



SBOC News

Northwestern University School of Law

2004-2005

A Message from the Director

Since the SBOC is featured prominently in the current issue of the Bluhm Legal Clinic Magazine, we have reverted to the more personal newsletter format that we used in the first few years when Prof. Tom Eovaldi, Tesha (McCord) Poe, Miluska Novota, Jeff Pietsch, Karen (Roter) Davis, Michelle (Hayden) Bomberger and others were fashioning this unique transactional program at Northwestern.

I am pleased to report that SBOC clients are providing increasingly challenging assignments for the 24 students who participated in the program during the 2004-2005 academic year – our seventh year of operation. Most clients continue to be micro-enterprises and one-owner businesses like they were in 1998-1999, but there has been a marked increase in the number of clients who have several employees, cutting edge products and services, and sophisticated legal problems. This is an exciting development because our #1 goal is to prepare students for careers in transactional law or positions in the business community. These clients are giving us really tough problems to solve.

Nonprofit clients, who account for about 25% of the work, are likewise becoming more substantial and sophisticated. Many have asked the SBOC to help them form for-profit affiliates which requires students to wrestle with complex tax and regulatory issues. Joint ventures are also on the increase. For example, the Lawndale Business & Local Development Corp. is transforming an abandoned U.S. Army facility into a job training center and small business incubator. This is a joint venture involving other nonprofit organizations, the City of Chicago, and the U.S. Department of Housing and Urban Development. Kirkland & Ellis and

the Law Department of BP Amoco are partnering with the SBOC on this assignment.

The SBOC Student Board is currently investigating how we might assist small business owners in the predominantly Hispanic Pilsen/Little Village community. The SBOC's prospective partners in this case are Winston & Strawn and the Hispanic Lawyers Association of Illinois.

On the financial front, the program continues to be self-supporting thanks to long time and valued allies like The Coleman Foundation, Hochberg Family, Chicago Community Trust, JP Morgan Chase, Steans Family Foundation, U.S. Small Business Administration and many other individual and institutional supporters. The SBOC appreciates the encouragement, ideas and networking opportunities provided by our supporters.

Let me also express my personal thanks to the Student Board members who are our inspiration, to Andrea Matwyszyn, Sue Irion and Jeff Thomas who have worked so hard this year to help our clients and our students, to Caitlin Denker who is on maternity leave but who lends us moral support from a distance, to Paula Wells, our Program Assistant from 2000-2002 who is getting married and moving to Indianapolis and, especially to the many wonderful alumni, friends and clients who support us both financially and professionally. I wish we had even more room to report on all of your marriages, children, new jobs, entrepreneurial ventures and the other good and great things that are happening in your lives.

Please keep in touch.

THOMAS MORSECH

SBOC STUDENT BOARD, 2004-2005

Lacey Bundy '05 is President of the SBOC. Lacey received her undergraduate degree in Business Administration with a certificate in Entrepreneurship and Innovation from the University of Washington in 1999. Prior to law school, Lacey worked at the National Office of Professional Practice for Ernst & Young LLP in New York City where she consulted public companies on financial reporting requirements. She later joined Ernst & Young's tax consulting practice where she focused on tax saving strategies for retailers. Most recently, Lacey worked as a summer associate at Latham & Watkins LLP where she worked on private equity fund formations, securities offerings and entity conversions. Lacey is also a Certified Public Accountant.

Alexandra Egan JD-MBA '06 is the Finance and Fundraising Chair. Before attending Northwestern, Alex was a Marketing Manager at American Express in the OPEN: The Small Business Network division. At American Express, Alex focused on marketing and data analysis for small business lending products. Prior to American Express, Alex worked at US Loyalty, a small start-up company attempting to bring a Canadian rewards program to the United States. Alex has a BA in Economics from Williams College.

James Harris '06 is the Marketing Co-Chair. Jay spent the summer working in the general counsel's office of General Dynamics Corporation in Falls Church, Virginia, and plans to do corporate work at a law firm in New York following graduation. He majored in Philosophy and Computer Science at Amherst College and before attending law school, Jay worked as a ski instructor in Vail, Colorado, for one year. During college, he spent one summer working at Lucent Technologies in New Jersey and his family has a history of successful small businesses.

Matthew Scott Koller '06 is the Marketing Co-Chair. Mathew has an extensive background in information technology and private equity. Prior to attending Northwestern, Matthew was the Director of Pre-Funding Operations at Angel Strategies. Angel Strategies is a private equity firm which invests in early stage start-up companies in the healthcare, biotech, and technology industry sectors. His background also includes the founding of an Information Technology Consulting

firm specializing in security, networking, and database integration. Mathew attended Chapman University where he earned a BA in Economics and a BS in Business with an emphasis in Finance.

Kristina Wilson '06 is the Operations Chair. Kristy received her undergraduate degree in Economics and Art History from Stanford University in 2000. Prior to law school, Kristy worked as a senior consultant at Tucker Alan Inc. (now part of Navigant Consulting, Inc.), which provides expert testimony in accounting, finance, and economics matters and consults businesses in various areas. Kristy has a passion for helping small businesses resulting from her experience with her family's specialty wine shop in Hemet, California. Kristy worked as an extern in the United States Attorney's Office, Civil Division in Los Angeles during the summer of 2004.

Lei Shen '06 is the Technology & Web Development Chair. Prior to law school, Lei worked as a professional web designer for 6 years, designing websites for numerous start-ups and organizations, including Yahoo.com and Boalt Hall School of Law. Lei graduated from University of California at Berkeley in 2001 with High Honors in Legal Studies.

Eryan Cobham '05 is the Community Outreach Co-Chair. He received his undergraduate degree in Political Science at Yale University. Prior to law school, Eryan worked as a freelance web designer in New York City. As an undergraduate, he and a group of friends produced a documentary that has received numerous independent film awards and they hope to work on another project soon.

Dwayne Lloyd Samuel '06 is the Community Outreach Co-Chair. Dwayne has been a Registered Nurse for 4 years. Prior to coming to NU Law he has established a small catering hall in Brooklyn, NY. He has an interest in Real Estate Law and General Corporate Law.

Nazareth Yasin JD-MBA '06 is the Kellogg Liaison & Advisory Board Liaison. Throughout his career in management consulting, economic development, and technology commercialization, Nazar has advised numerous entrepreneurs, small businesses, non-profit organizations, and Fortune 100 companies. As a Senior Associate Consultant with Mars & Company Consulting,

he advised Fortune 100 companies on strategic, financial, and operational issues. While working with Northwestern University's Technology Transfer Office, Nazar helped academic entrepreneurs to develop business plans for commercializing their research. And during his two years of economic development experience, he assisted small businesses with facilities location services and market research. He has also served as an advisor to several non-profit organizations, and is the co-founder of the Association for Private Equity, Entrepreneurship, & the Law at Northwestern Law School. Nazar holds a Bachelors of Science in Industrial Engineering, with Honors, from Georgia Tech.

2004-2005 CLINIC PARTICIPANTS (All Third-Year Students Except Where Noted)

Ryan Bates, John Budetti, Lacey Bundy, Jeffrey Ellis, Marie Fahnert (2L), Timothy Gallagher (2L), Curtis Goldman, Sarah Goodstine, Daron Horwitz, Linda Hui, Zachary Huselid (2L), Garrick Isert, Laurie Levin, Veronica Li, Gaurav Mathur, Benjamin McLean, Jennifer Mitchell, Theodore Mitchell, Adewale Oduye, Shawn Olds, Christopher Recht, Oren Sachar (2L), Justin Silverman, Lukasz Sosnicki, Ann Wallis (2L), Rachel Williams (2L)

SBOC NEWS FROM THE 2005-2005 ACADEMIC YEAR

THE CHANGING "SPACE" OF THE SBOC

The SBOC, along with the Center for International Human Rights, has moved from the McCormick Building to the 5th floor of the Arthur Rubloff Building on Lake Shore Drive adjacent to the Law School. Our new quarters, right down the hall from Student Publications, include two conference rooms for client meetings, space for our library, and a wonderful view over the top of the Law school courtyard. Our address is still 357 E. Chicago Avenue.

ALUMNI NEWS

Michelle (Hayden) Bomberger '01 is working in the Auditing Services group at AT&T Wireless, now a part of Cingular Wireless. Most of her energies have lately been focused on her new baby, Daniel, who was born on May 2, 2004. **Kara Harchuck '03** is a second year associate at Mayer, Brown, Rowe & Maw LLP in Chicago, Illinois, working in the Real Estate practice group. **Kate Mettler '03** is a second year associate at Sidley Austin Brown & Wood LLP in Chicago and represents investment advisory clients in securities and derivatives related regulatory and corporate matters, including the organization and offering of interests in hedge funds and commodity pools. **Miluska Novota '99** works on municipal finance transactions at the City of Chicago. **Drew Panahi JD-MBA '02** is a third year associate at Kirkland & Ellis in Los Angeles working on antitrust and financial fraud litigation. He recently served as a prosecutor in two misdemeanor trials as part of a pro bono program. **Steve Ro '01** is working at the American Medical Association in the Office of the General Counsel. **Jeanny Haw '01** is working at Mayer, Brown, Rowe & Maw in Chicago, where she is engaged in IT, IP and Corporate transactions. **Erica Oliver JD-MBA '02** trades equity derivatives for a Chicago based hedge fund. She is also the Latin School of Chicago Sports Committee Chairperson where her children are enrolled.

CLIENT SPOTLIGHT

Fashion Industry Clients, include three upscale apparel shops on the north side (Apartment #9, Sole Passion and The Dressing Room) BoCue Designs whose products have been featured on TV and in the *In Style* magazine, an importer of leather laptop bags from Brazil, an importer of hand-crafted jewelry from Argentina and others working at the retail, wholesale or designer level.

African Scientific Research Institute (<http://forensic.to/webhome/jihad/index.htm>),

a non-profit organization specializing in the anthropological analysis of African American history in the United States.

The goal of ASRI is to help identify the roles of blacks in our nation's history, educate about these roles, and in turn provide African Americans with a feeling of pride and dignity. Based at the University of Illinois at Chicago, ASRI concentrates on the fields of anthropology, archeology, and forensic reconstruction to further its cause. Currently, ASRI is working on a Chicago/Calumet Underground Railroad effort at Jon Ton Farm, between 134th Street and the Calumet River. The SBOC has helped ASRI obtain tax-exempt status, register with the Illinois Attorney General as a non-profit organization, achieve exemption from sales tax, and review contracts that ASRI enters into for some of its projects.

Lincoln Advanced Technologies, Inc. has been working with the SBOC for a year and one-half to commercialize an invention. Lincoln was referred was referred to the SBOC by a legal colleague. It has consulted the SBOC throughout various stages of product development. The SBOC has assisted the company in various respects, including: facilitating and documenting capital investment, structuring compensation and other agreements related to product design, and drafting corporate documents, and working with the firm's outside patent counsel.

Dial-A-Cap, a patent pending design for pharmaceutical bottle caps and promotional devices that produce pre-programmed telephone ring tones, has been designed by an individual who is a Sears repair man by day and a prolific inventor in his spare time.

The inventor approached the SBOC through a referral from a local community college. He has received advice in a number of legal matters ranging from contracts to trademarks and the applicability of FCC telecom rules.

Additionally, the SBOC has been able to provide the client with a rudimentary business plan that he was able to expand and provide to a prospective licensee in Ohio.

Douglas ray Jackson, Inc., is a company owned by a Chicago-based artisan who provides clients with creative, mosaic tile art for home display.

The company was recently incorporated as a result of the owner's increasing business. It approaches its work with a unique mindset that encompasses both aesthetic and conservationist principles. When a building is being demolished, the company is frequently

able to salvage priceless old tiles from the early 1900s and use them in its creations. The "recycling" process allows the company to present a variety of colors and shapes that could not otherwise be produced.

In addition to incorporating the business, the SBOC continues to assist the company in trademark and copyright issues and with withholding issues pertaining to independent contractors.

Gary Poppins Popcorn (www.garypoppins.com), was created from a passion for popcorn and the enterprising efforts of proprietor, Gary Seltzer. Mr. Seltzer, an Evanston native, was raised among the sights and smells of his relatives' restaurants and bakeries and honed his skills at the Culinary Institute of America. With Gary Poppins Popcorn, Mr. Seltzer challenges your expectations of popcorn, offering flavors well beyond the standard butter, cheddar, and caramel fare.

"We're not just a regular popcorn shop," he says. "We take it to a higher degree."

Besides a gourmet take on the classics, Gary Poppins offers his own special blends, including six different varieties of chocolate popcorn and two varieties of coffee popcorn. From his prime Evanston location on Sherman Street, between Church and Clark streets, he also runs a brisk on-line business, shipping his popcorn products directly to customers throughout the U.S. Inside the store itself, the unique popcorn offerings are complemented by a variety of frosted nuts, frozen custard, and Italian ices, further setting the store apart from its competition. With arrangements in the works for distribution through upscale specialty grocery and gourmet shops, Gary felt ready to expand his business.

Mr. Seltzer learned about the SBOC through an attorney of his acquaintance. He's having a very positive experience with the SBOC, he says. According to Mr. Seltzer, "they've been very enthusiastic about helping me with different issues like trademark protection and funding."

Men's Employment and Business Ownership Program (MEBOP) is a non-for-profit organization that provides entrepreneurship training and business counseling to low-income African-American men, including ex-offenders, who are fathers of dependant children. MEBOP's mission is to empower these men to contribute to the financial well being of their families through entrepreneurship.

The MEBOP originated as part of the Msgr. Egan Center at DePaul University. Once they parted from DePaul, the SBOC incorporated the organization and assisted MEBOP in obtaining tax-exempt status from the IRS. This has allowed the program to obtain grants and donations from organizations that require their recipients to be tax-exempt. The SBOC is currently working to help MEBOP fulfill the Illinois non-for-profit organizational requirements, such as registering with the Attorney General's Office. The program directors report that they appreciate the help of the SBOC because it has provided them with quality legal service at a very low cost.

The Guild Complex is a non-profit organization that provides a nexus for poetry, performance, and related creative endeavors in Chicago. The Guild Complex hosts over 100 events per year out of the Chopin Theater in Wicker Park, and works to foster the growth of marginalized voices and rising stars in literature and literary performance.

The SBOC has helped the Guild Complex in its creative approach to nurturing literary art and performance in Chicago. Specifically, the SBOC provides two prongs of service for the Guild Complex, helping design new contracts and counseling the organization in the administration of a National Education Association (NEA) grant. The NEA grant presents an exciting opportunity to publish new books from emerging poets. In the next year, the Guild Complex will administer the grant to help publish a book of poems by a Chicago poet and two anthologies that include poets from Chicago and Los Angeles.

Vishwamitra Research Institute is a not-for-profit organization in the beginning stages of formation, applying to qualify as a tax exempt scientific research organization.

The SBOC is currently working with the director who has been an accomplished scientist at the University of Illinois at Chicago. She is looking to continue her research through the Institute which will have the opportunity to apply for grants to fund this research. The client discovered the SBOC by utilizing a search engine which retrieved the SBOC website. The SBOC will be assisting the Institute in applying to the IRS for tax exempt status.

Bocue (www.bocue.com), a line of distinctive leather handbags, business satchels and accessories designed by Theresa Buffo, captivates shoppers and cutting-edge Chicagoans alike. Both Bocue and Ms. Buffo have received extensive media coverage, including features in WhereChicago, WMD Chicago, the Chicago Sun-Times and Gen Art's "Fresh Faces in Fashion" show. After graduating from the University of Illinois at Chicago with a degree in graphic and industrial design, Ms. Buffo began designing adventure travel bags. In 2003, she launched Bocue handbags. A year later, Ms. Buffo sought the assistance of the SBOC for advice on her efforts. The SBOC and the client have worked together on a wide variety of legal concerns including choice of entity issues, and the advantages of registering as a qualified foreign corporation in Ohio and California as well as Illinois, where there are already five retailers selling Bocue products. The SBOC has also helped Bocue with operational documents such as a non-disclosure agreement for her manufacturers and invoices with more specific credit terms.

With Bocue's continuing growth and evolving legal needs, the relationship between Bocue and SBOC continues to change as well. As new issues arise, Bocue and the SBOC have worked together to facilitate the growth and success of the business.

Customized Spanish Instruction was established by Angelica Taylor-Cortes to meet the expanding needs of the influx of Spanish-speaking people in Chicago. Ms. Taylor-Cortes, who received her Masters of Science in International Management in Switzerland and speaks Spanish and French fluently, hopes to expand the focus of the organization, which currently involves teaching Spanish and English to the Chicago population.

Ms. Taylor-Cortes learned of the SBOC through the Service Corps of Retired Executives (SCORE), which provides guidance to small business entrepreneurs in Chicago and nationwide. The SBOC has advised the company on many issues, including teacher hiring status, choice of business organization, and contract drafting for both teachers and other schools and institutions.

New Horizons MD Instruments (www.newhorizonsmdinstruments.com) is an importer of medical and surgical equipment formed by entrepreneurs Tom Alford and Vasanth Stephen.

After a long-term career in medical-supply sales and distribution with Cardinal Health, Mr. Alford and Mr.

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Stephen, sought to leverage Alford's relationships in the industry and strike out on their own. Their mission was to create lower-cost, FDA-approved medical supplies, devices and equipment and distribute them to medical providers throughout Illinois and nationwide.

The company approached the SBOC to help realize its vision of importing and selling surgical and dental instruments. The SBOC has assisted in trademark registration, drafting exclusive distribution agreements with overseas suppliers, FDA rules, and the creation, distribution, and ownership of marketing literature.

Custombrewworks (www.custombrewworks.com), is a proposed brew-on-premises business in northwest suburban Itasca, Illinois.

The founder's vision is to offer a venue for customers to come and brew their own beer and wine. Custombrewworks is designed to be a perfect spot for a novice brewer looking to brew beer for his friends and family, for an engaged couple wanting to create their own wine for their wedding, and for companies seeking unique events for employees and memorable gifts for customers. The company heard about the SBOC from a local small business support center at a community college. The SBOC is currently working to identify what licenses might be required to conduct this kind of business in Illinois.

The SBOC is very proud of its clients' success!