

# HELPING BUSINESSES GET OFF THE GROUND

---

The Law & Entrepreneurship clinic is providing free legal assistance to start-up companies while giving student lawyers real-world experience.

by Neil Bartlett

Photography by Andy Manis

Jeff Leismer, founder and Chief Technology Officer of a medical device start-up in Sheboygan, has always been an entrepreneur. When he was five, he'd go to his neighbor's gravel driveway, pick out the neatest rocks, and sell them back to him.

Leismer knows that part of running a new business means knowing when to request outside expertise. That's why he turned to the Law School's Law & Entrepreneurship (L&E) clinic for help. His company, VibeTech, Inc., develops products to rebuild bone and strengthen muscles using proprietary vibration therapy technologies. This has required Leismer to research FDA requirements for obtaining marketing approvals, complete regulatory filings, develop a clinical strategy, and look into medical billing issues as clinical trials get off the ground.

Since September 2009, the Law & Entrepreneurship clinic in Madison has provided Wisconsin entrepreneurs like Leismer and many others who cannot afford to hire attorneys with quality legal

services at no cost.

"We needed someone to really explore and dig for those details," Leismer says. "We saved on costs and got a lot of great, creative input. Students are in that research mode and know how to get those details. Our student attorney, Cora Holt, talked with 'high-ups' in the FDA for us. It's been fantastic having her on board."

Leismer adds, "It's been a way to accelerate our activities and get products produced faster. The clinic has helped us avoid mishaps that could potentially cripple the business."

The L&E clinic is housed on the UW campus at the Town Center of the Wisconsin Institutes for Discovery, which opened in December 2010. To provide its services, the clinic utilizes the skills of Law School students, presenting them with challenging issues and providing them with hands-on experience. A team of three supervising attorneys, each with extensive entrepreneurial experience, works with the student lawyers and acts as liaisons to the clinic's advisory

council. The council is mostly made up of Madison-area attorneys who consult on legal issues, conduct reviews of student work before release to clients, and provide advice on moving the clinic's mission and work forward.

Mark Ehrmann, an attorney and partner at Quarles & Brady, LLP, in Madison, has been a member of the clinic's advisory committee since its inception. The clinic provides "a great, practical way for students to prepare for real-life jobs in the marketplace," he says.

The clinic offers a wide variety of assistance to fledgling entrepreneurs and organizations, including business planning; entity selection and registration; federal, state and local tax issues; leases and other commercial contracts; licensing agreements; intellectual property counseling, and copyrights. Only about one-quarter of the clinic's clients have a university connection.

The clinic is set up and run like a law firm where each student lawyer is a member. The group meets each week to share new information,

“The ultimate win-win situation for the clinic is the ability to provide quality legal services to nascent entrepreneurs, who [then] have enough success to grow their company and to be able to afford mainstream legal services.”

Anne Smith, supervising attorney



challenges, ideas, and research. Students track hours and maintain a paperless office containing all files, research memos, and client materials. These weekly sessions are also used to educate the students on issues facing entrepreneurs. Topics have included state and federal entrepreneurial grant and loan opportunities, ethics issues that can arise when dealing with start-ups, and lessons learned from a serial entrepreneur. The group might invite an advisory committee member or someone who directs another entrepreneurial program to speak about financing or government regulations. “There’s a lot of information sharing,” says Troy Vosseller, one of three supervising attorneys.

As its work has evolved, clinic participants are collaborating with each other more frequently. “[The clinic] is open seven days a week, so students can drop by and talk with us,” says Vosseller, who, along with the other supervising attorneys, staffs the clinic on a part-time basis. “As they’re doing the work, our space also provides an opportunity to talk with and learn from each other.”

Though the three supervising attorneys don’t literally work 24/7, they’re on call all the time. “With students’ irregular schedules and the fact that they like to work into the night, my e-mail is usually full when I start my day,” says supervising attorney Anne Smith. She’s not complaining, though. “Working for the L&E Clinic is exhilarating,” she says. “The energy the student lawyers and entrepreneurs bring creates an invigorating atmosphere that pushes us to constantly develop and improve. We often remark that our work with the clinic is as entrepreneurial as the work of our clients.”

The Law & Entrepreneurship Clinic grew out of a suggestion from Carl Gulbrandsen, managing director of the Wisconsin Alumni Research Foundation (WARF). Gulbrandsen thought it would promote WARF’s goal of developing businesses and technology from research done on campus, as well as foster entrepreneurship in the community. A UW Law School alumnus himself, Gulbrandsen also wanted to tap the Law School’s expertise in handling patent issues. So he spoke with Dean Kenneth B. Davis, Jr.

about the Law School’s involvement. Davis was all for the idea. In October 2010, the Law School agreed to make L&E an official clinic and provide funding and staff.

“As someone who’s taught many business law courses and realizes the limitations of classroom teaching in giving students hands-on experience,” says Davis, “I’m particularly thrilled that students can have this opportunity with the clinic to integrate their classroom experiences with the opportunity to work with real clients.”

Davis adds that the Law School has always been a national leader in clinical legal education. But in the past, he says, “most of that has been oriented toward criminal law-related matters and civil litigation, rather than in a transactional setting.”

## Helping Wisconsin Students

Law School students who’ve interned with the clinic say it’s been an invaluable addition to their learning experience. And as more students get involved, the word is spreading. “We’ve had students say this was the



“They learn the soft skills of being a lawyer. In addition to the substantive work of drafting documents or giving formal opinions or making agency filings, a large part of what they learn is, ‘how do you manage a client in the real world?’ That’s the best learning experience.”

Eric Englund, supervising attorney

tipping point in their decision to come to the Law School,” says Smith.

Seventy students applied for the summer 2011 program, compared to forty-five a year earlier. The majority are third-year students. “They’ve completed a substantial portion of their academic work, so they have the academic underpinnings in many of the areas we work in,” says Eric Englund, a supervising attorney.

Holt, a third-year Law School student with the clinic, first heard about the opportunity from those who had participated the previous summer. “They said some great things about it,” she says. “They were excited about the work they were doing. Friends said, ‘You’ll get experience that will teach you a lot.’ That’s what I was looking for in my last year at Law School.”

Holt says as much as possible, students choose the issues they want to build their work around. She chose to work with clients who needed help with intellectual property and regulatory issues. After graduation, she plans to join a Washington, D.C., patent law firm. “I’ve had great exposure to the issues

I want to deal with [at the L&E clinic],” she says.

Holt believes L&E’s work epitomizes the Law School’s Law in Action approach. “There have been times when what I’m learning in class directly intersects with what I’m doing for a client in the clinic,” she says. “It gives me a much different perspective when I’m learning the material in class.”

Student lawyers learn to spot and identify issues their L&E clients bring up. “They’re exposed to a litany of business models, a variety of different types of industries and entrepreneurs, and different personalities,” says Englund. “They learn the soft skills of being a lawyer. In addition to the substantive work of drafting documents or giving formal opinions or making agency filings, a large part of what they learn is, ‘how do you manage a client in the real world?’ That’s the best learning experience.”

Students learn to function as counselors and to look at the client’s bigger picture. “People come to lawyers for a variety of reasons,” Englund continues. “Often, they think they know what the issues are. We

teach students to step back, assess the client, help them evaluate the issues, and then prioritize. An entrepreneur may ask, ‘Should I be an LLC or a partnership?’ But that may not be the most pertinent issue. It might be whether your business idea needs to be protected by intellectual property law. That’s what our students learn to do. They’re provided an extraordinary experience to move from being just a technical expert to a true counselor.”

## Helping Wisconsin Entrepreneurs

“I believe there are hundreds and even thousands of people in Wisconsin who want to be entrepreneurs,” says Englund. But often, when they’re searching for legal assistance, they don’t know where to turn. “Many grab help online and then take off,” he says. This is not necessarily a good idea.

The clinic considers all requests for assistance, but sometimes will advise clients that they’re not a good fit. “A lot of people want to be entrepreneurs,” says Smith. “It’s great to educate them, but practically speak-

“There have been times when what I’m learning in class directly intersects with what I’m doing for a client in the clinic,” she says. “It gives me a much different perspective when I’m learning the material in class.”

Cora Holt, student attorney



ing, not everyone is [cut out to be an entrepreneur]. We take our resources and devote them to the clients with the most potential for success.”

Advisory committee member Mark Ehrmann does a good amount of corporate work and dispenses business advice. A lot of the clinic’s clients, he says, “are just getting started and need general business assistance. [The students are] helping companies who [otherwise] wouldn’t have the funds. Some of these companies will become successful Wisconsin employers.” Obtaining the proper legal assistance at this early stage of their development, Ehrmann says, could be a “make-or-break” situation for them.

In establishing the clinic, the supervising attorneys and the advisory committee have made a point of not providing service to companies or entrepreneurs who can reasonably afford legal services. “As part of our intake process, we screen all potential clients for pre-existing legal relationship and also evaluate their ability to purchase their needed services in the private marketplace,” says Englund. The clinic considers itself a feeder system to the private bar. “Our happiest day is when our clients ‘graduate’ and are in a

position to afford legal services,” says Smith. “The ultimate win-win situation for the clinic is the ability to provide quality legal services to nascent entrepreneurs, who [then] have enough success to grow their company and to be able to afford mainstream legal services.”

Pete Kostka, co-founder of Hypespark in Madison, has benefited from using the services of the L&E clinic. His start-up works with businesses to promote their brands, increase product awareness, and get customers in the door through social networks and other online communication. Kostka worked with student lawyer Richard Hankison to develop consumer privacy policies, terms of use, and vendor agreements. “It’s been huge,” says Kostka. “Now we can sign up businesses.

“We wouldn’t be where we are now without help from the clinic,” Kostka continues. From a legal standpoint, he says, “we were like a deer in the headlights. We had no clue what we needed to do.”

As the clinic continues to help start-up companies, word about its services will spread throughout the state. “The more lawyers we properly educate and who go out and spread the knowledge that they’ve gained

will further help Wisconsin entrepreneurs,” says Vosseller. “It will have a snowball effect.”

As an undergraduate at UW-Madison, Vosseller, founder of the Scennie Nation clothing line, was also an entrepreneur. “I would have loved a resource like this to exist at that time to help me when I encountered legal questions,” he says. “In terms of the service we’re providing to Wisconsin entrepreneurs, I believe it’s absolutely tremendous.”

Some students will find their own entrepreneurial track through their work at the clinic. Hankison, a third-year Law School student, says his work at the clinic has influenced his career direction.

“I work with entrepreneurs who are passionate about what they do,” he says. That passion has rubbed off. After graduation, Hankison plans to start his own consulting firm working with small- to medium-sized environmental businesses and helping them to grow through legal and business consultation.

“Without my exposure to that ‘can-do’ entrepreneurial spirit, I wouldn’t be doing this,” he says.

Vosseller adds, “I was thankful this clinic came into existence. It expands Wisconsin’s breadth of course





“[The clinic] is open seven days a week, so students can drop by and talk with us. As they’re doing the work, our space also provides an opportunity to talk with and learn from each other.”

Troy Vosseller, supervising attorney

offerings and expands the focus. It adds to the Law School’s credibility. It’s a great addition to the diversity of its offerings.”

Leismer believes there are many Wisconsin start-up businesses that will benefit from the clinic. “I’ve talked to other biomedical

entrepreneurs in the Madison area,” he says. “I’ve told them to check into what the clinic offers — just don’t ‘steal’ the people I’m working with.”



Stephanie Adamany, Associate General Counsel at Wisconsin Alumni Research Foundation (WARF), introduces Special Projects Attorney Jonathan Paliwal and L&E students for the WARF Gilson Bootstrapping Lecture Series on the “Legal Basics for Starting a Company.”