# LAW E523: Entrepreneurial Law Clinic

**Class Meetings:**
Fridays, 10:30 p.m. - 12:20 p.m.
Fall: Room 207
Winter: TBD
Spring: TBD

**Professor:**
Jennifer S. Fan
(206) 685-2636 (office)
(206) 484-5258 (cell)
jsfan@uw.edu

**Office Hours:**
Wednesdays, 9:30 a.m. – 11:30 a.m.
By Appointment

**Course Website:**

## Course Overview

This course provides an overview of entrepreneurial law and provides opportunities to work with microenterprises, high tech ventures, nonprofits and social ventures. The seminar component of your Entrepreneurial Law Clinic (ELC) experience will give you the opportunity to practice the essential skills you will need as a transactional lawyer. Through in-class discussion, case studies, lectures and simulations, you will learn core competencies that transactional lawyers should possess. Although we will have some sessions dedicated to substantive law, we assume a certain amount of foundational knowledge in your chosen tracks (corporate law, intellectual property law, tax law or business) based on classes you have already taken.

## Course Approach

During your time in the ELC, we hope that you will cultivate the following competencies:

- relaying complicated legal concepts in layman's terms;
- communicating effectively with your teammates, clients, supervising attorneys, and professor;
- analyzing and presenting options for client issues;
- comprehending and tackling business and legal issues that may be novel to you at the outset;
- managing people, projects, and time demands of your workload;
- client counseling and drafting skills; and
- exercising sound legal and ethical judgment.

We also hope that you develop an appreciation of the following:

- what it means to be a transactional lawyer and how to work within the business setting;
- the importance of professionalism;
- the challenges and rewards of working with clients and colleagues and how to deliver superb client service; and
- your personal and professional growth and satisfaction through reflection and self-analysis.

## Class Format, Class Participation, and Rules of Conduct for Class

Given the nature and size of the class, regular attendance is required. You may miss one scheduled class during the quarter for personal reasons or significant events as long as you notify me prior to the planned absence. If you miss additional class sessions, you will be required to draft a case study as a make-up assignment.[1]

When you arrive in class, I expect that you will be engaged during class sessions. Class participation is an important part of your ELC experience as you will be learning from each other as well as your professor. The success of the discussion depends on everyone being prepared for each session.

Cellular phones and laptops must be turned off during class.

## Office Hours & Supervisory Meetings

I encourage you to come see me or to email me when you have questions or issues that you want to discuss relating to the clinic. In addition to discussing clinic-related matters during office hours, I am happy to meet with students to talk about other law-related issues. I will also have mandatory supervisory meetings. Each team will be expected to meet with me twice during the quarter to discuss their clients. There will be sign-up sheets available the first class of each quarter.

## Assigned Readings

The assigned readings will be posted on-line or via on-line links that can be found on the course website in the "Assignments" folder. The reading assignments will be organized in the "Assignments" folder on the website by week number and date due.

## Grading

The clinic is graded on a pass/fail basis. Your grade is submitted at the end of the academic year. In order to pass the class, you must complete each of your client assignments no later than the beginning of the following quarter in which they are assigned (except for spring quarter when client work must be completed by May 27, 2016). Community outreach presentations must be done in the quarter in which they are assigned unless circumstances dictate otherwise. In addition, you must complete your time entries in the Amicus Attorney software by the end of each quarter and submit all reflections by the due date. *Credit will not be granted if you have not completed your client work, community outreach project, reflections and time entries in the specified timeframe*. All client work must be completed by May 27, 2016, in order to receive credit for the clinic.

## Disability-Related Needs

To request academic accommodations due to a disability, please contact Disability Resources for Students (DRS), 448 Schmitz, (206) 543-8924 (V), (206) 543-8925 (TTY). If you have a letter from DRS, please present the letter to me so we can discuss the accommodations you might need in this class.

[1] In accordance with UW's attendance policy, if, at any time after the fifth week of the course, you have attended less than 80% of the regularly-scheduled class sessions (not including any that have been cancelled), you will be required to drop the course.

## Course Calendar

| Date | Topic | Reading Assignments |
|---|---|---|
| 1. Oct. 2 | **Introduction & Clinic Overview** | |
| | Clinic Procedures & Expectations<br>-- Scan Appendices<br>Ethics & Conflicts<br>-- Complete forms<br>Rule 9 Paperwork<br>Trademark & Patent Paperwork, if applicable<br>Review applicable sections | Review ELC Handbook<br>ELC Handbook Appendices<br>Review Ethics & Conflicts Packet<br>Ethics & Conflicts Forms for Completion<br><br><br><br>Student Office Manual |

***Reflection Assignment #1***: *Discuss your professional goals. Why are you taking this clinic? How do the objectives of the ELC align with your own goals, personal values and career aspirations? How does it connect to other parts of your law school career? See page 6 for additional information.*
***Due Date***: *September 30 at 8:00 a.m.*

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| 2. Oct. 5 | **All Clinics Orientation** | Attend if you do not have class at this time.<br>4:00 p.m.-5:20 p.m., Room 127 |

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| 3. Oct. 9 | **Interviews, Communications, Professionalism & Professional Responsibility** | Jim Schleckser, *3 Rules for Business Communication*, INC. (Mar. 24, 2015), http://www.inc.com/jim-schleckser/three rules-for-business-communication.html.<br><br>ALICIA ALVAREZ & PAUL R. TREMBLAY, INTRODUCTION TO TRANSACTIONAL LAWYERING PRACTICE, 21-73 (2013). |

***Due Date***: *Schedule all clients meetings and contact clients and supervising attorneys/business mentors by this date.*

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| 4. Oct. 16 | **Working in Teams; Cross-Difference** | Alexis Anderson, Lynn Barenberg, & Carwina Weng, *Challenges of "Sameness": Pitfalls and Benefits to Assumed Connections in Lawyering*, 18 CLINICAL L. REV. 339, 339-368, 388-389 (2012).<br><br>Implicit Bias Test, https://implicit.harvard.edu/implicit/ (fourteen tests available; choose two to take).<br><br>**Optional**: Susan Bryant, *Collaboration in Law Practice: A Satisfying and Productive Process for a Diverse Profession*, 17 VT. L. REV. 459, 491-531 (1992-1993). |

***Due Date***: *All client meetings should be completed by this time.*

| Date | Topic | Reading Assignments |
|---|---|---|
| **5. Oct. 23** | **Corporate Law and Business Module** | Jennifer S. Fan, *Coming of Age: The Rise of Innovation Districts*, 22 CLINICAL L. REV. (forthcoming 2015), http://ssrn.com/abstract=2608249.<br><br>Hadi Partovi, *Is Seattle Silicon Valley's Next Favorite Stop?,* TECHCRUNCH (Apr. 25, 2015), http://techcrunch.com/2015/04/25/is-seattle-silicon-valleys-next-favorite-stop/#.on7zgj:GtrP<br><br>"Nonprofit Legal Self-Assessment Checklist", Wayfind – Attorneys Supporting Communities (2014), http://wayfindlegal.org/wp-content/uploads/2014/03/Nonprofit-Checklist-rev-3-9-2014.pdf. |
| **6. Oct. 30** | **IP Module**<br>**USPTO Certification Program** | Familiarize yourself with IP resources on USPTO website: http://www.uspto.gov/<br><br>**Skim**: Jennifer S. Fan, *Institutionalizing the USPTO Law School Clinic Certification Program for Transactional Law* Clinics, 19 LEWIS & CLARK L. REV. 327-59 (2015), http://ssrn.com/abstract=2608245. |
| **7. Nov. 6** | **Incubators and Co-Working Spaces** | Elizabeth Scallon, *Entrepreneurs and Startup Companies Benefit from Cohabitation*, Economic Development Council of Seattle and King County, http://edc-seaking.org/news-media/newsletter/northwest-economic-insight-july-2014/incubators/<br><br>Bhrigu Pankaj Prashar, *Pros and Cons of Joining an Incubator,* FORBES.COM (Apr. 12, 2013), http://www.forbes.com/sites/bhrigupankajprashar/2013/04/12/pros-and-cons-of-joining-an-incubator/<br><br>Matt Cooper, *Why Coworking Is On the Rise*, *Joining an Incubator,* FORBES.COM (Apr. 12, 2013), http://www.inc.com/matt-cooper/why-coworking-is-on-the-rise.html |

***Note***: *Tour of UW New Venture Facility will be given during class on this day.*
***Due Date***: *Draft #1 of audit memos to supervising attorneys.*

| Date | Topic | Reading Assignments |
|---|---|---|

**8. Nov. 13** **Client Types; Case Rounds #1**

***Due Date***: *Presentations for case rounds should be uploaded to J:drive by 8:00 a.m.*

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**9. Nov. 20** **Case Rounds #2; Reflections**

*Reflection Assignment #2 (End-of-Quarter Self-Evaluation)*: *Assess your client work and seminar work. Reflect on your clinic and seminar work in the context of working with clients, teammates, supervisors, and your professor. Consider successes, surprises, frustrations, satisfactions, and the like during your time in the clinic thus far. Discuss your professional manner and identify areas of strengths and areas that need improvement.* *See page 6 for additional information.*

***Due Date***: *End-of-Quarter Self Evaluation, due November 18 at 8:00 a.m.*
*Presentations for case rounds should be uploaded to J:drive by 8:00 a.m. on November 20.*

*Comments to Draft #1 sent to students by supervising attorneys by November 30.*

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**10. Dec. 4** **Case Rounds #3; Reflections**

***Due Date***: *Submit Draft #2 to Professor Fan by 8:00 a.m.*
*Presentations for case rounds should be uploaded to J:drive by 8:00 a.m.*

*See Summary of Assignment Due Dates for additional information on due dates after December 4.*

## Reflection Guidelines

**Importance of Reflection**

***To identify how your ELC experience has helped you with your personal growth.***
Each student brings their own unique characteristics and experiences to bear when representing clients. Your reflections will help you to identify lessons learned from your ELC experience with clients, teammates, supervisors and faculty. Reflections are also a useful tool to identify themes the class could have a robust discussion about. You may consider discussing:

- What tasks did you get excited about or dread?
- What role did your teammates play in your experience?
- How were your interactions with your supervising attorneys?
- What have you enjoyed the most or least about your experience?
- How has the experience made you better prepared for practice?
- What aspects of the work have you found uncomfortable or challenging?
- What has surprised you most about the work?

***To identify areas of improvement from your ELC experience.***
In order to hone your legal skills and become a more competent lawyer, you must consciously and continuously learn from your experiences in the practice setting. Outstanding lawyers identify the issues, gather information to help with the decision-making process, outline strategies based on what the client would like to happen and reflect on whether their proposed course of action had the intended result. They develop their legal skills by approaching issues fraught with complexity, conflict and uncertainty and endeavor to get the best outcome for their client. You may consider discussing:

- Did you meet your client's expectations?
- Did the manner in which you approached the legal question work as well as you expected?
- How would you do things differently when confronted with a similar situation in the future?
- What are some ways in which you would have changed your analysis?
- What qualities do you think makes someone an excellent lawyer?

***To draw "big picture" lessons from the ELC experience.***
While the focus of the ELC is to hone your legal skills in a transactional setting, it is also intended to help you look at the overall picture, beyond just the legal framework, which will serve you well as you embark upon your career. You may consider discussing:

- How would an entrepreneur view the advice a lawyer is giving them?
- How can transactional lawyers best serve their clients?
- How is the lawyer-client relationship different from what you expected?
- What are the pros and cons of this area of practice?
- What are the limitations and possibilities of lawyering in the transactional setting?

**Requirements**

Reflections are due in Canvas by 8:00 a.m. on each of the dates set forth in the Syllabus.
They should be between 2-4 pages, double-spaced, 12 pt. font, 1 inch margins. Your reflections should cover a topic in the syllabus or discussed in class. You may use the questions above as a guide, but you can also identify other areas that you would like to discuss.

## Case Rounds

Case rounds give you the opportunity to bring challenges you have experienced in your work with clients and discuss them with your peers.  Please meet with Professor Fan in advance to discuss your issue(s) to ensure a robust class discussion.  Each student team will have 20-30 minutes to discuss their issue(s).

## Summary of Assignment Due Dates

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|---|---|---|
| September 30 | *Submit via Canvas by 8:00 a.m.* | Reflection #1 |
| October 9 | *Schedule  and contact by this date* | Client meetings;<br>supervising attorneys and clients |
| October 16 | *Held by this date* | All Initial Client Meetings |
| November 6 | *Submit Draft #1 to supervising attorneys* | Draft #1 of Audit Memo |
| November 13 | *Upload to J:drive by 8:00 a.m.* | Presentations for Case Rounds #1 |
| November 18 | *Submit via Canvas by 8:00 a.m.* | Reflection #2 |
| November 20 | *Upload to J:drive by 8:00 a.m.* | Presentations for Case Rounds #2 |
| November 30 | *Comments to Draft #1 sent to students by supervising attorneys* | |
| December 4 | *Submit Draft #2 to Professor Fan*<br>*Upload to J:drive by 8:00 a.m.* | Draft #2 of Audit Memo<br>Presentations for Case Rounds #3 |
| December 9 | *Comments to Draft #2 sent to students by Professor Fan* | |
| December 11 | *Submit Draft #3 to supervising attorneys for final sign-off*<br>*Enter in all time in Amicus and upload all client files to J:drive by 8:00 a.m.* | Draft #3 of Audit Memo<br>Time entries and client files |
| December 31 | *Comments to Draft #3 sent to students* | |
| January 8 | *Completed by this date* | Final Memo to Client and Final Client Meeting |

## Reference Librarians

Students can get in touch with a reference librarian and receive help in a few ways:

You can email librarians directly at lawref@uw.edu. Identify yourself as a UW law student so that they can prioritize your question(s).

You can visit the Reference Office on L1 to speak with the reference librarian on duty. If you have a detailed research question or would prefer to meet privately with a librarian, you may attend their office hours or set up an individual appointment. To set up an individual appointment, email the librarian with whom you would like to meet. For a list of office hours and email addresses for setting up appointments, go to http://tiny.cc/askGallagher (a Google doc).

For other information on library resources, visit the library's students page: http://lib.law.washington.edu/students.html.