

**SMALL BUSINESS/NON-PROFIT CLINIC
COURSE SYLLABUS**

Fall 2009

Tuesday: 6:00 – 7:50 p.m.

1) Required, Recommended and Supplemental Readings.

Reading assignments will be distributed during class. Apart from the materials distributed during class, there will be no other reading assignments.

2) Statement of Goals and Objectives.

The primary goal of this class is to provide the student with the background and experience of practicing law in a law firm focusing on a corporate (including nonprofit corporations) and transactional practice. As part of this experience the students will meet with clients, draft documents and deal with real issues as they arise in the context of corporate and transactional practice. Additionally, students will keep track of their time spent on each project, as if they were actually billing the client and turn in the timesheets to the instructors. Finally, the students will participate in classroom exercises designed to provide an overview of corporate and transactional issues which commonly arise with their clients for the clinic and in private practice.

3) Attendance Policy.

Given the nature of a clinic and the small number of students, attendance is critical. In addition to classroom attendance, students are expected to attend meetings with clients. As will be described in the Grading portion of the Syllabus, failure to attend client meetings or meaningfully participate in classroom exercises will result in zero points for that exercise and cannot be made up. This will dictate attendance. Any more than two unexcused absences from class will be defined as “grossly excessive absence,” mandating that the instructors take action under Academic Rule 1110.

4) Testing and Grading.

There will be no tests. Students will be graded based on their participation in classroom exercises, written exercises, client interviews, client work-product and timesheets. Attached to this Syllabus is the form Grading Sheet and Course Schedule. As mentioned in the Attendance Policy above, failure to attend client meetings or meaningfully participate in classroom exercises will result in zero points for that portion of the grade. These points cannot be made up. Written exercises, if not timely turned in, can be made up at the instructors’ discretion. Failure to complete client work will result in an automatic failing grade for the class.

**SMALL BUSINESS/NON-PROFIT CLINIC
COURSE SCHEDULE***

Fall 2009

Tuesday: 6:00 – 7:50 p.m.

| | |
|--------------------|--------------------------------------------------------------------------------------------------------------|
| August 25, 2009 | Introduction, orientation and expectations; Law Office Practice (timekeeping, billing and file organization) |
| September 1, 2009 | Forms of Entities; Initial case assignments |
| September 8, 2009 | Spotting Intellectual Property Issues – guest speaker (subject to change) |
| September 15, 2009 | Entity Formation Documents; Working with Statutes |
| September 22, 2009 | Non-Profit Entities – formation documents and issues |
| September 29, 2009 | Tax Exempt Non-Profit Entities; Tax-Exempt Organizations: governance and transactions |
| October 6, 2009 | Overview of Commercial Lease Transactions; Client Assignment Discussion |
| October 13, 2009 | Commercial Lease Exercise |
| October 20, 2009 | Purchasing a Business – assets or stock. Purchase Agreement Overview |
| October 27, 2009 | Purchasing Real Property Exercise. Self Evaluation: Individual meetings with instructors |
| November 3, 2009 | Purchase Agreement Exercise |
| November 10, 2009 | Corporate Financing – Securities. Securities Exercise |
| November 17, 2009 | Corporate Financing -- Bank Loans and Secured Financing |
| November 24, 2009 | Financial Distress Issues. Dissolution or Liquidation |

*Subject to change based on client needs.

Fall 2009 Small Business/Non-Profit Clinic -- Grade Sheet

| Assignment/Activities | | Student | Student | Student | Student | Straw Man |
|----------------------------------------------|-----------------------------------|---------|---------|---------|---------|------------|
| Time Entry | | | | | | |
| | Number of Hours Billed | | | | | 70 |
| | | | | | | |
| | Points | | | | | 10 |
| | Time Sheet Contents | | | | | 10 |
| In-Person Interaction with Client(s) | | | | | | 0 |
| | Meeting One (Initial Meeting) | | | | | 10 |
| | Subsequent Meeting(1) | | | | | 10 |
| Legal Work | | | | | | 0 |
| | Document Drafting | | | | | 10 |
| | Research | | | | | 10 |
| | Problem Solving Ability | | | | | 10 |
| | Written Communication with Client | | | | | 10 |
| Class Room Exercises | | | | | | 0 |
| Writing Skills/Legal Analysis/Issue Spotting | | | | | | 0 |
| | Working with Statutes | | | | | 10 |
| | Purchase of Real Property | | | | | 10 |
| | Commercial Lease | | | | | 10 |
| | Purchase/Sale of Business | | | | | 10 |
| | Securities | | | | | 10 |
| Role Plays | | | | | | 0 |
| | Purchase of Real Property | | | | | 10 |
| | Commercial Lease | | | | | 10 |
| | Sale of Assets | | | | | 10 |
| | Securities | | | | | 10 |
| Total Points | | | | | | 170 |

Grade Rationale:

Hours Billed 70 hours = 10
 1 pt reduction for each 5 hours below 70*

Other Assignments
 1 through 10 scale

No Assignment = 0

* Dependant on volume of client work; students will not be penalized if there is insufficient client work.