes over these in class as a final review.)



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| **Monday** | **Tuesday** | **Wednesday** | **Thursday** | **Friday** |
| Introduction Myself to students Students to me and each other:General background, hopes for the future(sign in sheet) Introduction to the course Purpose, protocol, andcontent.**Homework:** Read specimen contracts | Lecture Contract law.Formation, elements of Breach, Anticipatory Breach.Students will read selected provisions, class will discuss.**Homework:** Summon Your Inner Kingsfield. | Movie – Paper Chase Class discussion.Epistemology of the study oflaw.Socratic Method | Stare Decisis**Homework:** Read code provisions. | Discuss code provisions. One student to read discussion.Compare code provisions to specimen contract. Conflict of law.**Homework:** read and briefH.S. Brennen. | Discuss H.S. Brennen case. One student to state facts, one student – conclusion: why?Pass out hypothetical No. 1 – improvision | student, Dudley, Hans.Class notes agreement, potential problems.**Homework:** start contract. |
| **Monday** | **Tuesday** | **Wednesday** | **Thursday** | **Friday** |
| Continuing drafting contracts in workshop. Two students: one buyer, one seller: read contracts – who wanted what.Continue discussing contracts– how items in contention are resolved.**Homework:** Read JAMS material and “Mediator in Waiting.” | Lecture Arbitration and mediation. Selection, handling, preparation of client.Pass out hypothetical No.2. Improvisation phone call – Dudley and Hans.Class notes: breaches.**Homework:** Read “In a Nutshell.” | Prepare request for arbitration.Buyer is moving party, seller is respondent.Exchange pleadings. Revisit – arbitration cost, protocol, result.Revisit – mediator in waiting.Begin mediation.**No homework.** | Continue mediation with class divided – buyer/seller.Settle case.Multiple choice and essay test. | Return and go over tests. Have students read selected essay answers to discuss.Summary of course Closing remarks. |