

Small Business Clinic

What we do: The SBC provides basic corporate legal assistance to small businesses, entrepreneurs and non-profit organizations that cannot afford to pay market rates for legal services. The purpose of the SBC is to give students hands-on experience handling transactional legal problems while providing assistance to small business owners in the greater Los Angeles area. The SBC provides an opportunity for these businesses to implement legal protections and business structures available within our legal system and to obtain guidance in complying with a variety of legal requirements, even though many of these businesses are not able to afford the high costs of business legal services.

Who handles the cases: SBC client matters are handled by second and third year USC law students, working under the close supervision of Professor Michael Chasalow, a full-time law professor and supervising attorney who directs the program.

Services we offer: The SBC provides a range of business services for both new ventures and existing businesses, including the following:

- Counseling on the selection of an appropriate business structure;
- Forming corporations in California and in Delaware (which includes drafting articles of incorporation and bylaws (for both profit and non-profit organizations));
- Drafting shareholder agreements;
- Forming limited liability companies (LLCs), partnerships and joint ventures (which includes drafting the accompanying Operating, Partnership or Joint Venture Agreements);

- Reviewing and updating corporate governance materials (such as annual shareholders' and Board of Directors' minutes) for existing businesses;
- Reviewing simple contracts and leases;
- Reviewing legal documents (such as contracts or Terms and Conditions) currently in use by the client;
- Conducting legal research on specific business problems or issues; and
- Simple contract drafting of Service Agreements, Independent Contractor Agreements and other basic contracts.

Services we don't offer: The Clinic does not handle litigation or contested proceedings, draft business plans, engage in financial negotiations, draft employment materials or provide employment law advice, develop loan packages, prepare tax returns or trademark applications, handle any transaction involving fundraising or outside investment, or engage in complex business transactions. Clients are expected to seek the services of an accountant or tax advisor.

Who we serve: The SBC serves businesses throughout the greater Los Angeles community. SBC clients have the opportunity to receive services and counsel at no cost to their business (other than the cost of any applicable filing fees or costs incurred for use of an outside commercial entity). Clients are selected by the SBC based upon a variety of factors, including the complexity of the case and the size and variety in the SBC case load. Clients are seen by appointment only. Prospective clients should complete an application online at: gould.usc.edu/sbc or they may contact the USC Small Business Clinic by email at: SBC@law.usc.edu.

